SBICAP Trustee

SBICAP Trustee Company Ltd.

Ref. No : 3318 /STCL/DT/2023-24

Date: July 10, 2023

To,
Mr. Nadanasabapathy. R
Head Treasury
Muthoot Fincorp Ltd.
Muthoot Centre, Punnen Road,
Trivandrum -695 034

Dear Sir,

Subject: No objection in relation to proposed private placement issuance by Muthoot Fincorp Limited (the "Company") of listed secured redeemable non-convertible debentures ("NCDs") up to Rs. 100 Crores (Rupees One Hundred Crores Only) with green shoe option to retain oversubscription of an amount of up to Rs. 25 Crores (Twenty-Five Crores Only), total Issue aggregating up to Rs. 125 Crores (One Hundred and Twenty-Five Crores only).

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 July 24, 2020, October 30, 2020, February 01, 2021, March 16, 2021 and May 07, 2021 respectively.

We refer to your request letter dated July 08, 2023 requesting our No objection for ceding of First Pari Passu Charge in relation to proposed private placement issuance by the company of listed, secured, redeemable, non-convertible debentures ("NCDs") up to Rs. 100 Crores with green shoe option to retain oversubscription of an amount of up to Rs. 25 Crores, total Issue aggregating up to Rs. 125 Crores.

In this connection, we have received security cover certificate dated July 06, 2023 from P.C. Patni & Co. ("Chartered Accountant'') (as annexed in Annexure I) confirming the maintenance of the required Security Coverage Ratio. Based on the same we confirm as stated below:

Subject to you maintaining the required security cover as required under relevant loan documents/debenture documents/trustee agreements entered into with us, we have no objection in ceding First Pari-passu charge on the present and future standard loan receivables and current assets along with other lenders and NCD investors with a minimum asset coverage ratio of 1.10X time of the value of the outstanding principal amounts of the Debentures and it shall be maintained at all times until the redemption of the Debentures, to the extent of a minimum of 100% (One Hundred Percent) of the amounts outstanding in respect of the NCDs at any time, in favour of the debenture trustees for the Proposed Issuances, for the benefit of the holders of NCDs under the proposed issuances.

SBICAP Trustee Company Ltd.

We give our consent to the Company to proceed with and raise indebtedness by way of the proposed issuances and to do all other acts and deeds, and execute all other documents, forms and instruments as may be required in connection with the proposed issuances.

This no objection certificate will be in full force and effect until the completion of the proposed issuances to be raised within Sept 2023. The contents of this certificate and our name may be disclosed in any document relating to the proposed issuances. This certificate is effective in relation to all terms of borrowing and documents, deeds or instruments that the Company has entered into with us and is valid till Sept 2023 for the proposed issuances.

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

10/07/23

SBICAP TRUSTEE COMPANY LIMITED

Authorized Signatory

Annexure I

P. C. Patni & CO.
Chartered Accountants

June 30,2023

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 30,2023 for Issuance of Proposed Listed, Secured, Redeemable, Public, Non-Convertible Debentures aggregating to Rs. 1225 Crores in multiple tranches during the period from June 2023 to April 2024.

With reference to the above issuance, which is proposed to be issued Rs. 1225 Crores (Shelf Prospectus) 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. 1100 Cr (Rs. 1100 Crore*1.00 times) for NCDs of Rs. 1100 Crores and Parri Passu Charge on the Loan Receivables shall be to the extent of Rs. 110 Cr. (Rs. 125 Crore*1.10 times) as confirmed to us by the management of the Company to be issued in multiple tranches.

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

(Rs. in Crores)

SL NO:	Bank	Nature of Limit	Limit/DP in crs	Total O/s as on 15.06.2023 in crs	Margin	Multiply factor	Required Assets coverage
1	Axis Bank	CC/WCDL	225	221.12	20% on GL	1.25	281.25
1.1	Axis Bank	WCTL	117.88	117.88	20% on GL	1.25	147.35
1.2	Axis Bank	WCTL	170	170	20% on GL	1.25	212.5
2	Bank of Baroda	WCTL/TL	30	30	15% on GL	1.18	35.4
3	Bank of India	CC/WCDL	200	190	15% on GL	1.18	236
4	Bank of Maharashtra	CC/WCDL	75	70	13% on CA	1.15	86.25
4.1	Bank of Maharashtra	TL	30	30	20% on GL	1.25	37.5
4.2	Bank of Maharashtra	TL	250	250	20% on GL	1.25	312.5
5	Canara Bank	WCTL	43.18	43.18	20% on GL	1.25	53.98
5.1	Canara Bank	WCTL	150	150	20% on GL	1.25	187.5
5.2	Canara Bank	WCTL	145.17	145.17	20% on GL	1.25	181.46
5.3	Canara Bank	WCTL	281.25	281.25	20% on GL	1.25	351.56
6	Central Bank of India	CC/WCDL	150	134.36	20% on GL	1.25	187.5
6.1	Central Bank of India	TL	75	75	20% on GL	1.25	93.75
6.2	Central Bank of India	WCTL	18.04	18.04	25%on GL	1.33	23.99
6.3	Central Bank of India	TL	149.32	149.32	25%on GL	1.33	198.6
6.4	Central Bank of India	TL	179.78	179.78	20% on GL	1.25	224.73
7	Federal Bank	CC/WCDL	150	145	15% on CA	1.18	177
7.1	Federal Bank	TL	90	90	15% on CA	1.18	106.2
9	IDBI Bank Ltd	CC/WCDL	350	344.79	15% on CA	1.18	413
10	Indian bank	CC/WCDL	550	544.75	20% on GL	1.25	687.5

P. C. Patni & CO.
Chartered Accountants

10.1	Indian bank	WCTL	30	30	15% on GL	1.18	35.4
10.2	Indian bank	WCTL	100	100	15% on GL	1.18	118
10.3	Indian bank	WCTL	90.9	90.9	15% on GL	1.18	107.26
10.4	Indian bank	WCTL	159.99	159.99	15% on GL	1.18	188.79
10.5	Indian bank	WCTL	200	200	15% on GL	1.18	236
11	Indian Overseas Bank	CC/WCDL	300	297.86	20% on GL	1.25	375
12	Indus Ind Bank	CC/WCDL	450	445	15% on CA	1.18	531
13	Karnataka Bank	CC/WCDL	100	98.55	15% on CA	1.18	118
14	Karur Vysya Bank	CC/WCDL	125	120	15% on CA	1.18	147.5
15	Punjab National Bank	CC/WCDL	1400	1363.68	20% on CA	1.25	1750
15.1	Punjab National Bank	TL	314.56	314.56	15% on CA	1.18	371.18
16	Punjab and Sind Bank	WCTL	80	80	10% on GL	1.11	88.8
16.1	Punjab and Sind Bank	WCTL	73.43	73.43	10% on GL	1.11	81.51
16.2	Punjab and Sind Bank	WCTL	20	20	10% on GL	1.11	22.2
16.3	Punjab and Sind Bank	WCTL	112	112	10% on GL	1.11	124.32
17	South Indian Bank	CC/WCDL	225	210	15% on GL	1.18	265.5
18	State Bank of India IFB	CC/WCDL	1400	1370.03	20% on GL	1.25	1750
18.1	State Bank of India IFB	TL	69.99	69.99	13.05% on GL	1.15	80.49
18.2	State Bank of India IFB	TL	194.99	194.99	13.05% on GL	1.15	224.24
18.3	State Bank of India IFB	TL	500	500	13.05% on GL	1.15	575
19	Tamilnad Mercantile Bank	CC/WCDL	50	0	15% on GL	1.18	59
20	Union Bank of India (Erstwhile Andhra Bank)	CC/WCDL	30	27.38	15% on GL	1.18	35.4
21	Union Bank of India	CC/WCDL	1420	1420	15% on GL	1.18	1675.6
22	UCO	WCTL	526.09	526.09	10% on CA	1.11	583.96
23	Dhanlaxmi bank	CC/WCDL	30	0	20% on CA	1.25	37.5
24	DCB BANK	WCDL	65	65	10% on GL	1.11	72.15
25	Ujjivan Small Finance Bank	WCTL	28.58	28.58	10% on GL	1.11	31.72
26	Bajaj Finance Ltd.	TL	1.44	1.44	16.67 on GL	1.2	1.73
27	HDFC BANK LTD	WCDL	350	350	15% ON GL	1.18	413
28	DBS	TL	47.64	47.64	20% ON GL	1.25	59.55
29	Bandhan Bank	CC	10	3.85	9.09% on GL	1.1	11
29.1	Bandhan Bank	TL	243.18	243.18	9.09% on GL	1.1	267.5
30	Catalyst Trusteeship Ltd	MLD	300	300	NIL	1.2	360
31	Vardhman Trusteeship Pvt Ltd	MLD	200	200	NIL	1.1	220
32	Catalyst Trusteeship Ltd	Secured NCD-Public issue Subservient charge	90.84	90.84	NIL	1	90.84
33	Vardhman Trusteeship Pvt Ltd	Secured NCD-Public issue Subservient	1503.67	1503.67	NIL	1	1503.67

Mumbai: Unit No.412A, 4th Floor, The Capital, G-Block, B. K. C., Bandra (East), Mumbai – 400 051, Phone – 022 4264 8335, Mobile: +91 86579 00672, Email ID: mumbai@patni.co.in

Kolkata: 6, Lyons Range, Turner Morrison Building, Unit No: 15, 3rd Floor, Kolkata: 700 001, Phone – 033 4001 6345, Mobile: + 91 98310 04543, Email id: kolkata@patni.co.in

Branches: New Delhi, Bangalore, Jaipur and Gurugram

34	SBICAP Trustee Company Ltd	Secured NCD - Public Issue Subservient Charge	720.8	720.8	NIL	1	720.8
35	Private Placement (Investors Under 200)	Secured NCD - Private Placement - Subservient Charge	0.88	0.88	NIL	1	0.88
	Total		**14993.6**	**14759.97**		**69.65**	**17570.00**

We have verified the assets and liabilities statements available for standard loan receivables and current assets balance as on 15.06.2023.

Particulars	Amount
Standard Gold Loan Receivables from the all 3654 Branches as on 15.06.2023	17,050.90
Standard other loan Receivables from the all 3654 Branches as on 15.06.2023	741.69
Less: Receivables from 8 branches opened after 07.05.2021 as on 15.06.2023	(31.38)
Standard Loan Receivables from the all 3646 Branches as on 15.06.2023	17,761.21
Current Assets as on 15.06.2023	1072.95
Total Chargeable Assets	**18,834.16**

Note: Standard Gold Loan Receivables and other loan Receivables are including Interest Receivables on the same and after reducing NPA. The Gold loan receivables are net of Co-lending. And the above other loan portfolio excluding High Value loans, Old MSME Legacy portfolio whare 100% provision has been made.

We state that the Company has sufficient loan receivables and current assets to cover the charge on existing Bank borrowing, existing NCDs and the proposed NCD Issuance from July 2023 to April 2024 in multiple tranches aggregating to Rs.1225 Crore:

Particulars	Amount
Total Chargeable Assets available with the company	**18,834.16**
(-) Assets Required for Existing Borrowing	**17,570.00**
Assets Available Further issuance	1264.16
Assets required for Proposed Listed, Secured, Redeemable, Non-Convertible Debentures of (Rs. 1100 Crores*1.00) +(Rs. 125 Crores*1.10)	1237.50
Surplus assets	**26.66**

We state that after considering the aforementioned existing secured borrowings and the consequent charge created on the loan receivables up to 15.06.2023 the Company has sufficient loan receivables to cover the charge to fully secure the proposed NCD Issue aggregating to Rs.1225 Crore.

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

Jayant Jain Digitally signed by Jayant Jain Date: 2023.07.06 17:38:17 +05'30'

Jayant Jain
Partner
Membership No. 448518
UDIN NO: 23448518BGSUUS3223

Place: Mumbai