

**Major Terms for Issue of the OCDs of the Company as per the SPML S4A Documents  
executed / to be executed by the Company:**

1. The balance portion of the Part B Debt of the Company, as specified in the SPML S4A Scheme, will be converted into the optionally convertible debenture (OCDs) of the Company, each having a face value of Rs.1000/- which shall be issued in separate series as per the existing security structure.
2. The OCDs shall have a coupon @ 0.01% p.a. payable quarterly on the OCDs. The OCDs shall also have Yield to Maturity (YTM) @ 8.15% p.a. compounded quarterly (including Coupon) which shall be paid along with the principal instalment payments.
3. Upon the occurrence of the Event of Default by the Company, as specified in the SPML S4A Scheme and other documents to be executed, the Debenture holders will have a right to get the OCDs converted into equity shares of the Company, on or prior the expiry of the conversion tenure of such OCDs, subject to the continuation/subsistence of the Event of Default by the Company, to apply for such number of fully paid equity shares of the Company of face value Rs.2/- each, at an issue price determined in accordance with the applicable laws, including the extant guidelines/regulations of the SEBI and RBI.
4. The debentures shall be repaid after a moratorium from allotment date till 30 December 2022 (about 5 years) and thereafter repayment the OCDs shall be in 20 Quarterly instalments starting from quarter ending 31<sup>st</sup> December, 2022 and ending on the quarter ending 30<sup>th</sup> September, 2027. The last part of redemption of the OCD shall be on 30<sup>th</sup> September 2027.
5. Right of first refusal to vest with the promoters of the Company in case the Debenture Holders decides to divest OCDs / equity shares.
6. Existing security of the Company to continue as per the terms of debt (being converted into OCD) with the respective lenders subject to the terms of the S4A Agreements executed/to be executed by the Company.
7. SEBI registered trustee to be appointed as the Debenture Trustee with respect to the OCDs.

For SPML Infra Limited

  
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Company Secretary

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