

Terms & Conditions applicable to OCDs & CCDs:**Terms & Conditions for OCD (I & II)**

Particular	Details																									
Amount (Rs. crore)	OCD - I	OCD - II																								
	9.32 (Total Consortium - 46.99)	4.53 (Total consortium -16.98)																								
Instrument	Optionally Convertible Debentures (OCDs)																									
Issuer/Company	Vijayanagar Sugar Pvt. Ltd (VSPL)																									
Issue Date	Date of issue of OCDs to Holders																									
Holders	Consortium of Lenders which includes - <ul style="list-style-type: none">• IDBI Bank• Punjab National Bank (PNB)• Union Bank of India (UBI)• Andhra Bank																									
Conversion Price	Rs.10 per per debenture																									
No. of OCDs	93,24,630	45,30,000																								
Tenure	10 years from Issue Date																									
Coupon	Annual coupon @ 1% p.a. payable annually																									
Coupon Payment Date	Coupon shall be payable on 31st March of each financial year																									
Redemption	Upfront redemption of 15.37% and thereafter redemption of balance amount in 36 structured quarterly installments commencing from 30th June, 2019 to 31st March, 2028 as under;	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Redemption Schedule</th> </tr> </thead> <tbody> <tr> <td>FY 19</td> <td>15.37%</td> </tr> <tr> <td>FY 20</td> <td>2.20%</td> </tr> <tr> <td>FY 21</td> <td>5.00%</td> </tr> <tr> <td>FY 22</td> <td>6.00%</td> </tr> <tr> <td>FY 23</td> <td>12.00%</td> </tr> <tr> <td>FY 24</td> <td>15.00%</td> </tr> <tr> <td>FY 25</td> <td>18.00%</td> </tr> <tr> <td>FY 26</td> <td>7.00%</td> </tr> <tr> <td>FY 27</td> <td>9.00%</td> </tr> <tr> <td>FY 28</td> <td>10.43%</td> </tr> <tr> <td>Total</td> <td>100.00%</td> </tr> </tbody> </table>	Particulars	Redemption Schedule	FY 19	15.37%	FY 20	2.20%	FY 21	5.00%	FY 22	6.00%	FY 23	12.00%	FY 24	15.00%	FY 25	18.00%	FY 26	7.00%	FY 27	9.00%	FY 28	10.43%	Total	100.00%
Particulars	Redemption Schedule																									
FY 19	15.37%																									
FY 20	2.20%																									
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FY 28	10.43%																									
Total	100.00%																									
Redemption Premium	15% premium payable each in FY 26, FY 27 & FY 28. Redemption premium amount shall be paid along with principal installment payment as per the redemption schedule with yield of 5.98%.																									
Early Redemption Options	EBITDA in excess of 120% of projected levels in any year shall be entirely used for pre-redemption of OCDs.																									
Conversion Option	Upon default by the Company in servicing of any of the facilities or redemption of OCDs, the Lenders may convert their outstanding OCDs amount into equity (along with redemption premium till date) as per equity valuation or face value whichever is lower																									
Condition for Conversion	In case of any event of default of payment debt by the Company																									
Security	Existing security as applicable to Term Loans shall be applicable to OCDs without any change. In the event of conversion of CCD to equity, the existing security would be available for RTL																									



Terms & Conditions for CCD

Particular	Details
Amount (Rs. crore)	CCD 9.32 (Total - 46.99)
Instrument	Compulsorily Convertible Debentures (CCDs)
Issuer/Company	Vijayanagar Sugar Pvt. Ltd (VSPL)
Issue Date	Date of issue of CCDs to Holders
Holders	Consortium of Lenders which includes - <ul style="list-style-type: none"> • IDBI Bank • Punjab National Bank (PNB) • Union Bank of India (UBI) • Andhra Bank
Conversion Price	Rs.10 per share
No. of OCDs	93,20,000
Tenure	To be converted into Equity in FY 2028 (on March 31,2028) Lenders will also have an option to convert CCD to equity upon occurrence of default. Conversion of CCD to equity shall be undertaken based on valuation of the equity arrived at that point in time as per RBI guidelines.
Coupon	Annual coupon @ 1% p.a. payable annually
Coupon Payment Date	Coupon shall be payable on 31st March of each financial year
Redemption	To be converted into Equity in FY 2028 (on March 31,2028) Lenders will also have an option to convert CCD to equity upon occurrence of default. Conversion of CCD to equity shall be undertaken based on valuation of the equity arrived at that point in time as per RBI guidelines.
Early Redemption Options	Nil
Security	Existing security as applicable to Term Loans shall be applicable to CCDs till such time it is converted to Equity. In the event of conversion of CCD to equity by the lenders , the proportionate security shall be available to remaining debt of the consortium lenders including OCD.
Other terms	Standard automatic conversion provisions will apply on the occurrence of an IPO/QIPO on or before March 31, 2028 Company to provide upfront deposit of Rs.2.35 cr before implementation of the package towards coupon payment for the period FY 2023 to FY 2028.

Other terms and conditions:

- The entire equity infusion of Rs.25 crore and additional contribution of Rs.20 crore in the form of unsecured loan/quasi equity to be brought upfront before implementation of the package and routed through TRA maintained with IDBI Bank.
- The exit from equity will be done through any of the following:
 - Buyback by the Promoter by 2028, as per the valuation of equity arrived as per RBI guidelines.
 - Buyout by induction of Strategic/Existing Investors by 2028
 - IPO by 2028
- In the event any of the Investors exercises its right to sell the shares issued in terms of the conversion clause as above, the First Right of Refusal (RoFR) to buy the shares would be offered to the Promoters.
- Infusion of Rs. 45 crore will be used for upfront repayment of Rs. 17 crore, creation of DSRA account amounting to Rs. 21.25 crore equivalent to 6 months repayment (Interest & principal) and balance Rs. 6.75 crore to be kept in the form of deposit to meet the further cash flow mismatch, if any.
- VSPL shall maintain DSRA equivalent to 6 months repayment obligation (Interest and principal) with undertaking to replenish it within 30 days in case of any shortfall.
- Surplus cash over and above 1.20 DSCR will be utilized for pre-payment of the OCD obligations of the company. The promoter to submit an undertaking to this effect.

