MUTHOOT FINANCE LIMITED - NON-CONVERTIBLE DEBENTURES ("NCDs")

Muthoot Finance

MUTHOOT FINANCE LIMITED

Our Company was originally incorporated 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" of the Prospectus. **Registered and Corporate Office**: Muthoot Chambers, Opposite Saritha Theatre Complex, 2nd Floor, 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) 353 5533; **Fax**: (91 484) 239 6506; **E-mail**: cs@muthootgroup.com

APPLICATION FORM
(ONLY FOR RESIDENT APPLICANTS)

ISSUE OPENS ON : THURSDAY, DECEMBER 22, 2011
ISSUE CLOSES ON : SATURDAY, JANUARY 07, 2012

Application No. 73000955

PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED, ("COMPANY" OR "ISSUER") OF SECURED NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH, ("NCDs"), AGGREGATING UPTO ₹ 3,000 MILLION WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UPTO ₹ 3,000 MILLION FOR ISSUANCE OF ADDITIONAL NCDS AGGREGATING TO A TOTAL OF UPTO ₹ 6,000 MILLION, HEREINAFTER REFERRED TO AS THE "ISSUE".

CREDIT RATING : [ICRA] AA-/STABLE BY ICRA AND CRISIL AA-/STABLE BY CRISIL FOR AN AMOUNT OF UPTO ₹ 6,000 MILLION

Lead Manager's /Co-Lead Manager's/Broker's Name & Code	Sub-Broker's/ Agent's Code	Bank Branch Stamp	Bank Branch Serial No.	Date of Receipt
Muthoot Securities Ltd - 3226				

To, The Board of Directors, **MUTHOOT FINANCE LIMITED, Registered and Corporate Office:** Muthoot Chambers, Opposite Saritha Theatre Complex, 2nd Floor, Banerji Road, Kochi 682 018, India.
Dear Sirs,
Having read, understood and agreed to the contents and terms and conditions of Muthoot Finance Limited's Prospectus dated December 16, 2011, ("Prospectus") I/We hereby apply for allotment to me/us, of the under mentioned NCDs out of the Issue. The amount payable on application for the below mentioned NCDs is remitted herewith. I/We hereby agree to accept the NCDs applied for or such lesser number as may be allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements. I/We irrevocably give my/our authority and consent to IDBI Trusteeship Services Limited, to act as my/our trustees and for doing such acts and signing such documents as are necessary to carry out their duties in such capacity. I/We acknowledge that the NCDs will be pari passu with other secured creditors and will have priority over unsecured creditors. I/We confirm that I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s). I/We further confirm that applications made by me/us do not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
Notwithstanding anything contained in this form and the attachments hereto, I/we confirm that I have carefully read and understood the contents, terms and conditions of the Prospectus, in their entirety and further confirm that in making my/our investment decision: (i) I/we have relied on my/our own examination of the Company and the terms of the Issue, including the merits and risks involved, (ii) our/my decision to make this application is solely based on the disclosures contained in the Prospectus, (iii) my/our application for NCDs under the Issue is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by me/us, (iv) I/we am/are not persons resident outside India and/or foreign nationals within the meaning thereof under the Foreign Exchange Management Act, 1999, as amended and rules regulations, notifications and circulars issued thereunder, and (v) I/we have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.

Please fill in the Form in English using BLOCK letters

Date d d / m m / y y y y

APPLICANTS' DETAILS

NAME OF SOLE/FIRST APPLICANT Mr./Mrs./Ms. JOJO WILSON AGE ____ years

NAME OF GUARDIAN Mr./Mrs./Ms. (In case of minor only) ____ DATE OF BIRTH (Compulsory for minor) d d / m m / y y y y

ADDRESS (of Sole / First Applicant) KAITHAVELI HOUSE
ANGAMALY SOUTH P.O, CHAMPANOOR

City ERNAKULAM Pin Code (Compulsory) 6 8 3 5 7 3 Telephone 0484 2456739 E-mail JOJOWILSON007@GMAIL.COM

SECOND APPLICANT Mr./Mrs./Ms. ____

THIRD APPLICANT Mr./Mrs./Ms. ____

OTHER DETAILS OF SOLE/FIRST APPLICANT CATEGORY (Please ✓)

Category I
- ☐ Public Financial Institution
- ☐ Commercial / Co-operative / Regional Rural Bank
- ☐ Provident Fund, Pension Fund, Superannuation Fund and Gratuity Fund
- ☐ National Investment Fund
- ☐ Statutory Corporation
- ☐ Venture Capital funds registered with SEBI
- ☐ Insurance Companies registered with the IRDA
- ☐ Mutual Funds

Category II
- ☐ Companies / Bodies Corporate / Registered Societies
- ☐ Public/Private Charitable/Religious Trusts
- ☐ Scientific and/or Industrial Research Organisations
- ☐ Partnership Firms in the name of the partner
- ☐ Limited liability partnership
- ☐ Resident Indian Individual with aggregate Application Amt. above ₹ 500,000
- ☐ HUF through the Karta with aggregate Application Amt. above ₹ 500,000

Category III
- ✓ Resident Indian Individual with aggregate Application Amt. up to ₹ 500,000
- ☐ HUF through the Karta aggregate Application Amt. up to ₹ 500,000

DEPOSITORY PARTICIPANT DETAILS

Depository Name (Please ✓)	National Securities Depository Limited (NSDL) ☐	Central Depository Services (India) Limited (CDSL) ☐
Depository Participant Name	MUTHOOT SECURITIES LTD	
DP - ID	I N 3 0 3 7 0 2	
Beneficiary Account Number	1 2 3 4 5 6 7 8	(16 digit beneficiary A/c. No. to be mentioned above)

INVESTMENT DETAILS

Options	I	II	III	IV
Frequency of Interest Payment	Annual	Annual	Annual	N.A
Face Value & Issue Price (₹ / NCD) (A)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Minimum Application	₹ 5,000/- (5 NCDs) (for all options of NCDs, namely Options I, Option II, Option III and Option IV either taken individually or collectively)			
In Multiples of	₹ 1,000 (1 NCD)			
Credit Rating - ICRA	'[ICRA] AA-/Stable' for an amount of upto ₹ 6,000 Million			
Credit Rating - CRISIL	'CRISIL AA-/Stable' for an amount of upto ₹ 6,000 Million			
Coupon (%) per annum				
Coupon Rate (%) for NCD Holders in Category I	13.00%	13.25%	13.25%	N.A
Coupon Rate (%) for NCD Holders in Category II	13.00%	13.25%	13.25%	N.A
Coupon Rate (%) for NCD Holders in Category III	13.00%	13.25%	13.25%	N.A
Effective Yield (%) (per annum)				
Effective Yield (%) for NCD Holders in Category I	13.00%	13.25%	13.25%	13.43%
Effective Yield (%) for NCD Holders in Category II	13.00%	13.25%	13.25%	13.43%
Effective Yield (%) for NCD Holders in Category III	13.00%	13.25%	13.25%	13.43%
Tenor	24 months	36 months	60 months	66 months
Redemption Date	24 months from the Deemed Date of Allotment	36 months from the Deemed Date of Allotment	60 months from the Deemed Date of Allotment	66 months from the Deemed Date of Allotment
Redemption Amount (Per NCD)	Repayment of the Face Value plus any interest that may have accrued at the Redemption Date.			₹ 2,000
No of NCDs applied for (B)	25	25		
Amount Payable (₹) (A x B)	25000	25000		
Total Number of NCDs (I+II+III+IV)	50			
Grand Total (I+II+III+IV) (₹)	50000			

COMMON TERMS OF THE ISSUE:

Issuer	: Muthoot Finance Limited
Stock Exchanges proposed for listing of the NCDs	: BSE, which is also the Designated Stock Exchange
Issuance and Trading	: Compulsorily in dematerialised form
Trading Lot	: 1 (one) NCD
Depositories	: NSDL and CDSL

Security : Security for the purpose of this Issue will be created in accordance with the terms of the Debenture Trust Deed. For further details please refer to the section titled "*Issue Structure*" of the Prospectus.

Rating : For further details please refer to the Prospectus.

Issue Schedule* : The Issue shall be open from December 22, 2011 to January 07, 2012.
**The subscription list shall remain open for a period as indicated, with an option for early closure or extension by such period, up to a period of 30 days from date of opening of the Issue, as may be decided by the duly authorised committee of the Boardconstituted by resolution of the Board dated July 25, 2011. In the event of such early closure of subscription list of the Issue, our Company shall ensure that notice of such early closure is given on or before the day of such early date of closure through advertisement/s in a leading national daily newspaper.*

Interest on Application Money : 8% per Annum from the date of realization of the cheque(s)/ demand draft(s) or after 3 (three) days from the date of receipt of the application, whichever is later. For further details please see General Instruction no. 36.

Interest on Refund Money : 8% per Annum from the date of realization of the cheque(s)/ demand draft(s) or after 3 (three) days from the date of receipt of the application, whichever is later, subject to not being an invalid or withdrawn application. For further details please see General Instruction no. 36.

Pay-in Date : 3 (Three) Business Days from the date of reciept of application or the date of realisation of the cheques/demand drafts, whichever is later.

Deemed Date of Allotment : The date as decided by the duly authorised committee of the Board constituted by resolution of the Board dated July 25, 2011, and as mentioned on the Allotment Advice / regret.

Submission of Application Forms : All Application Forms duly completed together with cheque/bank draft for the amount payable on application must be delivered before the closing of the subscription list to any of the Bankers to the Issue or collection centre(s)/agent(s) as may be specified before the closure of the Issue. Applicants at centres not covered by the branches of collecting banks can send their forms together with a cheque/draft drawn on/ payable at a local bank in Mumbai to the Registrar to the Issue by registered post. For the purposes of the basis of allotment, the date on which the cheque is received by the Registrar pursuant to an Application, shall be deemed to be the date on which the Application was made. For further details please see General Instruction no. 42A.

Additional Applications : An applicant is allowed to make one or more applications for the NCDs for the same or other series of NCDs. For further details please see General Instruction no. 45B.

PAYMENT DETAILS (See General Instruction no. 42G)

Total Amount Payable (₹ in figures)	Total Amount Payable (₹ in words)	
50,000	FIFTY THOUSAND	Cheque / Demand Draft No. 683211 Dated 27-12-2011 Drawn on Bank AXIS BANK LTD KOCHI Branch

• **Please Note :** Cheque / DD should be drawn in favour of "**Escrow Account Muthoot Finance NCD Public Issue**" by all applicants. It should be crossed "A/c Payee only". • **Please write the sole/first Applicant's name, phone no. and Application no. on the reverse of Cheque/DD.** • Demographic details will be taken from the records of the Depositories for purpose of refunds, if any. • Bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be.

	SOLE/FIRST APPLICANT	SECOND APPLICANT	THIRD APPLICANT
PERMANENT ACCOUNT NUMBER (Mandatory) See General Instruction no. 42E	A B C D E 1 2 3 4 H		
SIGNATURE(S)	[signature]		

TEAR HERE

ACKNOWLEDGEMENT SLIP FOR APPLICANT

ACKNOWLEDGEMENT SLIP

Muthoot Finance

MUTHOOT FINANCE LIMITED

Registered and Corporate Office: Muthoot Chambers, Opposite Saritha Theatre Complex, 2nd Floor, 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) 353 5533; **Fax:** (91 484) 239 6506; **E-mail:** cs@muthootgroup.com

Date d d / m m / y y y y

Application No.

Received From ____

Options	Face Value (A)	No. of NCDs applied for (B)	Amount Payable (₹) (A x B)
I	₹ 1000/-	25	25000
II	₹ 1000/-	25	25000
III	₹ 1000/-		
IV	₹ 1000/-		
Grand Total (I+II+III+IV) (₹)		50	50000

Acknowledgement is subject to realization of Cheque / Demand Draft.

Cheque/Demand Draft No. 683211 Dated 27 12 11

Drawn on (Name of the Bank and Branch) AXIS BANK LTD, KOCHI

All future communication in connection with this application should be addressed to the Registrar to the Issue **LINK INTIME INDIA PRIVATE LIMITED**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, India. Tel: (91 22) 2596 0320, Fax: (91 22) 2596 0329, Toll Free: 1-800-22-0320, Email: mfl.ipo@linkintime.co.in, Investor Grievance Email: mfl.ipo@linkintime.co.in, Website: www.linkintime.co.in, Contact Person: Sachin Achar, SEBI Registration No.: INR000004058 Quoting full name of Sole/First Applicant, Application No., Type of options applied for, Number of NCDs applied for, Date, Bank and Branch where the application was submitted and Cheque/Demand Draft Number and name of the issuing bank.

Bank's Stamp & Date

While submitting the Application Form, the Applicant should ensure that the date stamp being put on the Application Form by the Bank matches with the date stamp on the Acknowledgement Slip.