

Bharat Bill payment: RBI lowers networth bar for non-bank units

Move is aimed at facilitating more bill payments through the BBPS

OUR BUREAU

Mumbai, May 26
The Reserve Bank of India (RBI) has reduced the minimum network requirement for non-bank Bharat Bill Payment Operating Units (BBPOUs) from ₹100 crore to ₹25 crore.

This move is aimed at facilitating more bill payments through Bharat Bill Payment System (BBPS) and to encourage participation of non-bank Bharat Bill Payment Operating Units (BBPOUs) in BBPS.

BBPS is an RBI-conceptualised system driven by the National Payments Corporation of India (NPCI) that offers interoperable and accessible bill payment service to consumers via digital (bank channels), as well as through a network of agents and bank branches.

Objective of BBPS

The objective of the BBPS is to implement an integrated bill payment system that offers interoperable and ac-



cessible bill payment services to customers through a network of agents, enabling

multiple payment modes, and providing instant confirmation of payment.

Updated guidelines

In its updated guidelines on the implementation of BBPS, the RBI said BBPS will include activities to facilitate collection of repetitive (monthly, bi-monthly, quarterly) payments for

everyday utility services provided by utility service providers.

Gradually, the scope of BBPS could be extended to include services facilitating the collection of other types of repetitive payments, such as school/university fees, municipal taxes/payments, as decided from time to time by the Reserve Bank of India.

Norms issued for gold import by qualified jewellers

PRESS TRUST OF INDIA

Mumbai, May 26

The RBI has come up with norms for facilitating physical import of gold through the India International Bullion Exchange IFSC (IIBX) or similar authorised exchange by Qualified Jewellers in India.

In addition to agencies nominated by the RBI and DGFT, Qualified Jewellers (QJ) - approved by International Financial Services Centers Authority (IFSCA) - were permitted to import gold in January.

The RBI issued the guidelines in order to enable resident Qualified Jewellers to import gold through IIBX or any other exchange approved by IF-



SCA and the Directorate General of Foreign Trade (DGFT).

According to the guidelines, banks may allow Qualified Jewellers to remit advance payments for 11 days for import of gold through the IIBX, in compliance to the extant Foreign Trade Policy and regulations issued under IFSC Act.

“The advance remittance for import of gold should

not be leveraged in what-so-ever form for importing gold worth more than the advance remittance made,” said the RBI.

In case the import of gold through the IFSCA-authorised exchange, for which advance remittance has been made, does not materialise, or the advance remittance made for the purpose is more than the amount required, the unutilised advance remittance shall be remitted back to the same bank within the specified time limit of 11 days.

The RBI also said all payments by qualified jewellers for imports of gold through IIBX, shall be made through exchange mechanism as approved by IFSCA.

Torrent Pharma acquires four brands from Dr Reddy’s

OUR BUREAU

Ahmedabad, May 26

Torrent Pharmaceuticals Limited, on Thursday, announced acquisition of four brands in the therapeutic areas of gynaecology and urology from Dr Reddy's Laboratories.

In an announcement, Torrent Pharmaceuticals informed that it has entered into an agreement with Dr Reddy's Laboratories Ltd to acquire four of its brands — Styptovit-E, Finast, Finast-T and Dynapress.

According to the terms of the definitive agreement, Torrent Pharma will take over the manufacturing,

marketing and distribution of these brands in India. Styptovit-E is a gynaecology product having an estimated market size of ₹500 crore, as per AIOCD data. The acquisition of this brand will further strengthen Torrent's presence in the therapy, it said.

The acquisition of Finast, Finast-T and Dynapress, which are used in the treatment of Benign Prostatic Hyperplasia (BPH), will aid in Torrent's presence in urology therapy.

The complete integration and transition of the brands are expected to be completed by June.

Broadcom to buy VMware for \$61 b

REUTERS

May 26

Chipmaker Broadcom is buying cloud services provider VMware Inc in a cash-and-stock deal valued at \$61 billion, to speed up its expansion into the enterprise software business.

The purchase, announced on Thursday, is the second-biggest globally so far in 2022, after Microsoft Corp's \$68.7 billion buyout of video game maker Activision Blizzard.

VMware shareholders will

get \$142.50 per share under the purchase, resulting in a premium of nearly 49 per cent to the stock's close on May 22, when talks of the deal were first reported. Broadcom will assume \$8 billion of VMware net debt, the company said.

Broadcom shares were up 1.6 per cent in premarket trading, while VMware fell nearly 1 per cent.

Broadcom Chief Executive Officer Hock Tan had said the company is seeing that enterprise spending is on fire.

‘NatWest to expand India workforce by 15% this year’

KR SRIVATS

New Delhi, May 26

NatWest, UK's largest commercial bank, plans to expand its India headcount by 15 per cent this year, and is looking to hire more data scientists and software engineers, said its Group Chief Administrative Officer Simon McNamara.

Tech-based solutions

NatWest Group, which has its largest base of employees outside the UK in India, currently has a workforce in India of over 13,800 people, most of whom are focussed on developing tech-based solutions and services to cater to the fast-changing expectations of NatWest Group's 19 million customers in the UK.

“India has got high-quality engineering talent. We are now seeing dramatic increase in need for data scientists — people who can understand data, get intelligence from data and use that to personalise and empathise services we provide to customers.

“Our purpose is delivery of emotionally intelligent services through digital means in majority and complement them by our branches. What we are seeing now is growth in emotional engagement through these digital channels beyond transactional services and giving intelligence insights to customers..insights a lot of which we delivered through out the pandemic leveraging our teams in India,” Mc-

Namara told *BusinessLine*. McNamara, who is part of the Executive Leadership at NatWest Group, is currently visiting India to get a sense of the opportunities for partnerships with Indian fintechs.

He is also focussed on measures needed to enhance the skill sets in the existing Indian workforce to meet the business objectives.

He ruled out expanding NatWest operations beyond the existing cities of Gurugram, Bengaluru and Chennai, while noting that the existing talent in these locations will be upskilled to meet the current day requirements.

“One of the purposes of this trip is to get a better understanding of what is available to us [likely fintech partnerships]. I expect our Indian team, led by Punit Sood, to also scout in other locations looking for high-quality solutions that we can partner with, potentially acquire. We had earlier worked with companies here that provide data science skills that applied to financial services. I expect to see more of that.

“We will certainly look for partnerships. If we thought something would make sense for us, I would not say no. We will look to capability that complements what we do already. I see no reason why we couldn't find that in India. Acquisitions are a possibility. Partnerships are definite probability,” said McNamara.

This is an advertisement for information purpose only.



Muthoot Finance Limited

Our Company was originally incorporated at Kochi, Kerala as a private limited company on March 14, 1997 under the provisions of the Companies Act, 1956, with the name "The Muthoot Finance Private Limited". Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to "Muthoot Finance Private Limited". Our Company was converted into a public limited company on November 18, 2008 with the name "Muthoot Finance Limited" and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. For further details regarding changes to the name and registered office of our Company, see section titled "*History and Main Objects*" on page 88 of the Shelf Prospectus. Our Company is a Systemically Important Non-Deposit Taking Non-Banking Financial Company, registered with the Reserve Bank of India under Section 45-4A of the RBI Act, 1934 having registration no.N.16.00167 dated December 12, 2008.

Corporate identity number: L65910KL1997PLC011300; **PAN:** AABCT0343B
Registered and Corporate Office : 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Kochi - 682 018, India.
Tel : (+91 484) 239 4712; **Fax :** (+91 484) 239 6506; **Website :** www.muthootfinance.com; **Email :** ncd@muthootgroup.com.
Company Secretary and Compliance Officer : Rajesh A ; **Tel :** (+91 484) 669 0255; **Fax :** (+91 484) 239 6506; **E-mail :** cs@muthootgroup.com
Chief Financial Officer: Oommen K Mammen; **Tel :** (+91 484) 2397156 **Email:** oommen@muthootgroup.com

THE ISSUE

PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDs") FOR AN AMOUNT OF ₹ 750 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 2,250 MILLION AGGREGATING UP TO 30,00,000 NCDs AMOUNTING TO ₹ 3,000 MILLION ("TRANCHE II ISSUE LIMIT") ("TRANCHE II ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 30,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED MAY 19, 2022 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THE TRANCHE II ISSUE ("TRANCHE II PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS FILED WITH THE REGISTRAR OF COMPANIES, KERALA AND LAKSHADWEEP ("ROC"), BSE LIMITED AND SECURITIES AND EXCHANGE BOARD OF INDIA, THE SHELF PROSPECTUS AND THE TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED.

PROMOTERS

George Alexander Muthoot Tel: (+91 484) 6690215, Email: ga.muthoot@muthootgroup.com	George Jacob Muthoot Tel: (+91 471) 2329058, Email: gj.muthoot@muthootgroup.com	George Thomas Muthoot Tel: (+91 481) 2581012, Email: gt.muthoot@muthootgroup.com
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CREDIT RATING: "[ICRA] AA+/(Stable)" by ICRA LIMITED

The NCDs proposed to be issued under the Issue have been rated [ICRA] AA+/(Stable) (pronounced as ICRA Double A plus rating with stable outlook) by ICRA vide its rating dated February 23, 2022 and further revalidated by rating letters dated March 23, 2022 and May 12, 2022. The aforesaid rating of the NCDs by ICRA indicates high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The Company hereby declares that rating given by the Credit Rating Agency is valid as on the date of the Tranche II Prospectus and shall remain valid until the ratings are revised or withdrawn. ICRA reserves the right to review and / or, revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned. In case of any change in the rating until the date of issuance or listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which press issue advertisement has been given. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. For the rating letter, rationale / press release of these ratings, see pages 166 to 187 of the Tranche II Prospectus.

The Tranche II issue is being made pursuant to the provisions of the "SEBI NCS Regulations", the Companies Act, 2013 and the Rules made thereunder, each as amended (the "Companies Act, 2013") to the extent notified and the SEBI Operational Circular.

NCD ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENTS IN CONSULTATION WITH THE LEAD MANAGER AND DESIGNATED STOCK EXCHANGE SHALL BE MADE ON FIRST COME FIRST SERVE BASIS BASED ON THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGE. IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER ON THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENT SHALL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS PLEASE REFER TO SHELF PROSPECTUS DATED MARCH 30, 2022 AND TRANCHE II PROSPECTUS DATED MAY 19, 2022.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS : INVESTORS ARE REQUESTED TO REFER CLAUSE III OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY FOR THE MAIN OBJECTS AND THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY. THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IS A MATERIAL DOCUMENT FOR INSPECTION IN RELATION TO THE ISSUE. FOR FURTHER DETAILS, SEE THE SECTION TITLED "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" ON PAGE 280 OF THE SHELF PROSPECTUS AND ON PAGE 162 OF THE TRANCHE II PROSPECTUS.

LIABILITY OF THE MEMBERS OF THE COMPANY: LIMITED BY SHARES

AMOUNT OF CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:
THE ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2022 IS AS FOLLOW:

Particulars	Amount in ₹
Authorised share capital	
450,000,000 Equity Shares of ₹10.00 each	4,500,000,000.00
5,000,000 Redeemable Preference Shares of ₹1,000.00 each	5,000,000,000.00
TOTAL	9,500,000,000.00
Issued, subscribed and paid-up share capital	
401,345,266 Equity Shares of ₹10.00 each	4,013,452,660

NAMES OF SIGNATORIES OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM :
GIVEN BELOW ARE THE NAMES OF THE SIGNATORIES OF THE MEMORANDUM OF ASSOCIATION AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION.

Name of the Subscriber	Number of Equity Shares of Face Value of ₹10 each
M.G George Muthoot	1,000
George Thomas Muthoot	1,000
George Jacob Muthoot	1,000
George Alexander Muthoot	1,000

ADDENDUM TO TRANCHE II PROSPECTUS DATED MAY 19, 2022

The Board of Directors of the Company at their meeting held at the registered office of the Company on May 26, 2022 has considered and approved the audited standalone and consolidated financial results of the Company for the quarter and year ended March 31, 2022 and audited standalone and consolidated financial statements of the Company for the year ended March 31, 2022 ("Financial Results"). The Financial Results have been submitted to BSE Limited and National Stock Exchange of India Limited and are available on the websites of BSE Limited at <https://www.bseindia.com/xm-f-data/corpling/AttachLive/4dad4c7b-8cac-4f4d-9f43-4a930e941e1e.pdf> and the National Stock Exchange of India Limited at https://archives.nseindia.com/corporate/Boardoutcome_Final_2022_26052022161419.pdf. Accordingly, the disclosures appearing in the section titled "Material Development" on page 62 of the Tranche II Prospectus stands updated in this regard.

The Prospectus shall be read in conjunction with this Addendum to Tranche II Prospectus dated May 19, 2022 ("Addendum"). The information contained in the Addendum supplements the Prospectus and updates the information provided in the Prospectus, and the Abridged Prospectus, as applicable. All capitalised term used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus, and the Abridged Prospectus. Any reference to the Prospectus in relation to the Tranche II Issue shall be deemed to include reference to this Addendum.

ASBA | Simple, Safe, Smart way of Application!!!

* Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.
Mandatory in public issues. No cheque will be accepted.



UPI – Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN.

UPI is now available for Retail Individual Investors submitting bids upon an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCSBs or through the BSE Direct App / Web interface of stock exchange or any other permitted methods. For details of the ASBA and UPI process, refer to the details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 91 of the Tranche II Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Axis Bank Limited has been appointed as Sponsor Bank for the Tranche II Issue, in accordance with the requirements of the RBI Operational Circular.

PROPOSED LISTING : The NCDs offered through the Tranche II Prospectus are proposed to be listed on BSE. For the purposes of the Tranche II Issue, BSE shall be the Designated Stock Exchange. Our Company has received an 'in-principle' approval from BSE vide their letter no. DCS/BM/PH-BOND/029/21-22 dated March 25, 2022.

DISCLAIMER CLAUSE OF BSE : "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of the BSE Limited."

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM : "It is to be distinctly understood that the permission given by BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by BSE is only to use the software for participating in system of making application process."

DISCLAIMER CLAUSE OF ICRA : "ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents."

DISCLAIMER CLAUSE OF RBI : "The company is having a valid Certificate of Registration dated December 12, 2008 issued by The Reserve Bank of India under Section 45 I-A of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for repayment of deposits/ discharge of liability by the company."

GENERAL RISK : Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer, and the Issue including the risks involved. Specific attention of the investors is invited to the section titled "Risk Factors" on pages 14 to 36 of the Shelf Prospectus before making an investment in the Tranche II Issue. The Tranche II Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies at Kerala and Lakshadweep ("ROC") or any Stock Exchange in India.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	CREDIT RATING AGENCY
 A. K. Capital Services Limited 603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz – (East), Mumbai - 400 098, India Tel: (+91 22) 6754 6500 Fax: (+91 22) 6610 0594 Email: mfl.ncd2022@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Mr. Aanchal Waghe/ Mr. Milan Soni Compliance Officer: Mr. Tejas Davda SEBI Registration No.: INM000010411	 Link Intime India Private Limited C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 063, Maharashtra, India Tel: (+91 22) 4918 6200 Fax: (+91 22) 4918 6195 Email: mfl.ncd2022@linkintime.co.in Investor Grievance Email: mfl.ncd2022@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan SEBI Registration No.: INR000004058	 IDBI Trusteeship Services Ltd IDBI Trusteeship Services Limited** Asian Building, Ground Floor 17 R, Kamani Marg, Ballard Estate Mumbai 400 001, India Tel: (+91 22) 4080 7019 Fax: (+91 22) 6631 1776 Email: anjalee@idbitrustee.com Website: www.idbitrustee.com Contact Person: Anjalee Athalye SEBI Registration No.: IND000000460	 ICRA Limited Building No.8, 2nd Floor, Tower A, DLF Cyber City, Phase II, Gurgaon – 122002 Tel: (+91) (124) 4545 300; Email: amit.gupta@icraindia.com; Website: www.icra.in Contact Person: Mr. Amit Kumar Gupta

COMPANY SECRETARY AND COMPLIANCE OFFICER

Rajesh A, Company Secretary, Muthoot Finance Ltd., 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi - 682 018, Kerala, India, Tel: (+91 484) 669 0255, Fax:(+91 484) 239 6506, Email: cs@muthootgroup.com. Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment, demat credit of allotted NCDs or refunds, as the case may be.

**IDBI Trusteeship Services Limited under regulation 8 of the SEBI NCS Regulations has by its letter dated March 14, 2022 given its consent for its appointment as Debenture Trustee to this Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus, the Tranche Prospectus(es) and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

AVAILABILITY OF APPLICATION FORMS : MUTHOOT FINANCE LIMITED TEL: (+91 484) 239 4712, A. K. CAPITAL SERVICES LIMITED TEL: (+91 22) 67546500.

Application Forms will be available for download on the website of BSE at www.bseindia.com and the website of the Lead Manager at www.akgroup.co.in. Application Forms will be available for download on the website of the Company at www.muthootfinance.com. Application Form can be obtained from the Company's Registered Office and Corporate Office as well as the office of the Lead Manager and Lead Brokers. Application Forms are also available at the designated branches of SCSBs and Designated Intermediaries at the Syndicate ASBA Application Locations. Electronic Application Forms will also be available on the website of the Stock Exchange. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Manager and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request.

AVAILABILITY OF PROSPECTUS : Investors are advised to read the section titled "Risk Factors" on pages 14 to 36 of the Shelf Prospectus before applying to the issue. The Prospectus is available on the website of the BSE at www.bseindia.com, Company at www.muthootfinance.com, Lead Manager at www.akgroup.co.in and at the website of SEBI at www.sebi.gov.in. Physical copies of the Prospectus can be obtained from the Company's Registered Office and Corporate Office as well as the office of the Lead Manager.

PUBLIC ISSUE ACCOUNT BANK / REFUND BANK / SPONSOR BANK : Axis Bank Limited

DISCLAIMER OF THE ISSUER : Muthoot Finance Limited ("Company"), is proposing, subject to market conditions and other considerations, to make a public issue of secured, redeemable and non-convertible debentures and has filed a Draft Shelf Prospectus dated March 16, 2022 ("Draft Shelf Prospectus") with the Securities and Exchange Board of India ("SEBI"), the BSE Limited ("BSE"). The Company has filed the Shelf Prospectus dated March 30, 2022 as well as Tranche II Prospectus dated May 19, 2022 ("Prospectus") with the Registrar of Companies, Kerala and Lakshadweep ("ROC"), SEBI and BSE. The Shelf Prospectus and the Tranche II Prospectus are available on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, Company at www.muthootfinance.com and of the Lead Manager at www.akgroup.co.in. All investors proposing to participate in the Tranche II Issue should invest only on the basis of the information contained in the Draft Shelf Prospectus and the Prospectus (including the risk factors therein).

Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Shelf Prospectus dated March 30, 2022 and the Tranche II Prospectus dated May 19, 2022, including the section "*Risk Factors*" beginning on page 14 of the Shelf Prospectus dated March 30, 2022 and section titled "*Material Developments*" on page 153 of the Shelf Prospectus dated March 30, 2022 and on page 62 of the Tranche II Prospectus dated May 19, 2022.

Note: Capitalized terms not defined herein shall have the same meaning as assigned to such terms in the Prospectus. *For further details please refer to the Tranche II Prospectus dated May 19, 2022