



(Please scan the QR code to view the Tranche IV Abridged Prospectus)



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 as Muthoot Debt Management Services Limited. Subsequently, the name of the Company was changed to Muthoot Fincorp Limited, and a fresh certificate of incorporation dated March 19, 2002 was issued to the Company by the RoC. The Company is registered as a Non-Banking Financial Company ("NBFC") vide registration number N-16.00170 dated July 23, 2002 within the meaning of the Reserve Bank of India Act, 1934, as amended (the "RBI Act"). For further details, see "General Information" on page 44, and "History and Certain Corporate Matters" on page 115, respectively of the Tranche IV Prospectus.

CIN: U65929KL1997PLC011518; PAN: AACCM1453E, Website: www.muthootfincorp.com

Registered office: Muthoot Centre, TC No 27/3022 Punnen Road, Trivandrum - 695 001, Kerala; Tel: +91 471 491 1550; Email: cs@muthoot.com;
Corporate office: Muthoot Centre, Near Spencer Junction, M.G. Road, Trivandrum - 695 039, Kerala; Tel: +91 471 491 1430; Email: cs@muthoot.com;

Compliance Officer and Company Secretary: Sachu Sivas; Email: sachu.sivas@muthoot.com; Tel: +91 471 491 1621

Chief Financial Officer: Joseph Oommen; Email: joseph.oommen@muthoot.com; Tel: +91 471 491 1588

Link to download the Abridged Prospectus - <https://www.nuvama.com/wp-content/uploads/2025/01/Muthoot-Fincorp-Abridged-Prospectus-January-29-2025.pdf>

PROMOTERS OF THE COMPANY :

- (i) Thomas John Muthoot, Email: muthoot@muthoot.com; Tel: +91 471 491 1505, (ii) Thomas George Muthoot; Email: muthoot@muthoot.com; Tel: +91 484 416 1650 and
(iii) Thomas Muthoot, Email: muthoot@muthoot.com Tel: +91 484 416 1616. For further details, please see "Our Promoters" on page 165 of the Tranche IV Prospectus.

PUBLIC ISSUE BY MUTHOOT FINCORP LIMITED, ("COMPANY" OR "ISSUER") OF 40,00,000 SECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDs") FOR AN AMOUNT AGGREGATING TO ₹10,000 LAKHS ("BASE ISSUE") WITH GREEN SHOE OPTION OF UP TO ₹30,000 LAKHS AGGREGATING TO ₹40,000 LAKHS ("TRANCHE IV ISSUE LIMIT") ("TRANCHE IV ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹2,00,000 LAKHS AND IS BEING OFFERED BY WAY OF THE TRANCHE IV PROSPECTUS DATED JANUARY 29, 2025 CONTAINING *INTER ALIA* THE TERMS AND CONDITIONS OF TRANCHE IV ISSUE ("TRANCHE IV PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 23, 2024 ("SHELF PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGE AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). THE SHELF PROSPECTUS AND THE TRANCHE IV PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THE TRANCHE IV ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE 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 (THE "COMPANIES ACT, 2013") TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR. THE TRANCHE IV ISSUE IS NOT UNDERWRITTEN.

CREDIT RATING : "Crisil AA-/Stable" by Crisil Ratings Limited

Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and carry very low credit risk

TRANCHE IV ISSUE CLOSED ON** : MONDAY, FEBRUARY 17, 2025

**For further details please see "General Information" on page 44 of the Tranche IV Prospectus.

Information required under Section 30 of Companies Act, 2013:

Contents of the Memorandum of Association of the Company as regard to its objects: For information on the main objects of our company, see "History and Certain Corporate Matters" on page 115 of the Tranche IV Prospectus and clause III of the Memorandum of Association of our company. The Memorandum of Association is a document for inspection in relation to the Tranche IV Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 344 of the Tranche IV Prospectus.

Liability of Members: Limited by Shares

Amount of share capital of the Company as on December 31, 2024: The Authorised Share Capital of the Company is ₹4,25,00,00,000 divided into 22,50,00,000 equity shares of face value of ₹10 each and 20,00,00,000 preference shares of face value of ₹10 each. The Issued share capital of the Company as on December 31, 2024, is ₹3,43,80,87,020 divided into 19,38,08,702 equity shares of face value ₹10 each and 15,00,00,000 preference shares of ₹10 each. Further, both the Subscribed and Paid-up share capital of the Company as on December 31, 2024 is ₹ 3,43,71,34,620 divided into 19,37,13,462 equity shares of ₹ 10 each and 15,00,00,000 preference shares of ₹ 10 each.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed for by them at the time of signing the Memorandum of Association: Given below are the Names of the signatories to the Memorandum of Association of our Company and shares held by them at the time of the signing of the Memorandum of Association: Mr. Thomas John Muthoot : 100 equity shares, Mr. Mathew M Thomas : 100 equity shares, Ms. Janamma Thomas : 100 equity shares, Mr. Thomas George : 100 equity shares, Mr. Thomas Muthoot : 100 equity shares, Ms. Preethi John : 100 equity shares, Ms. Nina George : 100 equity shares and Ms. Remy Thomas : 100 equity shares.

LISTING: The NCDs offered through the Tranche IV Prospectus are proposed to be listed on BSE Limited ("BSE" or "Stock Exchange"). Our Company has received an 'in-principle' approval from BSE vide their letter no. DCS/BM/PI-BOND/16/24-25 dated August 21, 2024. BSE shall be the Designated Stock Exchange for the Issue.

GENERAL RISK: Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this Tranche IV Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue, including the risks involved in it. Specific attention of the Investors is invited to the section "Risk Factors" on page 19 of the Tranche IV Prospectus and "Material Developments" on page 169 of the Tranche IV Prospectus, before making an investment in this Tranche IV Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities. The Tranche IV 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 and Lakshadweep, or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

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 Tranche IV Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Tranche IV Prospectus. The investors are advised to refer to the Tranche IV 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 the Exchange to use their network and software of the Online system should not in any way be deemed or construed as 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 the Company, its promoters, its management or any scheme or project of the Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of Registration dated July 23, 2002 bearing Registration No. N-16.00170 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, 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.

DISCLAIMER CLAUSE OF CREDIT RATING AGENCY: A rating by Crisil Ratings reflects Crisil Ratings' current opinion on the likelihood of timely payment of obligations under the rated instrument and does not constitute an audit of the rated entity by Crisil Ratings. Our ratings are based on information provided by the Issuer or obtained by Crisil Ratings from sources it considers reliable. Crisil Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by Crisil Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. Crisil Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. Crisil Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. Crisil Ratings criteria are available without charge to the public on the website, www.crisilratings.com. Crisil Ratings or its associates may have other commercial transactions with the company/entity.

CREDIT RATING: Our Company has received rating of "Crisil AA-/Stable" (pronounced as Crisil double A minus rating with a Stable outlook) for an amount of ₹1,90,000 lakhs of NCDs (of which, ₹1,14,767 lakhs is unutilized) by Crisil Ratings Limited vide its letter dated December 24, 2024, revalidated vide its letter dated January 20, 2025, along with the rating rationale dated December 23, 2024 for the NCDs proposed to be issued pursuant to this Tranche IV Issue. The rating given by Crisil Ratings Limited is valid as on the date of the Tranche IV Prospectus and shall remain valid on date of issue and Allotment of the NCDs and the listing of the NCDs on BSE. The rating of the NCDs indicates that instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The ratings provided by Crisil Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. Please refer to Annexure A on page 347 of the Tranche IV Prospectus for the rationale and press release for the above rating. There are no unaccepted ratings and any other ratings other than as specified in the Tranche IV Prospectus.

Availability of Shelf Prospectus and Tranche IV Prospectus : Investors are advised to refer to the Shelf Prospectus and Tranche IV Prospectus and the Risk Factors contained therein, before applying in the Tranche IV Issue. Physical copy of the Shelf Prospectus and Tranche IV Prospectus may be obtained from Registered Office of the Company and the Lead Manager. The soft copy of the Abridged Prospectus can be downloaded from the website of Company at www.muthootfincorp.com, Lead Manager to the Issue at www.nuvama.com and Registrar to the Issue at www.integratedregistry.in

Public Issue Account Bank, Sponsor Bank and Refund Bank : Axis Bank Limited

Note: All Capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Shelf Prospectus dated August 23, 2024 and Tranche IV Prospectus dated January 29, 2025.

Name of the Consortium Member: Nuvama Wealth and Investment Limited

NOTICE TO INVESTORS

SECOND ADDENDUM TO THE TRANCHE IV PROSPECTUS DATED JANUARY 29, 2025 ("ADDENDUM")

This is with reference to the tranche IV prospectus dated January 29, 2025 read with the addendum to the Tranche IV Prospectus dated February 12, 2025 ("Tranche IV Prospectus"), filed with the Registrar of Companies, RoC, BSE and SEBI in relation to the public issue of secured, redeemable, non-convertible debentures for an amount aggregating to ₹ 10,000 lakhs ("Base Issue") with green shoe option of up to ₹ 30,000 lakhs aggregating to ₹ 40,000 lakhs ("Tranche IV Issue Limit") ("Tranche IV Issue") which is within the shelf limit of ₹ 2,00,000 lakhs. In this regard, please note that the reference to Friday, February 21, 2025 as the Deemed Date of Allotment in section titled "Issue Structure" on page 291 of the Tranche IV Prospectus is hereby to be read as Monday, February 24, 2025.

Accordingly, the disclosures appearing in the section titled "Issue Structure" on page 291 of the Tranche IV Prospectus stands updated in this regard.

A copy of this Addendum is being filed with RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013. The above information should be read in conjunction with the Shelf Prospectus and Tranche IV Prospectus. The information in this Addendum supplements Tranche IV Prospectus and updates the information in the Tranche IV Prospectus and the Abridged Prospectus, as applicable. All references to the Tranche IV Prospectus shall also include this Addendum. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Shelf Prospectus and Tranche IV Prospectus. The Addendum is available on the websites of SEBI, Lead Managers, Stock Exchanges and the Company that is www.sebi.gov.in; www.nuvama.com; www.bseindia.com, and www.muthootfincorp.com. Capitalized terms not defined herein shall have the same meaning as assigned to such term in the Tranche IV Prospectus.

All investors are advised to please provide attention to the above mentioned update.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	CREDIT RATING AGENCY	JOINT STATUTORY AUDITORS	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>Nuvama Wealth Management Limited 801-804, Wing A, Building No 3 Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel: +91 22 4009 4400 Email: mfi.ncd@nuvama.com Website: www.nuvama.com Contact Person: Saiili Dave</p>	<p>Integrated Registry Management Services Private Limited 2nd Floor, Kences Towers, No. 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017 Tel: +91 44 2814 0801 to 2814 0803 Fax: +91 44 2814 2479 Email: yuvraj@integratedindia.in Website: www.integratedregistry.in Contact Person: S Yuvaraj</p>	<p>Vardhman Trusteeship Private Limited* The capital, A Wing, 412A Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel: +91 22 4264 8335/ 4014 0832 E-mail: compliance@vardhmantrustee.com Website: www.vardhmantrustee.com Contact Person: Rushabh Desai</p>	<p>Crisil Ratings Limited Crisil House, Central Avenue Hiranandani Business Park, Powai Mumbai – 400 076. Tel: +91 22 6137 3000 Email: crisilratingdesk@crisil.com Contact Person: Ajit Velonie</p>	<p>M/s. Isaac & Suresh, Chartered Accountants 1st Floor, NRA-52, Thennala Towers, Nandavanam, Palayam, Thiruvananthapuram, Kerala – 695033 Tel: +91 471 2329875/ 9447427862 Email: isaacandsureshtvm@gmail.com / 58suresh@gmail.com Contact Person: Sobha Sethumadhavan Peer Review No.: 017346</p> <p>M/s. Vishnu Rajendran & Co, Chartered Accountants No:55/315, South Bridge Avenue Road, Panampilly Nagar, Ernakulam – 682036 Tel: +91 9400627999 Email: kochi@vrc.co.in Contact Person: M.P. Jose Peer Review No.: 015121</p>	<p>Sachu Sivas Muthoot Fincorp Limited, Muthoot Centre, TC No 27/3022, Punnen Road, Trivandrum – 695 001. Tel: +91 471 491 1621 Email: sachu.sivas@muthoot.com</p> <p>Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, or interest on application money etc.</p>

*Vardhman Trusteeship Private Limited has by its letter dated June 12, 2024 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and the Tranche IV Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Tranche IV Issue.

Disclaimer: Muthoot Fincorp Limited, subject to market conditions and other considerations, is proposing a public issue of Secured, Redeemable, Non-Convertible Debentures ("NCDs") and has filed Shelf Prospectus dated August 23, 2024 and Tranche IV Prospectus dated January 29, 2025 ("Tranche IV Prospectus") (together referred to as the "Prospectus") with the Registrar of Companies, Kerala and Lakshadweep, BSE Limited and SEBI. The Shelf Prospectus and Tranche IV Prospectus is available on the website of the stock exchange at www.bseindia.com, the website of Company at www.muthootfincorp.com and the website of the Lead Manager at www.nuvama.com. Investors proposing to participate in the Tranche IV Issue should invest only on the basis of information contained in the Prospectus. 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 and Tranche IV Prospectus, including the section 'Risk Factors' beginning on page 19 and 'Material Developments' beginning on page 169 of the Tranche IV Prospectus.

For Muthoot Fincorp Limited

Sd/-

Thomas John Muthoot

Managing Director

(DIN : 00011618)

Place: Trivandrum

Date: February 22, 2025