

MUTHOOT FINCORP LIMITED

Our Company, Muthoot Fincorp Limited (the “Company” or the “Issuer”) was incorporated in the Republic of India under the Companies Act, 1956, as amended as a public limited company on June 10, 1997 at Trivandrum and registered as a Non-Banking Financial Company (“NBFC”) 16.00170 within the meaning of the Reserve Bank of India Act, 1934, as amended (the “RBI Act”). For further details, see “History and Certain Corporate Matters” on page 82.

Registered office: Muthoot Centre, TC No 14/2074-7 Punnem Road Trivandrum – 695 039, Kerala; **Tel:** +91 471 491 1550,
Corporate office: Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum – 695 001, Kerala; **Tel:** +91 471 491 1430,
Compliance Officer and Contact Person: Mr. T.D. Mathai; Email: cs@muthootfincorp.com; **Tel:** +91 471 491 1563;
Chief Financial Officer: Thomas Muthoot; **Email:** tthomas@muthoot.com, **Tel:** +91 484 4161616
CIN: U65929KL1997PLC011518; **PAN:** AACCM1453E, **Website:** www.muthootfincorp.com

PUBLIC ISSUE BY MUTHOOT FINCORP LIMITED, (“COMPANY” OR “ISSUER”) OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“SECURED NCDS”) AND/ OR UNSECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES (SUBORDINATED TO OTHER CREDITORS) OF FACE VALUE OF ₹ 1,000 EACH (“UNSECURED NCDS”) FOR AN AMOUNT AGGREGATING TO ₹ 20,000 LAKHS WITH AN OPTION TO RETAIN OVER SUBSCRIPTION UP TO ₹ 20,000 LAKHS AGGREGATING TO ₹ 40,000 LAKHS (THE “ISSUE”). THE UNSECURED NCDS WILL BE ELIGIBLE FOR TIER II CAPITAL. THE SECURED NCDS AND/ OR UNSECURED NCDS ARE TOGETHER HEREINAFTER REFERRED AS “DEBENTURES/NCDS”.

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 DEBT REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED. THE ISSUE IS NOT PROPOSED TO BE UNDERWRITTEN.

PROMOTERS OF THE COMPANY

(I) Thomas John Muthoot, **Email:** muthoot@muthoot.com **Tel:** 04714911505, (ii) Thomas George Muthoot **Email:** muthoot@muthoot.com **Tel:** 0484 4161650 and (iii) Thomas Muthoot, **Email:** muthoot@muthoot.com **Tel:** 0484 4161616 For further details, please see “Our Promoter” on page 111.

GENERAL RISK

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 “Risk Factors” on page 18 and “Material Developments” on page 290 before making an investment in such Issue. This 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”), any Registrar of Companies, Kerala at Kochi, or any stock exchange in India.

COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount & Eligible Investors of the NCDs, please see “Issue Structure” on page 357.

CREDIT RATING






The NCDs proposed to be issued under this Issue have been rated “CRISIL A+/Stable” for an amount of ₹ 40,000 lakhs by CRISIL vide their letter dated August 4, 2021. and revalidated vide letter dated September 14, 2021. The rating of “CRISIL A+/Stable” by CRISIL indicates that instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations and carry lowest credit risk. For the rationale for this rating, see Annexure A to this Prospectus. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agency and should be evaluated independently of any other ratings. Please refer to Annexure A of this Prospectus for rating letter and rationale for the above rating.

PUBLIC COMMENTS

The Draft Prospectus was filed with BSE, the Designated Stock Exchange, on September 17, 2021 pursuant to the provisions of the SEBI NCS Regulations and was kept open for public comments for a period of seven Working Days (i.e., until 5 p.m. on September 24, 2021).

LISTING

The NCDs are proposed to be listed on BSE, which has given its in-principle listing approval, by letter no. DCS/BM/PI-BOND/015/21-22, dated September 24, 2021. The Designated Stock Exchange for the Issue is BSE.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	CREDIT RATING	STATUTORY AUDITOR
				
SMC Capitals Limited A 401/402, Lotus Corporate Park Jai Coach Junction Off Western Express Highway Goregaon (East) Mumbai – 400 063, Maharashtra Tel: +91 22 6648 1818 Email: mfnod2021@smccapitals.com Investor Grievance Email: investor.grievance@smccapitals.com Website: www.smccapitals.com Contact person: Mr. Satish Mangutkar/ Mr. Bhavin Shah SEBI Registration No.: MB/INM000011427	Integrated Registry Management Services Private Limited II Floor Kences Towers No. 1 Ramakrishna Street North Usman Road T. Nagar, Chennai 600 017 Tamil Nadu Tel: +91 44 2814 0801 - 803 Fax: +91 44 2814 2479 Email: mfinipo@integratedindia.in Website: www.integratedindia.in	Vardhman Trusteeship Private Limited* The Capital, 412 A. 4th Floor, A-Wing Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra Tel: +91 22 4264 8335 E-mail: corporate@vardhmantrustee.com Contact Person: Mr. Nilesh Palav	CRISIL Ratings Limited CRISIL House Central Avenue Hiranandani Business Park Powai, Mumbai 400076, Maharashtra Tel: + 91 22 3342 3000 Email: crisilratingdesk@crisil.com Contact Person: Krishnan Sitaraman	M/s. Rangamani & Co., Chartered Accountants 1st Floor, Aptech Building Pentacoast Mission Lane Ambelipadam Road, Vytilla, Kochi – 682019 Kerala Tel: +91 484 4034 486 Email: infor@rangamani.com Contact Person: Jane P. Thomas

ISSUE PROGRAMME

ISSUE OPENS ON	ISSUE CLOSURES ON**
THURSDAY, SEPTEMBER 30, 2021	TUESDAY, OCTOBER 26, 2021

*Vardhman Trusteeship Private Limited has by its letter dated July 30, 2021 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Offer Documents and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue.

**The Issue shall remain open for subscription from 10 a.m. to 5 p.m. during the period indicated above with an option for early closure or extension by such period as may be decided by the Board of Directors or a duly constituted committee thereof of the Company. In the event of such early closure or extension of the subscription list of the Issue, the Company shall ensure that public notice of such early closure/extension is published on or before such early date of closure or the Issue Closing Date, as applicable, through advertisement(s) in at least one leading national daily newspaper and a local newspaper in the state of Kerala, with wide circulation.

A copy of the Prospectus shall be filed with the RoC, in terms of Section 26 of the Companies Act, 2013, along with the requisite endorsed/certified copies of all requisite documents. For further details please refer to the section titled “Material Contracts and Documents for Inspection” on page 412.