



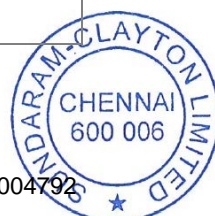
Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

8th June 2023

PRINCIPAL TERMS AND CONDITIONS FOR ISSUE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF SUNDARAM-CLAYTON LIMITED

Security Name	9% Cumulative Non-Convertible Redeemable Preference Shares
Issuer	Sundaram-Clayton Limited
Type of Instrument	Cumulative Non-Convertible Redeemable Preference Shares
Nature of Instrument (Secured or Unsecured)	Unsecured
Seniority	Claims of the NCRPS holder shall rank senior to claims by any holder of equity shares of the Company and shall rank pari passu with all other preference shares issued by the Company. Claims of the NCRPS holder shall be subordinate to both secured and unsecured creditors of the Company.
Eligible Shareholders	Each Allottee whose name is recorded in the register of members of our Company and/or the records of the depository(ies) as equity shareholder of our Company on the Record Date i.e., March 24, 2023
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing) / Designated Stock Exchange)	The NCRPS shall be listed on BSE and NSE. NSE shall be the Designated Stock Exchange.
Rating of the Instrument	"A1+" by CRISIL Ratings Limited vide rating letter dated March 15, 2023.

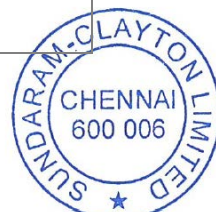




Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

Issue	Bonus 9% Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each for an amount aggregating up to ₹ 2346,92,18,600
Issue Size	The Company proposes to issue 234,69,21,860 NCRPS of the face value of ₹10 each aggregating to ₹ 2346,92,18,600
Minimum Subscription	Not Applicable
Option to Retain Oversubscription Amount	Not Applicable
Objects of the Issue	<p>The Board of Directors of the Company formulated the Composite Scheme of Arrangement for issuance of NCRPS of our Company by way of bonus, to each Allottee whose name is recorded in the register of members of our Company and/or the records of the depository(ies) as equity shareholder of our Company on the Record Date, by utilizing its general reserves/ retained earnings, 116 NCRPS of our Company of face value of ₹ 10 each fully paid up for every 1 equity share of ₹ 5 each fully paid up held by such Allottee.</p> <p>Kindly refer the section titled "<i>Scheme of Arrangement</i>" on page 46 of the Information Memorandum.</p>
Details of the utilisation of the Proceeds	Not Applicable
Dividend Rate	<p>9% per annum payable at annual rests</p> <p>The payment of coupon/ dividend will be at completion of 12 month and for the balance period if, the term extends beyond 12 months, the coupon/ dividend shall be adjusted proportionately for such balance period and paid at the time of the redemption.</p>





Sundaram-Clayton Limited

Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Step Up/Step Down Coupon Rate	Not Applicable
Dividend Payment Frequency	The dividend shall be paid out of profits, as and when declared by the Board.
Dividend Payment Date	The dividend shall be paid as and when declared by the Board.
Cumulative / non cumulative, in case of dividend	Cumulative
Coupon Type (Fixed, floating or other structure)	Fixed
Coupon/ Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
Day Count Basis	Actual / Actual
Interest on application money	Not Applicable
Default Interest rate	Not Applicable
Tenor	12 months from the Date of Allotment i.e., March 25, 2024
Redemption Date(s)	12 months from the Date of Allotment i.e., March 25, 2024
Redemption Amount	₹ 2558,14,48,274 (Principal repayment of ₹ 2346,92,18,600, Dividend payout of ₹ 211,22,29,674)
Redemption Premium / Discount	At par of ₹ 10
Issue Price	₹ 10 per NCRPS
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Put Date	Not Applicable





Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

Put Price	Not Applicable
Call Date	Not Applicable
Call Price	Not Applicable
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	Not Applicable
Call Notification Time (Timelines by which the investor need to intimate Issuer before exercising the call)	Not Applicable
Face Value	₹ 10 per NCRPS
Minimum Application size and in multiples of NCRPS thereafter	One Bonus NCRPS
Issue Timing	Not Applicable
Issue Opening Date	Not Applicable
Issue Closing Date	Not Applicable
Date of earliest closing of the issue, if any	Not Applicable
Pay-in date	Not Applicable
Deemed Date of Allotment	March 25, 2023
Settlement mode of the Instrument	Payment of dividend and Redemption Amount will be made by way of RTGS / NEFT / any other electronic mode / any other permissible mode of payment.
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited.





Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

Disclosure of Dividend / redemption dates	Dividend shall be given only in case of profits. The Redemption Date shall be 12 months from the Date of Allotment i.e., March 25, 2024.
Record Date for issuance of NCRPS	March 24, 2023
All covenants of the issue (including side letters, accelerated payment clause, etc.)	NA
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Disclosure Document	NA
Transaction Documents	Information Memorandum dated Information Memorandum dated 8 th June 2023 read with the Composite Scheme of Arrangement
Conditions Precedent to Disbursement	Not Applicable
Conditions Subsequent to Disbursement	Not Applicable
Events of Defaults (including manner of voting /conditions of joining Inter Creditor Agreement)	Not Applicable





Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

Creation of recovery expense fund	The Issuer hereby confirms that it establishes and maintains the Recovery Expense Fund in such manner/mode as is prescribed under the SEBI Debenture Trustee Operational Circular.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Not Applicable
Role and Responsibilities of Debenture Trustee	Not Applicable
Risk factors pertaining to the issue	As specified in section titled "Risk Factors" on page 8 of the Information Memorandum
Governing Law and Jurisdiction	The NCRPS are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof will be subject to the exclusive jurisdiction of the courts at Chennai, Tamil Nadu in India.

For Sundaram-Clayton Limited

R Raja Prakash
Company Secretary

