

Ref. No. ~~2374~~/STCL/DT/2022-23Date: 21st July 2022

To,
Mr. Nadanasabapathy. R
Vice President (Resource planning)
Muthoot Fincorp Ltd.
Muthoot Centre, Punnen Road,
Trivandrum -695 034

Sub: No objection in relation to proposed public issue of secured redeemable non-convertible debentures ("NCDs") aggregating up to Rs. 500.00 Crores (Rupees Five Hundred Crores only) by Muthoot Fincorp Limited (the "Company")

We are acting as a Debenture Trustee for the benefit of the holders of rated, listed, secured, redeemable, Non-Convertible Debentures issued by Muthoot Fincorp Limited under the Debenture Trust Deed executed on 24th July 2020, 30th October 2020, 01st February 2021, 16th March 2021 & 07th May 2021 respectively.

We refer to your request letter dated 18th July 2022, requesting our consent to proceed and raise indebtedness by way of public issuance of non-convertible secured Debentures of Rs. 500.00 crores and permission to create subservient charge over all loan receivables of the company, both present and future to an extent of Rs. 500.00 crores.

Based on the said request and certificate from P.C. Patni & Co ("Chartered Accountant") dated 20th July 2022, confirming the maintenance of the required Asset Coverage ratio, we hereby convey our No objection towards raising of indebtedness by way of public issuance of non-convertible secured Debentures of Rs. 500.00 crores and No Objection for creating of subservient charge over all loan receivables of the company, both present and future in favor of the trustee to be appointed for the holders of the proposed issuance of Non-Convertible Debentures of 500.00 Crores

It may be noted that this NOC is subject to obtaining similar NOC from all the other charge holders. This NOC will be effective only from the date of obtaining all NOC from all the charge holders wherever applicable, and subject to the condition that there is no dilution of Security/Security Cover as stipulated in Information Memorandum/Debenture Trust Deed for the Debentures mentioned above. Please keep us informed on obtaining the NOC from all the charge holders.

Yours faithfully,
For **SBICAP Trustee Company Limited**



Authorised Signatory

July 20, 2022

Company Secretary & Compliance Officer
SBICAP Trustee Company Limited
4th Floor Mistry Bhavan
122, Dinshaw Vachha Road
Churchgate, Mumbai 400 020

Sub: Certificate of Asset cover as on June 30, 2022 for Issuance of proposed Listed, Secured, Redeemable, Non-Convertible Debentures aggregating to Rs. 500 Crores (including green shoe option)

With reference to the above issuance, which is proposed to be issued in July / August 2022 by M/s. Muthoot Fincorp Limited, Muthoot Centre, Punnen Road, Trivandrum - 695001 ("the Company"), the Subservient charge on the Loan Receivables shall be to the extent of Rs. 500Cr (Rs.500 Crore*1.00 times) for NCDs of Rs. 500 Crores as confirmed to us by the management of the Company.

The details of the existing borrowings of the Company holding charge on the Loan Receivables & Current Assets are as below:

SL NO:	Bank	Nature of Limit	Limit/DP in crs as on 30.06.22	O/s as on 30.06.22	Margin	Multi ply factor	Assets Required
1	Axis Bank	CC/WCDL	225.00	0.00	20% on GL	1.25	281.25
1.1	Axis Bank	WCTL	275.00	275.00	20% on GL	1.25	343.75
2	Bank of Baroda	CC/WCDL	450.00	434.00	15% on GL	1.18	531.00
2.1	Bank of Baroda	WCTL	10.00	10.00	15% on GL	1.18	11.80
2.2	Bank of Baroda	WCTL/TL	125.00	125.00	15% on GL	1.18	147.50
3	Bank of India	CC/WCDL	200.00	194.50	15% on GL	1.18	236.00
3.1	Bank of India	TL	90.00	90.00	9.09% on GL	1.10	99.00
4	Bank of Maharashtra	CC/WCDL	112.50	100.00	13% on CA	1.15	129.38
4.1	Bank of Maharashtra	TL	90.00	90.00	20% on GL	1.25	112.50
5	Canara Bank	CC/WCDL	25.00	18.82	20% on GL	1.25	31.25
5.1	Canara Bank	WCTL	215.90	215.90	20% on GL	1.25	269.88
5.2	Canara Bank	WCTL	270.00	270.00	20% on GL	1.25	337.50
5.3	Canara Bank	WCTL	200.00	200.00	20% on GL	1.25	250.00
6	Central Bank of India	CC/WCDL	300.00	287.89	20% on GL	1.25	375.00
6.1	Central Bank of India	WCTL	93.32	93.32	25% on GL	1.33	124.12
6.2	Central Bank of India	TL	29.13	29.13	25% on GL	1.33	38.74
6.3	Central Bank of India	TL	269.81	269.81	25% on GL	1.33	358.85
6.4	Central Bank of India	TL	100.00	100.00	20% on GL	1.25	125.00
7	City Union Bank Ltd	CC/WCDL	25.00	22.25	25% on GL	1.33	33.25
8	Federal Bank	CC/WCDL	150.00	145.00	15% on GL	1.18	177.00
9	IDBI Bank Ltd	CC/WCDL	350.00	341.28	15% on CA	1.18	413.00
10.0	Indian bank	CC/WCDL	550.00	522.95	20% on GL	1.25	687.50
10.1	Indian bank	WCTL	150.00	150.00	15% on GL	1.18	177.00
10.2	Indian bank	WCTL	200.02	200.02	15% on GL	1.18	236.02
10.3	Indian bank	WCTL	200.00	200.00	15% on GL	1.18	236.00
11	Indian Overseas Bank	CC/WCDL	300.00	287.78	20% on GL	1.25	375.00

From July 01, 2022, to the date of this report, the company has made the following changes in secured banking limits:

Changes		Limit	Margin	Multiply factor	Assets coverage required
Less	UCO bank-Loan of Rs.596.42cr reduced to Rs.586.04cr on 01/07/2022	10.38	10% on GL	1.11	11.52
	Bank of Baroda-Loan of Rs.125cr reduced to Rs.117cr on 01/07/2022 and 13/07/2022	8.00	15% on GL	1.18	9.44
	Indian bank-Loan of Rs.200.02Cr reduced to Rs.191.69Cr on 13/07/2022	8.33	15% on GL	1.18	9.83
	TOTAL (B)	26.71			30.79
	TOTAL (A)-(B)	15880.77			18650.63

We have verified the assets and liabilities statements available for standard loan receivables and current assets balance as on 30.06.2022.

Particulars	Amount
Standard Loan Receivables from the all 3654 Branches*	16,915.01
Less: Receivables from the 8 Branches opened after 31.03.2021 (Not part of Annexure A)	21.87
Standard Loan Receivables from the all 3646 Branches and 6 Merged Branches (i.e. From Branches given in DPD Annexure A dated 07.05.2021)	16893.14
Current Assets	
Cash & Cash Equivalents	2,425.73
Deposit with original maturity for more than three months but less than twelve months	71.84
Total Chargeable Assets	19390.71

We state that after considering the aforementioned existing secured borrowings and the consequent charge created on the loan receivables up to 14/07/2022 the Company has sufficient loan receivables to cover the charge to fully secure the proposed NCD Issue aggregating to Rs.500 Crore as follows:

Particulars	Amount
Total Chargeable Assets available with the company	19390.71
(-) Assets Required for Existing Borrowing	18650.63
Assets Available with Proposed issuance	740.08
Proposed Listed, Secured, Redeemable, Non-Convertible Debentures	500.00
Surplus available for proposed issuance	240.08

For P. C. Patni & Co.
Chartered Accountants,
FRN: 322991E

Jayant Jain
Digitally signed by
Jayant Jain
Date: 2022.07.20
20:06:00 +05'30'

Partner
Jayant Jain
M No. 448518
UDIN 22448518ANIFBY5518
Place: Mumbai
Date: 20-07-2022

Date: 18-07-2022

SBICAP Trustee Company Limited
Mistry Bhavan, 4th Floor, 122 Dinshaw Vachha Road,
Churchgate, Mumbai – 400 020

Dear Sir,

With reference to our letter dated 09-05-2022 for issuing NOC for secured non-convertible debentures and mail dated 02/06/2022 for ceding paripassu charge on Loan receivables for the new facility from DBS Bank India Ltd.

Consent and Permission for the proposed public issues of secured non-convertible debentures aggregating up to Rs. 500 crores (Rupees Five Hundred Crores only) during July 2022- April 2023 ("Proposed Issue") by Muthoot Fincorp Limited (the "Company"). And Consent to include Trustee name and details as a Trustee to the Company in any relating to the proposed Issues.

Request Letter for no objection in relation to proposed private placement issuances from by Muthoot Fincorp Limited (the "Company") of secured redeemable non-convertible debentures ("NCDs") aggregating to Rs. 200 Crores (Rupees Two Hundred Crores only), during the period from July 2022 to April 2023 and for ceding of first ranking pari passu floating charge.

Request to issue NOC for ceding paripassu charge on Loan receivables for the new facility from DBS Bank India Ltd for Rs.100Cr.

Muthoot Fincorp Limited (the company) proposes to raise money by way of Public Issue of secured non-convertible Debentures (NCD) aggregating up to Rs. 500 crores and Rs.200 crores by way of Private Placement of secured redeemable non-convertible debentures during the period from July 2022 to April 2023.

(I) Wherein secured NCDs under Public Issue:

- (a) are secured by charge on the identified movable and immovable assets of the Company (not charged to any existing lenders); and
- (b) are secured by **subservient charge** on the Loan receivables of the Company (FIRST PARI-PASSU charge with Banks [Indian Bank, Axis Bank, Bank of Baroda, Bank of India, Bank of Maharashtra, Canara Bank, Central Bank of India, City Union Bank Ltd, Federal Bank, IDBI Bank Ltd, Indian Overseas Bank, Indus Ind Bank, Karnataka Bank, Karur Vysya Bank, DBS Bank, Punjab National Bank, Punjab and Sind Bank, South Indian Bank, State Bank of India, Tamilnad Mercantile Bank, Union Bank of India, Bajaj Finance Ltd, Yes Bank Ltd, Dhanlaxmi Bank, HDFC Bank ,DCB, Ujjivan Small Finance Bank and UCO Bank] (and Catalyst Trusteeship Ltd and VARDHMAN TRUSTEESHIP PVT LTD).