

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.



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 an Upper Layer 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:** AABCT03438
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) 239/156 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 ₹ 1,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 4,000 MILLION AGGREGATING UP TO 50,00,000 NCDs AMOUNTING TO ₹ 5,000 MILLION ("TRANCHE V ISSUE LIMIT") ("TRANCHE V ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 30,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE V PROSPECTUS DATED FEBRUARY 02, 2023 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THIS TRANCHE V ISSUE ("TRANCHE V 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 V 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 this 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 revaluated by rating letters dated March 23, 2022, May 12, 2022, September 19, 2022, November 7, 2022 and January 6, 2023. 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. Rating given by the Credit Rating Agency is valid as on the date of the Tranche V 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, see pages 221 to 235 of the Tranche V Prospectus

Brief terms of the NCDs offered pursuant to the Tranche V 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	37 Months	61 Months	25 Months	37 Months	61 Months	37 Months	61 Months
Coupon Rate (% per annum) (A) Category I - Institutional, Category II - Non Institutional, Category III - High Net Worth Individual & Category IV - Retail Individual	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Additional incentive above 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
Aggregate of Coupon Rate and the additional incentive above the Coupon Rate on any Record Date as applicable to Category III and Category IV investors {(A) + (B)}	7.75% 7.75% 8.25% 8.25%	7.85% 7.85% 8.35% 8.35%	7.75% 7.75% 8.25% 8.25%	8.00% 8.00% 8.50% 8.50%	8.10% 8.10% 8.60% 8.60%	NA NA NA NA	NA NA NA NA
Effective Yield (Per annum)⁽³⁾ Category I - Institutional Category II - Non Institutional Category III - High Net Worth Individual Category IV - Retail Individual	7.75 % 7.75 % 8.25% 8.25%	7.85% 7.85% 8.35% 8.35%	7.75 % 7.75 % 8.25% 8.25%	8.00% 8.00% 8.50% 8.50%	8.10% 8.10% 8.60% 8.60%	8.00% 8.00% 8.50% 8.50%	8.10% 8.10% 8.60% 8.60%
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 ₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00	₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00	₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00	₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00 ₹ 1,000.00	₹ 1,268.11 ₹ 1,268.11 ₹ 1,286.34 ₹ 1,286.34	₹ 1,486.11 ₹ 1,486.11 ₹ 1,521.42 ₹ 1,521.42
Maturity Date (From Deemed Date of Allotment)	37 Months	61 Months	25 Months	37 Months	61 Months	37 Months	61 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 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 FS – 5A of the Tranche V 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 V 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 BY WAY OF ILLUSTRATION IF THE REDEMPTION AMOUNT IS ₹ 1,837.50, THEN THE AMOUNT SHALL BE ROUNDED OFF TO ₹ 1,838.

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 V PROSPECTUS DATED FEBRUARY 02, 2023

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 217 OF THE TRANCHE V 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 DECEMBER 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	
40,14,47,296 Equity Shares of ₹10.00 each	4,014,472,960.00

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 V PROSPECTUS DATED FEBRUARY 02, 2023

The Board of Directors of the Company at their meeting held on February 6, 2023, has considered and approved the unaudited standalone and consolidated financial results of the Company for the quarter and nine months ended December 31, 2022 along with the limited review reports issued by the Joint Statutory Auditors ("Financial Results"). The Financial Results have been submitted to BSE Limited and National Stock Exchange of India Limited and are available on their respective websites at <https://www.bseindia.com/xml-data/corpfiling/AttachLive/9a9a02a2-1702-4bbf-90f4-50008ac9f8bb.pdf> and https://archives.nseindia.com/corporate/MeetingOutcome_03_06022023175632.pdf. Accordingly, the disclosures appearing in the section titled "Material Developments" on page 115 of the Tranche V Prospectus stands updated in this regard.

The Tranche V Prospectus shall be read in conjunction with this addendum to the Tranche V Prospectus ("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 capitalized terms used in this Addendum and not specifically defined shall have the meaning ascribed to such terms in the Prospectus and the Abridged Prospectus. Further, any reference to the Prospectus in relation to the Tranche V Issue shall deem to include reference to this Addendum.

TRANCHE V ISSUE OPENS ON : FEBRUARY 08, 2023 (WEDNESDAY)

TRANCHE V ISSUE CLOSSES ON : MARCH 03, 2023 (FRIDAY)*

*The Tranche V 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 V Prospectus, except that the Tranche V 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 of 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 V 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. 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 V Issue Closing Date. For further details, see "General Information" on page 12 of the Tranche V 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, 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 145 of the Tranche V 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 V Issue, in accordance with the requirements of the SEBI Operational Circular.

PROPOSED LISTING : The NCDs offered through the Tranche V Prospectus are proposed to be listed on BSE. For the purposes of the Tranche V 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 page 14 of the Shelf Prospectus and section titled **Material Developments** on page 115 of the Tranche V Prospectus before making an investment in the Tranche V Prospectus. The Tranche V 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: mfi.ncd2022@akgroup.co.in Investor Grievance Email : investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Aanchal Waghe/ 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 8200, 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.: 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 7018 Fax: (+91 22) 6631 1776 Email: anjalee@idbistrustee.com Website: www.idbistrustee.com Contact Person: Anjalee Athalye SEBI Registration No.: INR000000460	 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 Tranche V Prospectus 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 Page 14 of the Shelf Prospectus and section titled **Material Developments** on page 115 of the Tranche V 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, addendum to the Shelf Prospectus dated April 20, 2022 as well as Tranche V dated February 02, 2023 ("Prospectus") with the Registrar of Companies, Kerala and Lakshadweep ("RoC"), SEBI and BSE. The Shelf Prospectus and the Tranche V 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 V Issue should invest only on the basis of the information contained in 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 V Prospectus dated February 02, 2023, 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 115 of the Tranche V Prospectus dated February 02, 2023

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 Shelf Prospectus and Tranche V Prospectus

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 Kari, 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 high court order of incorporation dated May 18, 2021, our name was changed to "Muthoot Finance Private Limited". Our Company was converted into a public limited company on November 18, 2021 with the name "Muthoot Finance Limited" and received a fresh certificate of incorporation consequent to change in status on December 02, 2020 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 Draft Prospectus. Our Company is an Upper Layer Risk Banking Financial Institution with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934 having registration no. 16.00161 dated December 12, 2020.

Registered and Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Sathya Theatre Complex, Banerji Road, Kochi - 682 016, India.
Tel: (+91 484) 239 4712; Fax: (+91 484) 239 5300; Website: www.muthootfinance.com; Email: info@muthootgroup.com
Company Secretary and Compliance Officer: Rajesh A. BSE Tel: (+91 484) 659 0255; Fax: (+91 484) 239 5300; E-mail: cs@muthootgroup.com
Chief Financial Officer: Common E. Muthoot Tel: (+91 484) 239 7555 Email: common@muthootgroup.com

THE ISSUE

PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED ("COMPANY") OF THE "SHREYAS" OF SECURED, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDs") FOR AN AMOUNT OF ₹1,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹4,000 MILLION AGGREGATING UP TO ₹5,000 MILLION NEAR AMOUNTING TO ₹5,000 MILLION ("FRANCHE Y ISSUE LIMIT") ("FRANCHE Y ISSUE"). WHICH IS WITHIN THE RANGE OF ₹200 CRORE TO ₹2,000 CRORE, DATED FEBRUARY 02, 2023 (FRANCHE Y ISSUE). THE TERMS AND CONDITIONS OF THIS FRANCHISE Y ISSUE ("FRANCHISE Y ISSUE") ARE AVAILABLE IN THE SHREYAS FOLDERS IN THE PHYSICAL COPIES OF THE PROSPECTUS (INCLUDING THE NCDs), EMAIL AND LAKEHOUSE ("NCD"), BE LIMITED AND SECURITIES AND EXCHANGE BOARD OF INDIA, THE SHREYAS FOLDERS AND THE FRANCHISE Y 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

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George Thomas Muthoot
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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) by ICRA Limited. A plus rating with stable outlook by ICRA will be in effect from February 23, 2023 and further re-evaluation by ICRA will be in effect from March 23, 2023. May 12, 2022, September 18, 2022, November 2, 2022 and January 8, 2023. The financial rating of the NCDs by ICRA reflects high degree of safety regarding timely servicing of financial obligations. Such ratings carry very low credit risk. Rating given by the Credit Rating Agency is valid as on the date of the Prospectus and shall remain valid until the ratings are revised or withdrawn. ICRA reserves the right to review and/or revise the rating at any time on the basis of new information or availability 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 the NCDs, our Company will inform the investors through public notice on our website as well as the newspapers in which the public notices have been given. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. For the rating notes, rationale / basis of the rating, see pages 221 to 228 of the Draft Prospectus.

But terms of the NCDs offered pursuant to the Franchise Y issue are as follows:

ISSUE STRUCTURE	I	II ^{II}	III ^{III}	IV	V	VI	VII
Terms and conditions in connection with Secured NCDs^(I) Options	Monthly*	Monthly*	Annually**	Annually**	Annually**	NA	NA
Frequency of Interest Payment	Monthly*	Monthly*	Annually**	Annually**	Annually**	NA	NA
Who can apply	All categories of investors (Category I, II, III & IV)						
Category I - Institutional, Category II - Non-Institutional, Category III - High Net Worth Individual & Category IV - Retail Individual							
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	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (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	37 Months	61 Months	25 Months	37 Months	61 Months	37 Months	61 Months
Coupon Rate (% per annum) (A)	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Category I - Institutional, Category II - Non Institutional, Category III - High Net Worth Individual & Category IV - Retail Individual	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Additional incentive above Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)^(II)	0.50%	0.50%	0.50%	0.50%	0.50%	NA	NA
Category III - High Net Worth Individual & Category IV - Retail Individual	0.50%	0.50%	0.50%	0.50%	0.50%	NA	NA
Aggregate of Coupon Rate and the additional incentive above the Coupon Rate on any Record Date as applicable to Category III and Category IV investors (A + (B))	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Category I - Institutional	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Category II - Non Institutional	7.75%	7.85%	7.75%	8.00%	8.10%	NA	NA
Category III - High Net Worth Individual	8.25%	8.35%	8.25%	8.50%	8.60%	NA	NA
Category IV - Retail Individual	8.25%	8.35%	8.25%	8.50%	8.60%	NA	NA
Effective Yield (Per annum)^(II)	7.75%	7.85%	7.75%	8.00%	8.10%	8.00%	8.10%
Category I - Institutional	7.75%	7.85%	7.75%	8.00%	8.10%	8.00%	8.10%
Category II - Non Institutional	7.75%	7.85%	7.75%	8.00%	8.10%	8.00%	8.10%
Category III - High Net Worth Individual	8.25%	8.35%	8.25%	8.50%	8.60%	8.50%	8.60%
Category IV - Retail Individual	8.25%	8.35%	8.25%	8.50%	8.60%	8.50%	8.60%
Mode of Payment	Through various options available						
Amount (₹/NCD) on Maturity^(II)	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,268.11	₹ 1,486.11
Category I - Institutional	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,268.11	₹ 1,486.11
Category II - Non Institutional	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,268.11	₹ 1,486.11
Category III - High Net Worth Individual	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,268.34	₹ 1,521.42
Category IV - Retail Individual	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,268.34	₹ 1,521.42
Maturity Date (From Deemed Date of Allotment)	37 Months	61 Months	25 Months	37 Months	61 Months	37 Months	61 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 term 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 the subsequent month. The last interest payment after monthly options will be made at the time of redemption of the NCDs.

** With respect to Options where interest 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.

(I) Please refer to Annexure A - SA of the Franchise Y Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

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

(3) On Options List I, monthly interest payment will be made for the purpose of calculation of Effective Yield per annum.

(4) The Company would also be offering NCDs, as specified in the Franchise Y Prospectus to all NCD Applicants, wherein the Applicants have not indicated their choice of the relevant option of NCD.

(5) IN THE EVENT THE INTEREST / PAYMENT / REDEMPTION AMOUNT IS A FRACTION AND NOT AN INTEGER, SUCH AMOUNT SHALL BE ROUNDED OFF TO THE NEAREST INTEGER BY WAY OF ILLUSTRATION, IF THE REDEMPTION AMOUNT IS ₹ 1,007.50, THEN THE AMOUNT SHALL BE ROUNDED OFF TO ₹ 1,008.

(6) NCD ALLOTMENT WILL BE MADE IN DEMAT/INTEGRAL FORM ONLY. ALLOTMENT IN CONJUNCTION WITH THE LEAD MANAGER AND DESIGNATED STOCK EXCHANGE SHALL BE MADE ON FIRST COME FIRST SERVED BASIS BASED ON THE DATE OF UPLOAD OF EACH APPLICATION UPON 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 DRAFT PROSPECTUS DATED MARCH 30, 2022 AND FRANCHISE Y PROSPECTUS DATED FEBRUARY 02, 2023.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS RELATES TO ITS OBJECTS - INVESTORS ARE REQUESTED TO REFER TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY FOR THE MAIN OBJECTS AND THE OBJECTS INCIDENT AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY. THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IS A MATERIAL DOCUMENT FOR INVESTORS IN RELATION TO THE ISSUE. FOR FURTHER DETAILS, SEE THE SECTION TITLED "MATRIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" ON PAGE 260 OF THE DRAFT PROSPECTUS AND ON PAGE 213 OF THE FRANCHISE Y 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 DECEMBER 31, 2022 IS AS FOLLOWS:

Particulars	Amount in ₹
Authorized 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	
40,14,47,296 Equity Shares of ₹10.00 each	4,01,44,72,960.00

NAMES OF SIGNATORIES OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM:

9705 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 FRANCHISE Y PROSPECTUS DATED FEBRUARY 02, 2023

The Board of Directors of the Company at their meeting held on February 8, 2023, has considered and approved the unaudited consolidated and consolidated financial results of the Company for the quarter and year-to-date ended December 31, 2022 along with the latest review reports issued by the Joint Statutory Auditors ("Financial Results"). The Financial Results have been submitted to BSE Limited and National Stock Exchange of India Limited and are available on their respective websites at <https://www.bseindia.com/disclosure/data/financialResults> and <https://www.nseindia.com/disclosure/data/financialResults>. All disclosures appearing in the section titled "Material Developments" on page 113 of the Franchise Y Prospectus stands updated in this regard.

The Franchise Y Prospectus shall be read in conjunction with this addendum to the Franchise Y Prospectus ("Addendum"). The information contained in the Addendum supplements the Prospectus and updates the information provided in the Prospectus and the Addendum Prospectus, as applicable.

All application terms used in this Addendum and not specifically defined shall have the meaning ascribed to such terms in the Prospectus and the Addendum Prospectus. Further, any reference to the Prospectus in relation to the Franchise Y Issue shall mean to include reference to this Addendum.

FRANCHE Y ISSUE OPENS ON : FEBRUARY 08, 2023 (WEDNESDAY) FRANCHE Y ISSUE CLOSING ON : MARCH 03, 2023 (FRIDAY)*

*The Franchise Y 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 Franchise Y Prospectus, except that the Franchise Y Issue may close on such earlier 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 the issue advertisement has been given, or on or before such earlier date of the closure or extension of the issue, in terms of Schedule V of the SEBI-NCS Regulations. Applications through the LPT route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for LPT applications prescribed by SEBI. Applications for the Franchise Y Issue shall be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) and updated until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by SEBI. Further, pending investor requests for bids placed in the last day of bidding will be voided by 5 p.m. (Indian Standard Time) on any Working Day past the Franchise Y Issue Closing Date. For further details, see "Disclosure Information" on page 12 of the Franchise Y Prospectus.

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

*Application Supported by Stock Account (ASBA) is a better way of applying to invest by simply linking the bank to the stock account, for further details, check section on ASBA below.

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Place: Kochi
Date: February 06, 2023