NCD Public Issue Product Note|December 03, 2025
MUTHOOT MERCANTILE LIMITED

Public Issue of Secured Redeemable Non-Convertible Debentures of ₹ 7,500 Lakhs with an option to retain over subscription up to ₹ 7,500 Lakhs aggregating up to ₹ 15,000 Lakhs
(CREDIT RATING: IND BBB/Stable by India Ratings & Research Private Limited)

BACKGROUND OF THE COMPANY

- Muthoot Mercantile Limited (MML/Company), headquartered in the south Indian state of Kerala, is registered with RBI as a non-deposit taking non-banking financial company - base layer primarily engaged in the gold loan sector lending money against the pledge of household and/or used gold jewellery primarily to retail customers who require immediate availability of funds, but who do not have access to formal credit on an immediate basis.

- Our Promoters of the Company are Mr. Mathew Mathaininan and Mr. Richi Mathew. The Company has a total of 6 directors in its board, including 2 independent directors.

- As of October 31, 2025, we disbursed Gold Loan and Pronote Loan to our customers from a network of 317 branches of our Company in 11 states and 1 union territory of India namely Tamil Nadu, Kerala, Delhi, Haryana, Maharashtra, Madhya Pradesh, Odisha, Punjab, Uttar Pradesh, West Bengal and Rajasthan. As of October 31, 2025, we employed 1,217 persons in our operations. Our branches function as the key point of contact for loan origination, disbursement, and collection processes as well as facilitating customer interaction.

- For six months period ended September 2025, Fiscal year ended March 31, 2025, Fiscal 2024 and 2023 our interest income from our Gold Loan business constituted 97.20 %, 95.86%, 95.25% and 96.58% respectively of our total income.

COMPETITIVE STRENGTHS & KEY STRATEGIES

Competitive Strengths	Key Strategies
➢ Strong brand name, track record in India with a long operating history ➢ Flexible loan schemes, high quality customer service and short response time ➢ Geographical reach of our branch network ➢ Experienced Management Team and Skilled Personnel ➢ Effective internal controls and risk management systems	➢ Further strengthen and grow our Gold Loan business ➢ Expand branch network and geographical reach ➢ Strengthen our operating processes and risk management systems

FINANCIAL INFORMATION

Profit & Loss Account Items

(₹ in Lakhs)

Particulars	September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Total Income	10,873.73	16,642.62	13,177.91	9,466.83
Interest Income	10,692.15	16,307.19	12,903.59	9,310.02
Profit After Tax	2,273.14	2,808.93	2,427.84	1,819.02
EPS (Basic and Diluted)	6.24	7.71	7.95	6.18
Average Interest Margin	22.10%	21.20%	21.83%	22.01%

Balance Sheet Items

(₹ in Lakhs)

Particulars	September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Equity Share Capital	21,634.72	19,229.13	16,466.18	2,941.88
Financial liabilities	98,697.89	79,328.74	62,354.56	47,817.53
Non-financial liabilities	794.44	522.03	1,140.51	1,276.59
Property, plant and equipment	923.90	967.84	384.68	579.42
Financial assets	1,15,935.40	93,314.34	73,918.03	59,210.68
Non-financial assets (excluding PPE)	4,267.75	4,797.82	4,645.38	860.46
Net worth	21,059.09	18,585.45	15,786.92	13,556.33
Gross NPA (%)	0.59%	1.60%	0.52%	0.27%
Net NPA (%)	0.39%	1.36%	0.35%	0.11%
Tier I Capital Adequacy Ratio (%)	17.37%	19.04%	20.87%	25.13%
Tier II Capital Adequacy Ratio (%)	3.73%	6.32%	8.95%	12.80%

OBJECTS OF THE ISSUE

The Company is significantly involved in the business of Gold Loan and as part of its business operations, it raises/avails funds for onward lending, financing and for repayment of interest and principal of existing borrowings.

The details of the proceeds of the Issue are set forth in the following table:

(₹ in lakh)

Sr No.	Description	Amount
1.	Gross proceeds of the Issue	Up to 15,000.00
2.	(less) Issue related expenses*	129.05
3.	Net Proceeds*	14,870.95

** Assuming the issue is fully subscribed and our Company retains oversubscription up to ₹ 7,500 lakh.*

The following table details the objects of the Issue and the amount proposed to be financed from the Net Proceeds:

Sr. No	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	Onward lending, financing and repayment/prepayment of principal and interest on existing borrowings	At least 75%
2.	General Corporate Purposes*	Maximum of up to 25%
	Total	**100%**

**The Net Proceeds will be first utilised towards the Objects mentioned above. The balance is proposed to be utilised for general corporate purposes, subject to such utilisation not exceeding 25% of the amount raised in the Issue, in compliance with the SEBI NCS Regulations.*

ISSUE DETAILS

Issuer	**Muthoot Mercantile Limited** **Registered Office:** 1st Floor, North Block, Muthoot Floors, Opposite W&C Hospital, Thycaud, Thiruvananthapuram 695 014, Kerala, India. **Tel:** +91-471-277-4800**; Website:** www.muthootenterprises.com **CIN:** U65921KL1997PLC011260
Lead Manager	**Vivro Financial Services Private Limited** Vivro House 11, Shashi Colony, Opposite Suvidha Shopping

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Lead Manager	**Vivro Financial Services Private Limited** Vivro House 11, Shashi Colony, Opposite Suvidha Shopping

	Center, Paldi, Ahmedabad – 380007, Gujarat, India **Telephone:** +91 7940404242/40/41 **Email:** investors@vivro.net **Website:** www.vivro.net **Contact Person:** Jay Dodiya / Megha Kella
Registrar	KFINTECH **Kfin Technologies Limited**
Debenture Trustee	MITCON CREDENTIA PARTNER WITH TRUSTED CREDENTIALS **MITCON Credentia Trusteeship Services Limited**
Issue Schedule	**Issue Opens: Thursday, December 04, 2025** **Issue Closes: Wednesday, December 17, 2025**
Nature of Instrument	Secured Redeemable Non-Convertible Debentures
Credit Rating	IND BBB/Stable
Mode of Allotment	In dematerialised form
Listing	BSE Limited **("BSE")**
Trading	In Dematerialized form only
Face Value (₹/NCD)	₹ 1,000
Issue Price (₹/ NCD)	₹ 1,000
Minimum Application	10 NCDs i.e., ₹10,000 (across all options of NCDs)
In multiples of	One NCD after the minimum Application
Allocation	Category I (Institutional) - 10% of the overall issue size Category II (Non - Institutional) - 40% of the overall issue size Category III (Retail Individual) - 50% of the overall issue size
Seniority	Senior (the claims of the Debenture Holders holding NCDs shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements). The NCDs would constitute secured obligations of our Company and shall have first ranking *pari passu* charge with Existing Secured Creditors, on all movable assets, including book debts and receivables, cash and bank balances, other movable assets, loans and advances, both present and future of the Company equal to the value of one time of the NCDs outstanding plus interest accrued thereon.
Security	The principal amount of the NCDs to be issued in terms of this Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking *pari passu* charge with Existing Secured Creditors, on all movable assets, including book debts and receivables, cash and bank balances, other movable assets, loans and advances, both present and future of the Company equal to the value of one time of the NCDs outstanding plus interest accrued thereon.
Depositories	NSDL and CDSL
Pay- in Date	Application Date. The entire Application Amount is payable on Application.
Record date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 Days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.

*(a) This Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date (subject to a minimum period of two Working Days and a maximum period of ten Working Days from the date of opening of the Issue and subject to not exceeding thirty days from filing the Prospectus with ROC) as may be decided by the Board of Directors of our Company ("**Board**") or Debenture Allotment Committee of the Board subject to compliance with Regulation 33A of the SEBI NCS Regulation. In the event of such early closure or extension to this Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisement in all the newspapers in which pre-issue advertisement for opening of this Issue has been given on or before such earlier or initial date of Issue Closure. Application Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchange.*

INVESTMENT DETAILS

Tenure	**400 Days**	**400 Days**	**24 Months**	**24 Months**	**36 Months**	**36 Months**	**60 Months**	**60 Months**	**75 Months**
Nature	**Secured**								
Series	**I**	**II**	**III**	**IV**	**V**	**VI**	**VII**	**VIII**	**IX**
Frequency of interest Payment	Cumulative	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative
Minimum Application	10 NCDs (₹10,000) (across all series of NCDs)								
In multiples, of	1 NCD after the minimum application								
Face Value of NCDs (₹/NCD)	₹ 1,000								
Issue Price (₹/NCD)	₹ 1,000								
Mode of Interest Payment / Redemption	Through various series available								
Coupon rate % Per Annum	NA	9.50%	NA	10.00%	NA	10.25%	NA	10.75%	NA
Effective Yield % Per Annum	9.71%	9.92%	10.91%	10.47%	10.89%	10.75%	10.41%	11.30%	11.73%
Redemption Amount of ₹ 1000	₹1,106.85	₹ 1,000.00	₹1,230.00	₹ 1,000.00	₹ 1,363.60	₹1,000.00	₹1,641.00	₹ 1,000.00	₹ 2000.00
Coupon Type	Fixed								
Put and Call Option	Not Applicable								
Deemed Date of Allotment	The date of issue of the Allotment Advice, or such date on which the Board or Debenture Committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on the NCDs shall be available to the Investors from the Deemed Date of Allotment. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment								

WHO CAN APPLY

Category I	Category II	Category III*#
➢ Resident Public Financial Institutions as defined in Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations; ➢ Scheduled commercial banks, co-operative banks, regional rural banks, and multilateral and bilateral development finance institutions which are authorised to invest in the NCDs; ➢ Provident Funds of minimum corpus of ₹ 2,500 lakhs, Pension Funds of minimum corpus of ₹ 2,500 lakhs, Superannuation Funds and Gratuity Fund, which are authorised to invest in the NCDs; ➢ Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; ➢ Resident venture capital funds registered with SEBI; ➢ Insurance Companies registered with the IRDA; ➢ National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; ➢ Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India; ➢ Mutual Funds, registered with SEBI; and ➢ Systemically Important NBFC registered with RBI and having a net-worth of more than ₹ 50,000 lakh as per the last audited financial statements.	➢ Companies falling within the meaning Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs; ➢ Educational institutions and Associations of Persons and/or bodies established pursuant to or registered under any central or state statutory enactment; which are authorised to invest in the NCDs; ➢ Trust including Public/private charitable/ religious trusts which are authorised to invest in the NCDs; ➢ Association of persons ➢ Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; ➢ Partnership firms in the name of the partners; ➢ Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); and ➢ Resident Indian individuals and Hindu undivided families through the Karta aggregating to a value exceeding ₹ 5 lakhs.	➢ Resident Indian individuals; and ➢ Hindu undivided families through the Karta. * Applications aggregating to a value not more than ₹ 5 lakhs. # *applications through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)upto a value of ₹ 5 lakhs shall only be under the UPI Mechanism*

Disclaimer

information contained in the Prospectus. Please see section entitled "Risk Factors" beginning on page no 16 of the Prospectus for risk in this regard."

Disclaimer clause of BSE

BSE Limited ("the exchange") has given, vide its approval letter dated November 27, 2025, permission to this company to use the exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed.