

## TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

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### MUTHOOT FINANCE LIMITED

#### 1. Type Of Issue

Public Issue by Muthoot Finance Limited, ("Company" or "Issuer") of Secured Redeemable Convertible Debentures of Face Value of Rs. 1,000 Each ("NCDs") for an amount upto Rs. 30,000 Million ("Shelf Limit). The Tranche Issue is with a Base Issue Size Of ` 5,000 Million with an option to retain oversubscription upto the Shelf Limit of ` 30,000 Million ("Tranche I Issue"). Tranche I issue is being made pursuant to the terms and conditions of the tranche prospectus ("Tranche I Prospectus"), which should be read together with the shelf prospectus dated march 23, 2018 ("shelf prospectus") filed with the Registrar of Companies, Kerala and Lakshadweep ("ROC"), the Designated Stock Exchange and the Securities and Exchange Board of India ("SEBI"), the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended (the "SEBI Debt Regulations"), the companies act, 2013 and rules made thereunder as amended to the extent notified. The Shelf Prospectus and the Tranche I prospectus constitutes the prospectus ("Prospectus").

#### 2. Issue size (Rs crores)

INR 500 crores with an option to retain over-subscription upto INR 3000 crores\*

\* The Company raised INR 3000 crores

Source: Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated April 19, 2018

**3. Rating of instrument along with name of the rating agency**

<b>Particular</b>	<b>Rating Agency</b>	<b>Rating</b>
(i) As disclosed in the offer document	ICRA Limited	'[ICRA] AA (Stable)'
	CRISIL Limited	'CRISIL AA / Stable'
(ii) At the end of 1 <sup>st</sup> FY ( March 31, 2019)	ICRA Limited	"[ICRA] AA (Stable)"
	CRISIL Limited	"CRISIL AA/ Stable"
(iii) At the end of 2 <sup>nd</sup> FY ( March 31, 2020)#	ICRA Limited	"[ICRA] AA (Stable)"
	CRISIL Limited	"CRISIL AA/ (Positive)"
(iv) At the end of 3 <sup>rd</sup> FY ( March 31, 2021)*	--	--
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# Source – Financial results for Q4FY20, dated June 17, 2020

\* Rating for the relevant fiscal years has not been completed

**4. Whether the security created is adequate to ensure 100% asset cover for the debt securities: Yes\***

\* Source – Financial results for Q4FY20, dated June 17, 2020

**5. Subscription level (number of times)\* :** The Issue was subscribed 7.2838 times of the Base Issue Size and 1.2140 times of the Overall Issue Size (after Considering the Cheque Returns and technical rejection cases).

\* Source – Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated April 19, 2018

**6. Financials of the issuer (as per the annual financial results submitted to stock exchanges under Section 52 of the Listing Obligation and Disclosure Requirements)**

**On Standalone basis (Rs In Millions)**

<b>Parameters</b>	<b>1st FY (March 31, 2019)</b>	<b>2nd FY (March 31, 2020)#</b>	<b>3rd FY (March 31, 2021)*</b>
Income from operations	68,782.08	87,146.42	--
Net Profit for the period	19,721.42	30,183.00	--
Paid-up equity share capital	4,006.61	4,010.37	--
Reserves excluding revaluation reserves	93,920.58	111,707.76	--

#Source: Audited Financial Results for the year ended March 31, 2020

\*Financials not disclosed as reporting for the relevant fiscal years has not been completed

**7. Status of the debt securities (whether traded, delisted, suspended by any stock exchange, etc.)#**

<b>Particular</b>	
(i) At the end of 1st FY (March 31, 2019)	Listed
(ii) At the end of 2nd FY (March 31, 2020)	Listed
(iii) At the end of 3rd FY (March 31, 2021)*	NA

#NCDs are listed on the BSE Limited w.e.f April 23, 2018.

\* Trading status not disclosed as reporting for the relevant fiscal years has not been completed

**8. Change, if any, in directors of issuer from the disclosures in the offer document**

<b>Particular</b>	<b>Name of Director</b>	<b>Date of appointment / resignation</b>	<b>Appointment / Resignation</b>
(i) At the end of 1st FY (March 31, 2019)	NIL	NIL	NIL
(ii) At the end of 2nd FY (March 31, 2020)	Mr. George Joseph	28/09/2019	Retired
	Mr. John K. Paul	28/09/2019	Retired

	Mr. Ravindra Pisharody	28/09/2019	Appointment
	Mr. Vadakkakara Antony George	28/09/2019	Appointment
	Mr. Pratip Chaudhuri	28/09/2019	Appointment
	Mr. Rajesh Achutha Warriar	28/09/2019	Appointment
(iii) At the end of 3rd FY (March 31, 2021)*	NA	NA	NA

\* Changes in Directors not disclosed in the above table as reporting for the relevant fiscal years has not been completed.

#### 9. Status of utilization of issue proceeds

(i) As disclosed in the offer document	<p>The Net Proceeds raised through the Issue will be utilized for following activities in the ratio provided as below:</p> <p>I. For the purpose of lending – upto 75% of the Net Proceeds of the Issue.</p> <p>II. For General Corporate Purposes – up to 25% of the Net Proceeds of the Issue.</p>
(ii) Actual utilization	<p>Money raised through Public Issue of Secured Non-Convertible Debentures have been utilized for the purposes, as disclosed in the Prospectus, for which it was raised and there has been no deviation as on date in the utilisation of the moneys so raised.</p>
(iii) Reasons for deviation, if any	NIL

\* Source – Annual Report for the Financial Year 2018-2019

**10. Delay or default in payment of interest/ principal amount (Yes/ No) (If yes, further details of the same may be given)**

(i)	Disclosures in the offer document on terms of issue	The Debenture Trustee will protect the interest of the Secured NCD Holders in the event of default by Company in regard to timely payment of interest and repayment of principal and the Trustee will take necessary action at the Company's cost.
(ii)	Delay in payment from the due date	No
(iii)	Reasons for delay/ non-payment, if any	--

\*Source: Financial results for Q4FY20, dated June 17, 2020

**11. Any other material information**

<b>Announcement</b>	<b>Date</b>
Board of Directors of Muthoot Finance Limited in its meeting held on May 16, 2018, has decided to raise funds up to an amount of Rs. 6,000 Crores by way of Public Issue(s) of Redeemable Non-Convertible Debentures to be issued in one or more tranches. NCD Committee is authorized by Board of Directors to decide from time to time about tranches and allied matters as per financial requirements of the Company.	16-May-2018
On an application filed by the Company to set up the mutual fund business, Securities and Exchange Board of India (SEBI) has provided its primary approval for setting up Asset Management Company and Trustee Company along with other compliance under SEBI (Mutual Fund) Regulations, 1996 in order to get registered with SEBI for the proposed mutual fund.	20-July-2018
Board of Directors of Muthoot Finance Limited in its meeting held on 04th September, 2018 decided to raise funds up to an amount of Rs. 5,000 Crores (including the unissued portion from the previous approval of Rs. 2,000 crores) by way of Private Placement(s) of Redeemable Non-Convertible Debentures to be issued in one or more tranches.	04-Sep-2018

Company post approval of the Reserve Bank of India has acquired M/s. Muthoot Money Pvt Ltd (MMPL), a Non Deposit taking Non-Banking Financial Company (NBFC-ND) engaged in lending and other businesses primarily vehicle finance business. Post investment, the Company is holding 100% paid up equity share capital of MMPL which is Rs. 6,21,70,000/- consisting of 62,170 equity shares of Rs 1,000/- each, and MMPL has become the wholly owned subsidiary of Muthoot Finance Ltd.	30-Oct-2018
Demise of Mr. K. George John (DIN: 00951332), Independent Director of the Company. He passed away following a brief illness on June 30, 2019.	01-Jul-2019
Strike in Kerala branches by negligible number of employees backed by CITU Union.	29-Aug-2019
Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rajesh A, as the Company Secretary and Compliance Officer of the Company w.e.f. September 28, 2019 consequent upon resignation of Mr. Maxin James from the position of Company Secretary and Compliance Officer of the Company.	28-Sep-2019
Mr. P P George has been appointed as the Chief Risk Officer (CRO) of the Company w.e.f. 01st October, 2019.	01-Oct-2019
Muthoot Finance Ltd has been assigned Long Term rating of 'BB+' with 'Stable' Outlook by Fitch Ratings. S&P Global Ratings has assigned a Long Term rating of 'BB' with 'Stable' Outlook. Moody's Investor Service has assigned 'Ba2' Corporate Family Rating with 'Stable' Outlook.	10-Oct-2019
Pursuant to resolution passed by the Finance Committee of the Board on October 21, 2019, the Company approved the pricing, tenure, and other terms of issuance of USD 450 million Fixed Rate Senior Secured Notes ("Notes") under a USD 2 Billion Global Medium Term Note Programme established by the Company pursuant to the resolution of the Board dated August 12, 2019 and the Finance Committee dated October 10, 2019. The Notes are proposed to be listed in the International Securities Market of the London Stock Exchange.	21-Oct-2019
Execution of the Share Purchase Agreement for the proposed Acquisition of IDBI Asset Management Limited and IDBI MF Trustee Company Limited	22-Nov-2019

Mr. George Alexander Muthoot, Managing Director of Muthoot Finance Limited was mercilessly attacked by criminals at the instance of CITU while he was on his way to the Head Quarters of the Company at Kochi today.	07-Jan-2020
In the wake of COVID-19 pandemic outbreak & subsequent lockdown for 21 days announced by the Hon'ble Prime Minister on March 24, 2020, all our branches & Corporate Offices would remain closed in compliance with the Government of India's order. Employees supporting the critical business operations & essential customer service will continue to work from home.	28-Mar-2020
Fitch Ratings has revised Company's Long-Term Issuer Default Rating from 'BB+' Rating Outlook Stable to 'BB' Rating Watch Negative and accordingly, ratings on the MTN programmes and foreign-currency senior debt stands revised from 'BB+' Rating Outlook Stable to 'BB' Rating Watch Negative.	28-Mar-2020
Moody's Investor Service has affirmed Muthoot Finance Limited's 'Ba2' Corporate Family Rating and its outlook changed to negative from stable.	13-Apr-2020
S&P Global Ratings has affirmed Muthoot Finance Limited's 'BB/B' Corporate Family Rating and its outlook changed to negative from stable.	18-Apr-2020

Source: Stock Exchange Filings

**All the above information is updated as on June 18, 2020 unless indicated otherwise.**