

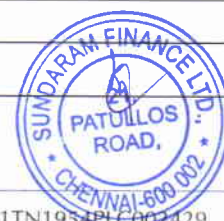


**ADDENDUM TO SHELF DISCLOSURE DOCUMENT FOR ISSUANCE OF SECURED REDEEMABLE NCD's ON PRIVATE PLACEMENT BASIS SERIES - P 28 DATED 20th February 2017**

**TRANCHE DOCUMENT FOR SERIES - P 28 – ISSUE DETAILS**

The following is a tranche term sheet containing specific information relating to the private placement issue of Secured Redeemable Non-Convertible Debentures of Sundaram Finance Limited for an issue size of Rs.200 Cr. (Series – P 28). This tranche term sheet is to be read along-with the Shelf Disclosure Document dated 08th September 2016 for an amount not exceeding Rs.3000 Crore filed with the National Stock Exchange of India Limited (NSE) on 08th September 2016. ("Shelf Disclosure Document").

Security Name	7.8236% NCD Sundaram Finance Ltd Sep2019
Issuer	Sundaram Finance Limited
Type of Instrument	Secured Redeemable Non-Convertible Debentures
Nature of Instrument	Secured Redeemable Non-Convertible Debentures
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	Refer Shelf Disclosure Document
Listing	On the Debt Market Segment of NSE
Rating	"ICRA AA+ with positive outlook" by ICRA Ltd
Issue Size	Rs.200 Cr.
Option to retain over subscription	Not applicable
Objects of the Issue	Refer Shelf Disclosure Document
Details of Utilization of proceeds	Refer Shelf Disclosure Document
Coupon Rate	7.8236% p.a. (XIRR – 7.85% p.a.)
Step Up/Step Down Coupon Rate	Not applicable
Coupon Payment Frequency	Annually & On maturity
Coupon Payment dates	22nd Feb 2018, 22nd Feb 2019 & 20th Sep 2019
Coupon Type	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	Refer Shelf Disclosure Document
Tenor	940 days from the date of allotment.
Redemption Date	20th September 2019
Redemption Amount	Rs. 10,00,000/- per Debenture
Redemption Premium/Discount	Not applicable
Issue Price	Rs. 10,00,000/- per Debenture





Discount at which the security is issued and the effective yield as a result of such discount	Not applicable ✓
Put Date	Not applicable ✓
Put Price	Not applicable ✓
Call Date	Not applicable ✓
Call Price	Not applicable ✓
Put Notification Time	Not applicable ✓
Call Notification Time	Not applicable ✓
Face Value	Rs. 10,00,000/- per Debenture ✓
Minimum Subscription	Rs. 1,00,00,000/- ✓
<b>Issue Timings</b>	
Issue opening Date ✓	22nd February 2017 ✓
Issue closing Date ✓	22nd February 2017 ✓
Pay in date ✓	22nd February 2017 ✓
Deemed date of allotment ✓	22nd February 2017 ✓
Issuance Mode of Instrument	Demat Only
Trading Mode of Instrument	Demat Only
Settlement Mode of Instrument	Payment of interest and repayment of principal shall be made by way of RTGS/NEFT/Fund Transfer mechanism as may be decided by the Company ✓
Depository	NSDL/CDSL
Business Day convention	Monday to Friday excepting public holidays/Bank holidays in the city of Chennai   Mumbai.
Record Date	15 calendar days prior to each coupon payment/Redemption Date.
Security	Secured by mortgage of immovable property ranking pari passu with charges created in favour of the trustees and Hypothecation of specific Loan receivables/ Hire purchase / Lease agreements with a cover of 100% of the issue amount/
Transaction Documents	Debenture Trust Deed, Deed of Hypothecation
Conditions Precedent to Disbursement	Not applicable
Conditions Subsequent to Disbursement	Not applicable
Events of Default	Refer Shelf Disclosure Document
Provisions related to Cross Default clause	Not applicable
Role and Responsibilities of Debenture Trustee	As provided in the trust deed executed between the trustee and the company
Governing Law and Jurisdiction	The Debentures are governed by and shall be construed in accordance with the existing Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Chennai.





**Illustration of Bond Cash flows for SERIES – P 28**

Cash flows	Date	Day	No. of days in Coupon Period	Amount per debenture (In Rupees)
1st Coupon	22-Feb-18	Thursday	365	78,236
2nd Coupon	22-Feb-19	Friday	365	78,236
3rd Coupon	20-Sep-19	Friday	210	45,012
Principal	20-Sep-19	Friday		10,00,000

**Note:** If the interest due date or the redemption due date falls on a holiday, the payment shall be made as per the SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Thanking you,

Yours truly,  
For Sundaram Finance Limited

M Ramaswamy  
Chief Financial Officer