

Muthoot Finance Track Record

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Issue proceeds have been used for augmenting capital base to meet future capital requirements to provide for funding of loans to customers and towards Issue related expenses in the following manner:

	(Rs. cr)
Particulars	Actual Utilisation upto September 30, 2012
Share Issue proceeds	901.25
Less: Issue Expenses paid	29.15
Given as Retail Loans	872.10
Unutilized proceeds*	-
Source: Stock Exchange filings	
* IPO proceeds have been fully utilised by the Company by September 30, 2012	
(lii) Reasons for deviation, if any	Not applicable

11 Comments of monitoring agency, if applicable

(a) Comments on use of funds

Particulars	
(i) As stated in the 1st monitoring agency report, the company’s paid-up equity capital has increased from Rs.320.21 crore to Rs.371.71 crore post issuance of 515 lakh shares of FV of Rs.10 each issued at a premium of Rs. 165 per share and the net increase in share capital aggregates to Rs.872.10 crore.	
(ii) The company has incurred issue expenses of Rs. 29.15 cr upto September 30, 2012 out of which Rs. 0.03 cr has been incurred during six month period which was lying in the escrow account as per the 2nd monitoring agency report	
(iii) Pursuant to augmentation of capital, the company has given retail loan of Rs. 876.25 cr. Out of which company has given retail loan of Rs. 871.57 cr from IPO proceeds and the balance retail loan of Rs. 4.68 cr out of issue expenses of Rs. 4.65 cr prior to receipt of IPO proceed and Rs. 0.03 cr from the company's general funds. Further the company has further given retail loan of Rs. 0.53 cr lying in the escrow account as mentioned in the 2nd monitoring agency report.	
Source: 3rd Monitoring Report by IDBI Bank dated December 19, 2012 for the period April, 2012 - September, 2012	
(b) Comments on deviation, if any, in the use of proceeds of the issue from the objects stated in the offer document	
The company is in the business of lending and hence the object of raising capital was both to augment its capital base and utilise the issue proceeds towards lending. Therefore there is no delay in utilisation of issue proceeds.	
(c) Any other reservations expressed by the monitoring agency about the end use of funds	
None	

12 Pricing Data

Issue Price (Rs.): 175.00

Price parameters	At close of listing day	At close of 30th calendar day from listing day ⁽¹⁾	At close of 90th calendar day from listing day ⁽²⁾	As at March 31, 2012 ⁽⁴⁾			As at March 31, 2013 ⁽⁶⁾			As at March 31, 2014		
	May 6, 2011	June 4, 2011	August 3, 2011	Closing price	High ⁽⁵⁾	Low ⁽⁵⁾	Closing price	High ⁽⁵⁾	Low ⁽⁵⁾	Closing price	High ⁽⁵⁾	Low ⁽⁵⁾
Market Price on Designated Stock Exchange (BSE Limited)	176.25	175.10	186.10	126.45	198.00	120.00	182.10	246.00	105.70	171.65	188.65	73.60
S&P BSE SENSEX	18,518.81	18,420.11	17,940.55	17,404.20	19,131.70	15,135.86	18,835.77	20,203.66	15,748.98	22,386.27	22,467.21	17,448.71
S&P BSE Bankex ⁽³⁾	12,670.76	12,376.69	12,162.74	11,751.18	13,465.21	8,947.37	13,033.35	14,865.95	10,386.92	14,572.46	15,335.89	9,535.75

Source: Stock Exchange data

⁽¹⁾ 30th calendar day has been taken as listing date plus 29 calendar days; Since, June 4, 2011 was a holiday; the next trading day i.e. June 6, 2011 has been taken

⁽²⁾ 90th calendar day has been taken as listing date plus 89 calendar days.

⁽³⁾ The company being in the Financial services business, S&P BSE Bankex has been chosen as Sectoral Index for comparison. Muthoot Finance is not part of this index.

⁽⁴⁾ From May 6, 2011 (date of listing of Issuer's shares) to March 30, 2012 (As March 31, 2012 was a holiday, prices have been taken as of March 30, 2012)

⁽⁵⁾ High and Low prices based on intra day prices

⁽⁶⁾ As March 29 - 31, 2013 were holidays, prices have been taken as of March 28, 2013

13 Basis for Issue Price and Comparison with Peer Group & Industry Average

Accounting ratio		As disclosed in the offer document*	At the end of 1st FY** (March 31, 2012)	At the end of 2nd FY*** (March 31, 2013)	At the end of 3rd FY**** (March 31, 2014)
EPS	Issuer:	7.59	24.29	27.01	20.99
	Peer Group				
	Manapurram:	45.90	7.00	2.50	2.70
	Industry Avg:	NA	NA	NA	NA
P/E	Issuer:	23.06	5.21	6.74	8.18
	Peer Group				
	Manapurram:	45.90	4.34^	8.68^^	7.98^^^
	Industry Avg:.#	NA	NA	NA	NA
RoNW	Issuer:	39.12%	30.49%	26.88%	18.29%
	Peer Group				
	Manapurram:	19.61%	22.30%	27.50%	8.60%
	Industry Avg:	NA	NA	NA	NA
NAV per share based on balance sheet	Issuer:	19.41	78.71	100.50	114.73
	Peer Group				
	Manapurram:	179.37	28.30	29.00	30.10
	Industry Avg:	NA	NA	NA	NA

*As disclosed in the Prospectus dated April 28, 2011. Disclosures relating to the Company made on standalone basis.

As disclosed in the Prospectus, the only listed peer is Manappuram Finance Limited

**Source: Capital Market Vol.XXVII/10 dated Jul 09 - 22, 2012 except for Issuer for which ratios are based on annual report;

Key ratios for the Issuer have been calculated as follows:

- (i) EPS - Fully diluted EPS as reported by the Company in its Annual Report.
- (ii) P/E - BSE Closing Price as of March 30, 2012 / EPS.
- (iii) RoNW - Profit After Tax / Closing networth (Share Capital + Reserves and Surplus - Miscellaneous expenses, if any).
- (iv) NAV per share - Closing Networth / Shares Outstanding as of fiscal year end.

^Computed based on the market price on BSE as on March 30, 2012 and EPS for the year ended March 31, 2012 as reported in Capital Markets Vol. XXVII/10 dated Jul 09 - 22, 2012

***Source: Capital Market Vol.XXVIII/10 dated Jul 08 - 21, 2013 except for Issuer for which ratios are based on clause 41 filings;

Key ratios for the Issuer have been calculated as follows:

- (i) EPS - Fully diluted EPS as reported by the Company in its clause 41 filing
- (ii) P/E - BSE Closing Price as of March 28, 2013 / EPS.
- (iii) RoNW - Profit After Tax / Closing networth (Share Capital + Reserves and Surplus - Miscellaneous expenses, if any).
- (iv) NAV per share - Closing Networth / Shares Outstanding as of fiscal year end.

^^Computed based on the market price on BSE as on March 28, 2013 and EPS for the year ended March 31, 2013 as reported in Capital Markets Vol. XXVIII/10 dated Jul 08 - 21, 2013

****Source: Capital Market Vol. XXIX/10, Jul 07-20, 2014 except for Issuer for which ratios are based on clause 41 filings;

Key ratios for the Issuer have been calculated as follows:

- (i) EPS - Fully diluted EPS as reported by the Company in its clause 41 filing
- (ii) P/E - BSE Closing Price as of March 31, 2014 / EPS.
- (iii) RoNW - Profit After Tax / Closing networth (Share Capital + Reserves and Surplus - Miscellaneous expenses, if any).
- (iv) NAV per share - Closing Networth / Shares Outstanding as of fiscal year end.

^^^Computed based on the market price on BSE as on March 31, 2014 and EPS for the year ended March 31, 2014 as reported in Capital Markets Vol. XXIX/10 dated Jul 07 - 20, 2014

14 Any other material information

Particulars	Date
In compliance with the Listing Agreement, Company disclosed audited financials for the FY11 as follows:	
(Rs cr)	
Parameters	March 31, 2011
Income from operations	2,298.34
Net Profit for the period	494.17
Paid-up equity share capital	320.21
Reserves excluding revaluation reserves	1,014.20
Note: Financials are on standalone basis as there are no subsidiaries	
The Company has tied up with The Western Union Company and Paul Merchants Limited for providing money transfer services through various branches of the Company across the country.	27-May-11
The Company announced launch of new gold loan scheme of Loan against security of Gold Exchange Traded Funds	15-Jul-11
Board of Directors of the Company at its meeting held on July 25, 2011, has decided to raise funds by public issue of Secured Non Convertible Debentures (NCDs) aggregating to a total of up to Rs. 1,000 crores.	25-Jul-11
Company has tiled a Draft Prospectus with the stock exchanges on July 27, 2011 in terms of Regulation 7 of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 in connection with a public issue of Secured Non-Convertible Debentures of face value of Rs. 1,000 each, ("NCDs"), aggregating upto Rs. 5,000 million with an option to retain over-subscription upto Rs. 5,000 million for issuance of additional NCDs aggregating to a total of upto Rs. 10,000 million	28-Jul-11
Company informed about registration of prospectus with the Registrar of Companies, Kerala and Lakshadweep for public issue of secured non-convertible debentures aggregating upto Rs. 1,000 Crores.	13-Aug-11
The Public issue of Secured, Redeemable, Non-Convertible Debentures aggregating to a total of upto Rs. 1,000 crore of Muthoot Finance Ltd. opens for subscription on August 23, 2011. The NCD Issue with three investment options and effective yield of upto 12.25% (per annum) closes on September 05, 2011. The NCDs proposed to be issued under this Issue have been rated 'CR1SIL AA-/Stable' by CRISIL and '[ICRA] AA-(stable)' by ICRA.	16-Aug-11
Board of Directors of the Company at their meeting held on December 05, 2011 has decided to raise funds by public issue of Secured Non Convertible Debentures ("NCDs") aggregating to a total of up to Rs 6,000 million.	5-Dec-11
Company informed regarding a corporate announcement by Muthoot Finance Limited regarding filing of a Prospectus with the Registrar of Companies, Kerala and Lakshadweep for public issue of secured non-convertible debentures aggregating upto Rs. 6,000 million.	19-Dec-11
The Public issue of Secured, Redeemable, Non-Convertible Debentures aggregating to a total of upto Rs. 6,000 million of Muthoot Finance Limited opens for subscription on December 22, 2011. The NCD Issue with four investment options closes on January 07, 2012. The NCDs proposed to be issued under this Issue have been rated 'CRISIL AA-/Stable' by CRISIL and '[ICRA] AA-/Stable' by ICRA.	19-Dec-11
Board of Directors of the Company at its meeting held on January 31, 2012, inter alia, has resolved to raise funds by public issue of secured non-convertible debentures of an amount aggregating upto Rs. 7,000 million.	31-Jan-12
Company filed draft prospectus in connection with public issue of secured non-convertible debentures of face value Rs 1000 each aggregating upto Rs 2,500 million with an option to retain oversubscription upto Rs. 2,500 million aggregating to a total of upto Rs. 5,000 million	13-Feb-12
Press Release dated February 29, 2012 titled "Muthoot Finance Limited to raise upto Rs. 500 Crores through a Public Issue of Secured Redeemable Non-Convertible Debentures".	29-Feb-12
With reference to the Public Issue by Muthoot Finance Limited ("Company" or "Issuer") of Secured Non-Convertible Debentures of face value Rs. 1,000 each ("NCDs"), aggregating up to Rs. 2,500 million with an option to retain over-subscription up to Rs. 2,500 million for issuance of additional NCDs aggregating to a total of up to Rs. 5,000 million, hereinafter referred to as the "Issue", the Company in consultation with the Lead Manager has decided to revise the Issue closing date and extend the issue period upto April 09, 2012. The NCD Public Issue Committee of the Company by their resolution dated March 16, 2012 has given their approval to the extension of the Issue Closing date for the Issue, to the issue The Issue shall now close on April 09, 2012.	19-Mar-12
The Board of Directors of the Company at its meeting held on July 30, 2012, has resolved to raise funds by public issue of secured non-convertible debentures of an amount aggregating upto Rs. 500 Crores.	30-Jul-12
Company has filed a Draft Prospectus with BSE Limited and National Stock Exchange of India Limited on August 24, 2012, in terms of Regulation 7 of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 for dissemination on their website(s) in connection with a public issue of Secured Non-Convertible Debentures of face value of Rs. 1,000 each, ("NCDs"), aggregating upto Rs. 2,500 million with an option to retain over-subscription upto Rs. 2,500 million for issuance of additional NCDs aggregating to a total of upto Rs. 5,000 million.	27-Aug-12
The Public issue of Secured, Redeemable, Non-Convertible Debentures of Muthoot Finance Limited aggregating to a total of upto Rs. 2,500 million with an option to retain over subscription upto Rs. 2,500 million for issuance of additional NCDs aggregating to a total of upto Rs. 5,000 million opens for subscription on September 17, 2012. The NCD Issue with five investment options closes on October 05, 2012. The NCDs proposed to be issued under this Issue have been rated 'CRISIL AA-/Stable' by CRISIL and '[ICRA] AA-/Stable' by ICRA.	11-Sep-12
With reference to Spurt in Volume, Company clarified that it has been regularly informing the Stock Exchange of all information having bearing on the operation/performance of the Company as well as all price sensitive informations. Further they informed they have duly intimated the exchange the latest information about Public issue of Secured, Redeemable, Non-Convertible Debentures aggregating to a total of upto Rs. 2,500 million with an option to retain over subscription upto Rs. 2,500 million for issuance of additional NCDs aggregating to a total of upto Rs. 5,000 million opens for subscription on September 17, 2012. Apart from the information disclosed on September 11, 2012 regarding the NCD Public Issue, at present Company does not have any other price sensitive informations pending to be disclosed to the exchange.	12-Sep-12

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Company is currently undertaking the Public Issue of Secured Non-Convertible Debentures of face value Rs. 1,000 each ("NCDs"), aggregating up to Rs. 2,500 million with an option to retain over-subscription up to Rs. 2,500 million for issuance of additional NCDs aggregating to a total of up to Rs. 5,000 million, hereinafter referred to as the "Issue", in terms of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time. In accordance with disclosures in the Prospectus, the Issue is currently open for subscription and is scheduled to close on October 05, 2012. In this regard, the Company in consultation with the Lead Managers to the Issue has decided to extend the Issue Period upto October 22, 2012. The NCD Public Issue Committee of the Board of Directors of the Company by its resolution dated October 4, 2012 has given their approval to the extension of the Issue Closing Date. The Issue shall now close on October 22, 2012.	4-Oct-12
The Board of Directors of the Company approved, subject to the approval of the shareholders of the Company and regulatory approvals, as may be required, the issuance of further equity shares of face value of Rs. 10 each (the "Equity Shares") or securities convertible into Equity Shares, by way of various means such as public issue (including through an institutional placement programme in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended), rights issue or private placement or any other modes as provided by the Securities and Exchange Board of India for achieving the minimum public shareholding of 25% or a combination thereof, in one or more offerings/tranches, such that the total number of Equity Shares held by the 'public' immediately at the completion of such offerings (including upon conversion of the convertible securities) does not exceed 25 per cent of the total number of outstanding Equity Shares as at the date of allotment or conversion, as the case may be, of such Securities	29-Oct-12
The Board of Directors of the Company at its meeting held on October 29, 2012, has decided to establish White Label ATMs in accordance with the guidelines issued by the Reserve Bank of India. In principle decision was taken at the meeting of the Board of Directors to seek approval of the shareholders to amend the "Other Objects clause" of the Memorandum of Association of the Company to enable the Company to set up the White Label ATMs and to commence the business thereof.	30-Oct-12
Notice of postal ballot sent to shareholders further to the board meeting held on October 29, 2012	5-Nov-12
The Board of Directors of the Company had fixed October 26, 2012 as the cut-off date for determining the list of shareholders to whom the postal ballot notice and postal ballot forms have been dispatched. All shareholders of the Company are requested to note that the postal ballot notice and postal ballot form has been dispatched to all shareholders whose names appear in the register of members/records of depositories on close of business hours on October 26, 2012 and the cut-off date for receiving the duly filled in Postal Ballot form with the Scrutinizer is December 03, 2012.	6-Nov-12
All three resolutions (1. Special resolution u/s 81 (1A) of the Companies Act for further issue shares/ securities; 2. Special resolution u/s 17 of Companies Act for amendment to the "Other Objects Clause" of the MoA of the Company; 3. Special resolution u/s 149 (2A) of the Companies Act for "Commencement of New Business" as mentioned in the Other Objects Clause of the MoA of the Company) mentioned in the postal ballot notice dated October 29, 2012 have been passed as special resolution	4-Dec-12
Mr Rajesh A has ceased to be the Company Secretary of the Company consequent to his resignation with effect from the close of business of hours of April 18, 2013	18-Apr-13
Ms. Anjana Varghese, Associate Member of Institute of Company Secretaries of India holding membership has been appointed as the new Company Secretary & Compliance Officer of the Company with effect from May 10, 2013	10-May-13
The Reserve Bank of India vide its Letter dated June 21, 2013 has granted In Principle Authorisation to the Company for setting up of White Label ATMs in India under Scheme A of RBI policy guidelines dated June 20, 2012. Company has taken approval of Shareholders on December 04, 2012, through Postal Ballot for carrying out the business of setting up of White Label ATMs in India	25-Jun-13
The Board of Directors of the Company on its meeting held on June 30, 2013 took note of proposed filing of application by the promoters of Muthoot Finance Limited for obtaining a banking license pursuant to the Guidelines for Licensing of New Banks in the Private Sector dated February 22, 2013 issued by the Reserve Bank of India to promote a bank which will be newly incorporated as a public Company. The Board noted that if the Promoters are granted an in-principle approval under the Guidelines to promote a bank, the shareholding structure and business of the Company is required to be restructured in compliance with the Guidelines within 18 months from the date of grant of in-principle approval	1-Jul-13
The Company has filed a Draft Prospectus dated August 02, 2013 with the Stock Exchange in terms of Regulation 7 of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 in connection with a public issue of Secured Non-Convertible Debentures and Unsecured Non Convertible Debentures of face value of Rs. 1,000 each, ("NCDs"), aggregating upto Rs. 1,500 million with an option to retain over-subscription upto Rs. 1,500 million for issuance of additional NCDs aggregating to a total of upto Rs. 3,000 million.	3-Aug-13
The ESOP Committee of the Board of Directors of the Company, have convened their meeting on November 09, 2013 has adopted 'Muthoot ESOP 2013' pursuant to the special resolution passed by the shareholders in their Annual General Meeting held on September 27, 2013 and approved the list of employees and the number of options granted to each employee as per the list placed before the committee. The committee granted 1571075 options @ Rs. 10/- per option and 5417900 options @ Rs. 50/- per option to the permanent employees of the Company.	9-Nov-13
Ms. Anjana Varghese has ceased to be the Company Secretary of the Company consequent to her resignation with effect from the close of business hours on December 31, 2013.	6-Jan-14
Mr. Maxin James, Associate Member of Institute of Company Secretaries of India, has been appointed as the new Company Secretary & Compliance Officer of the Company with effect from December 31, 2013.	6-Jan-14
Notice of postal ballot sent to shareholders for approval for issuance of capital to comply with minimum public shareholding requirements	6-Feb-14
Further issuance of capital to comply with minimum public shareholding requirements approved by shareholders pursuant to the postal ballot	10-Mar-14
Source: Stock exchange Filings - For further information please refer stock exchange websites www.bseindia.com and www.nseindia.com	