

May 24, 2022

Ref: SEC/MFL/SE/2022/4338

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: MUTHOOTFIN

Department of Corporate Services
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai - 400 001
Scrip Code: 533398

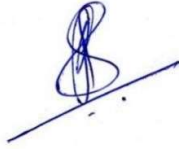
Dear Sir/Madam,

Re: Newspaper Advertisement on Public Issue of Secured Non-Convertible Debentures

Please find enclosed, copies of newspapers published on 24th May 2022 providing details of the Public Issue of Secured Redeemable Non-Convertible Debentures.

Thank You,

For **Muthoot Finance Limited**



Rajesh A
Company Secretary
ICSI Membership No. FCS 7106

This is an advertisement issued pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended, 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-IA 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 CONSTITUTE 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 letter dated February 23, 2022 and further re-evaluated 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 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 pre 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.

Brief terms of the NCDs offered pursuant to the Tranche II Issue are as follows:

ISSUE STRUCTURE	I	II	III [#]	IV	V	VI	VII
Terms and conditions in connection with Secured NCDs⁽¹⁾ Options	Monthly*	Monthly*	Annually**	Annually**	Annually**	NA	NA
Frequency of Interest Payment	Monthly*	Monthly*	Annually**	Annually**	Annually**	NA	NA
Who can apply Category I - Institutional Category II - Non-Institutional Category III - High Net Worth Individual Category IV - Retail Individual	All categories of investors (Category I, II, III & IV)						
Minimum Application	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)
In multiples of	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)
Face Value of NCDs (₹/ NCD)	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
Issue Price (₹/ NCD)	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
Tenor from Deemed Date of Allotment	36 Months	60 Months	36 Months	60 Months	84 Months	36 Months	60 Months
Base Coupon Rate (% per annum) (A) Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	6.75%	7.00%	7.00%	7.25%	7.50%	NA	NA
Additional incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)⁽²⁾ Category III - High Net Worth Individual Category IV - Retail Individual	0.50%	0.50%	0.50%	0.50%	0.50%	NA	NA
Coupon Rate (Aggregate of the Base Coupon Rate and the additional incentive on the Base Coupon Rate on any Record Date as applicable to Category III and Category IV investors {(A) + (B)}) Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	6.75%	7.00%	7.00%	7.25%	7.50%	NA	NA
Effective Yield (Per annum)⁽³⁾ Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	6.75%	7.00%	7.00%	7.25%	7.50%	7.00%	7.25%
Mode of Payment	Through various options available						
Amount (₹/ NCD) on Maturity⁽⁴⁾ Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,225.04	₹ 1,419.01
Maturity Date (From Deemed Date of Allotment)	36 Months	60 Months	36 Months	60 Months	84 Months	36 Months	60 Months
Nature of indebtedness	Secured and Non-Convertible						

* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated on the face value of the NCDs from the first day of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be calculated and paid on the first day of the month next to that subsequent month. The last interest payment under monthly options will be made at the time of redemption of the NCDs.

** With respect to Options where interest Tranche II Prospectus is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Options will be made at the time of redemption of the NCDs.

(1) Please refer to Annexure 2 of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

(2) As regards the payment of additional incentive, such additional incentive shall be payable to only such NCD Holders who shall be individuals as on the Record Date.

(3) On Options I and II, monthly interest payment is not assumed to be reinvested for the purpose of calculation of Effective Yield (per annum).

(4) Subject to applicable tax deducted at source, if any.

*Our Company would allot the Option III NCDs, as specified in the Tranche II Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCD.

IN THE EVENT THE INTEREST / PAYOUT OF TOTAL COUPON/ REDEMPTION AMOUNT IS A FRACTION AND NOT AN INTEGER, SUCH AMOUNT WILL BE ROUNDED OFF TO THE NEAREST INTEGER.

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 FOLLOWS:

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

TRANCHE II ISSUE OPENS ON : MAY 25, 2022 (WEDNESDAY) TRANCHE II ISSUE CLOSES ON : JUNE 17, 2022 (FRIDAY)*

*The Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Tranche II Prospectus, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Committee of the Board of Directors of the Company. In the event of such an early closure or extension of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement has been given, on or before such earlier date of the closure or extended date of the Issue, in terms of Schedule V of the SEBI NCS Regulations. Applications through the UPI route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for UPI applications prescribed by SEBI. Applications Forms for the Tranche II Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. On Working Days during the Tranche II Issue Period, On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Tranche II Issue Closing Date. For further details, see section titled "General Information" on page 14 of the Tranche II Prospectus.

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, SCSSBs 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 SEBI 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/PI-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 IA 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: ml.ncd2022@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Aanchal Wagle/ Mr. Milan Soni Compliance Officer: Mr. Tejas Davda SEBI Registration No.: INM00010411	 Link Intime India Private Limited C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India Tel: (+91 22) 4918 6200 Fax: (+91 22) 4918 6195 Email: ml.ncd2022@linkintime.co.in Investor Grievance Email: ml.ncd2022@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan SEBI Registration No.: INR00004058	 IDBI Trusteeship Services Limited** Asian Building, Ground Floor 17 R, Kamani Marg, Ballard Estate Mumbai 400 001, India Tel: (+91 22) 4080 7018 Fax: (+91 22) 6631 1776 Email: anjalee@idbitrustee.com Website: www.idbitrustee.com Investor Grievance Email: ml.ncd2022@idbitrustee.com Contact Person: Anjalee Athalye SEBI Registration No.: IND000000460	 ICRA Limited Asian Building, Ground Floor 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 SCSSBs 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 SCSSBs. 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

Place : Kochi
Date : May 23, 2022

For Muthoot Finance Limited
Sd/-
George Alexander Muthoot
Managing Director
DIN : 00016787

This is an advertisement issued pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended, 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-IA of the RBI Act, 1934 having registration no.N.16.00167 dated December 12, 2008.

Corporate Identity number: 165910K11997PLC011300; PAN: AABC0343B
 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: Gommen K Mammen; Tel : (+91 484) 2397156 Email: gommen@muthootgroup.com

THE ISSUE

PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, REDEMIBLE, 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 ₹3,000 MILLION NCDs AMOUNTING TO ₹1,000 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 ("PROSPECTUS"), 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

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 letter dated February 23, 2022 and further re-evaluated 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 pre 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, please refer to 167 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.

Brief terms of the NCDs offered pursuant to the Tranche II Issue are as follows:

ISSUE STRUCTURE

Terms and conditions in connection with Secured NCDs ⁽¹⁾ Options	I	II	III [#]	IV	V	VI	VII
Frequency of Interest Payment	Monthly*	Monthly*	Annually**	Annually**	Annually**	NA	NA
Who can apply Category I - Institutional Category II - Non-Institutional Category III - High Net Worth Individual Category IV - Retail Individual	All categories of investors (Category I, II, III & IV)						
Minimum Application	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)
In multiples of	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)	₹ 1000.00 (1 NCD)
Face Value of NCDs (₹/ NCD)	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
Issue Price (₹/ NCD)	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
Tenor from Deemed Date of Allotment	36 Months	60 Months	36 Months	60 Months	84 Months	36 Months	60 Months
Base Coupon Rate (% per annum) (A) Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	6.75%	7.00%	7.00%	7.25%	7.50%	NA	NA
Additional incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)⁽²⁾ Category I - High Net Worth Individual Category IV - Retail Individual	0.50%	0.50%	0.50%	0.50%	0.50%	NA	NA
Coupon Rate (Aggregate of the Base Coupon Rate and the additional incentive on the Base Coupon Rate on any Record Date as applicable to Category III and Category IV investors ((A) + (B)) Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	6.75%	7.00%	7.00%	7.25%	7.50%	NA	NA
Effective Yield (Per annum)⁽³⁾ Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	6.75%	7.00%	7.00%	7.25%	7.50%	7.00%	7.25%
Mode of Payment	Through various options available						
Amount (₹/ NCD) on Maturity⁽⁴⁾ Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,225.04	₹ 1,419.01
Maturity Date (From Deemed Date of Allotment)	36 Months	60 Months	36 Months	60 Months	84 Months	36 Months	60 Months
Nature of indebtedness	Secured and Non-Convertible						

* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated on the face value of the NCDs from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. The last interest payment under monthly options will be made at the time of redemption of the NCDs.

** With respect to Options where interest Tranche II Prospectus is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Options will be made at the time of redemption of the NCDs.

(1) Please refer to Annexure 2 of the Tranche II Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

(2) As regards the payment of additional incentive, such additional incentive shall be payable to only such NCD Holders who shall be individuals as on the Record Date.

(3) On Options I and II, monthly interest payment is not assumed to be reinvested for the purpose of calculation of Effective Yield (per annum).

(4) Subject to applicable tax deducted at source, if any.

*Our Company would allot the Option III NCDs, as specified in the Tranche II Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCD.

IN THE EVENT THE INTEREST / PAYOUT OF TOTAL COUPON/ REDEMPTION AMOUNT IS A FRACTION AND NOT AN INTEGER, SUCH AMOUNT WILL BE ROUNDED OFF TO THE NEAREST INTEGER.

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 FOLLOWS:

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

NUMBERS 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

TRANCHE II ISSUE OPENS ON : MAY 25, 2022 (WEDNESDAY) TRANCHE II ISSUE CLOSES ON : JUNE 17, 2022 (FRIDAY)*

*The Tranche II issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Tranche II Prospectus, except that the Tranche II issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Committee of the Board of Directors of the Company. In the event of such an early closure or extension of the issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement has been given, on or before such earlier date of the closure or extended date of the issue, in terms of Schedule V of the SEBI NCS Regulations. Applications through the UPI route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for UPI applications prescribed by SEBI. Applications Forms for the Tranche II issue will be accepted only from 10:00 a.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Tranche II Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Tranche II Issue Closing Date. For further details, see section titled "General Information" on page 14 of the Tranche II Prospectus.

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 upto an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCBs 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 31 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 SEBI 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/PI-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-IA 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 Issue, 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, 8th Floor, Windsor, Off CST Road, Kalina, Santacruz – (East), Mumbai - 400 098, India Tel: (+91 22) 4754 6500 Fax: (+91 22) 6610 0594 Email: mfi.ncd2022@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Aanchal Wagle/ 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 400 083, Maharashtra, India Tel: (+91 22) 4918 6200 Fax: (+91 22) 4918 6195 Email: mfi.ncd2022@linkintime.co.in Investor Grievance Email: mfi.ncd2022@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan SEBI Registration No.: INR00004058	 IDBI Trusteeship Services Limited** Asian Building, Ground Floor 17 R, Kamani Marg, Ballard Estate Mumbai 400 001, India Tel: (+91 22) 4080 7018 Fax: (+91 22) 6631 1776 Email: anjalee@idbitrustee.com Website: www.idbitrustee.com Contact Person: Anjalee Adhvale SEBI Registration No.: IND00000460	 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) 87546500.

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 SCBs 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 SCBs. 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 and also the Tranche II Prospectus dated May 19, 2022 ("Prospectus") with the Registrar of Companies, Kerala and Lakshadweep ("RoC"), SEBI and BSE. The Draft Shelf 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

For Muthoot Finance Limited

Seal

George Alexander Muthoot

Managing Director

DIN : 0016787

Place : Kochi

Date : May 23, 2022