



LETTER OF OFFER

Issue of Commercial Paper (CP) of original or initial maturity up to one year

PART I

Issuer Details	SUNDARAM FINANCE LIMITED
Name and Address of Issuer	Registered Office: No. 21, Patullos Road, Chennai – 600002 Tel No: 044-2852 1181, Fax No: 044-2855 8180
Business Segment / Activity	Lending business/ Hypothecation Loans, Leasing and allied activities
Chief Executive (Managing Director / President / CEO / CFO / Equivalent Official in the hierarchy as per Constitution of the Issuer entity)	Managing Director : Shri. Rajiv C Lochan Chief Financial Officer : Shri. M Ramaswamy
Group Affiliation (If Any)	Nil

PART II

Issue Details		
ISIN	INE660A14YU4	
Proposed Date of Issue	18th Nov 2025	
Amount (Rs.)	Rs.325,00,00,000/-	
Tenor	365 days	
Date of Maturity	18th Nov 2026	
Proposed to be Listed / Unlisted	Listed	
End Use of CP proposed (specific details)	WORKING CAPITAL LENDING PURPOSE	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating 1	Credit Rating 2
Credit Rating of the Issuer	By ICRA Ltd	By CRISIL Ratings Ltd
Rating	ICRA A1+	CRISIL A1+
Date of Rating	27th Oct 2025	24th Oct 2025
Validity of Issuance	3 months from the date of rating letter	60 calendar days from the date of rating letter
Validity period for rating	18th Nov 2026	18th Nov 2026



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For Amount (Rs.)	Rs.8500 Cr.	Rs.8500 Cr.
Conditions (If Any)	-	-
Long term credit rating obtained by the Issuer : (for Term Loans, NCD, Subdebt)	ICRA AAA by ICRA Ltd .	CRISIL AAA by CRISIL Ratings Ltd.
Unaccepted Credit Rating assigned to the Issuer	NIL	NIL
Issuing and Paying Agent Details (Name and Address)	HDFC Bank Ltd Treasury Operations Lodha - I Think Techno Campus, 4th Floor, Building - Alpha, Near Kanjur Marg Railway Station, Kanjur Marg (E),Mumbai - 400 042	
Debenture Trustee Details (Name and Address) (In case of NCD)	Not applicable	
Credit Enhancement Details (If any)	NIL	
Description of Instrument	Not applicable	
Amount	NIL	
In Favour of	HOLDERS OF COMMERCIAL PAPER	
Name and Address of the Guarantor	Not applicable	
Net worth of the Guarantor (Rs. In Lacs)	-	
Extent of The Guarantee Offered by the Guarantor for the Issue	-	
Conditions under which the guarantee will be invoked	-	
Trustee Details (Name and Address)	Not applicable	
Whether guarantor is a group entity	Not applicable	
If yes,		
Names of Companies to which Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
-	-	-

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PART III

A. Issuer Financial Details

CP Borrowing :	
Date of Board Resolution	26th May 2025
1. Limit approved by Board	Rs.8500 Crore
2. Limit as per CRA	Rs.8500 Crore
3. Limit approved by Regulator concerned (if applicable)	-

B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer
CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date) :

As per Enclosure 1 - CP Outstanding
As per Enclosure 2 - NCD Outstanding

C. Fund-based facilities from banks/Financial institutions, if any

As per Enclosure 3

D. Shareholding Details of Promoters/ Details of share pledged

As per Enclosure - 4 (1).



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E. Financial Summary

(Including Net worth / Equity / Investment in subsidiaries / Affiliates)

(Rs.in Crore)

FINANCIAL SUMMARY	Current Year	Year ended		
	Half year ended 30.09.2025	31.03.2025	31.03.2024	31.03.2023
EQUITY SHARE CAPITAL	111.10	111.10	111.10	111.10
NET WORTH	12904.91	11139.10	9471.69	7737.40
INVESTMENT IN SUBSIDIARIES/ JOINT VENTURE/AFFILIATES (Net of provisions)	4750.73	3360.13	2886.05	2116.19
TOTAL DEBT OUTSTANDING-	51657.13	47359.13	40925.13	32815.35
-SHORT TERM (<1 YEAR)	9949.88	8795.96	3480.71	4036.54
-OTHER DEBT	41707.25	38563.17	37444.42	28778.81
GROSS INCOME	3703.94	6596.07	5494.38	4109.91
GROSS PROFIT (PBTD)	1162.66	2229.80	1962.27	1513.50
NET PROFIT (POST TAX)	822.92	1542.65	1454.01	1088.31
Audit Qualifications (If any)	Nil	Nil	Nil	Nil

F. Details of statutory auditor and changes thereof in the last three financial years:

As per Enclosure-4 (7.i &ii).

Kindly refer Enclosure 4

g. Material Litigation,If any NIL

h. Regulatory Strictures,If any NIL

8. Residual maturity profile of assets and liabilities as on 31st March 2025 (in line with the RBI format): As per Enclosure-4(8).

For SUNDARAM FINANCE LIMITED

AUTHORISED SIGNATORY

Date : 14th Nov 2025

Original / authenticated copy of any document related to above information will be made available to the investors on request.

Sundaram Finance Limited





Enclosure -1

Details of CP Outstanding as on 18th Nov 2025:

IPA Name : HDFC Bank Ltd.

Credit Rating Agency : ICRA Ltd & CRISIL Ratings Ltd.

Present Credit Rating : ICRA A1+ Rs. 8500 Cr. & CRISIL A1+ Rs.8500 Cr.

S.No	ISIN Number	Issue Date	Amount (Face value)	Maturity Date	Amount Outstanding (Face value)	Rs in Crore	
						Rated Amount	No. of days
1	INE660A14YI9	21/02/2025	500.00	20/02/2026	500.00	7000.00	364
2	INE660A14YI9	25/08/2025	600.00	20/02/2026	600.00	7000.00	179
3	INE660A14YJ7	13/03/2025	750.00	13/01/2026	750.00	7000.00	306
4	INE660A14YP4	26/05/2025	200.00	01/12/2025	200.00	7000.00	189
5	INE660A14YR0	31/07/2025	500.00	31/07/2026	500.00	7000.00	365
6	INE660A14YS8	25/08/2025	700.00	24/08/2026	700.00	7000.00	364
7	INE660A14YU4	18/11/2025	325.00	18/11/2026	325.00	8500.00	365
8	INE660A14YT6	18/11/2025	925.00	27/04/2026	925.00	8500.00	160
Total			4,500.00		4,500.00		



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S.No	ISIN No.	Issue Date	Amount (Face Value)	Maturity Date	Amount Outstanding (Face Value)	IPA	Debenture Trustee	CRA	Rating	Rated Amount
1	INE660A075A2	24-Oct-25	1265	11-Oct-28	1265.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	500.00
2	INE660A07RZ1	30-Sep-25	500	10-Sep-27	500.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	500.00
3	INE660A07RZ1	11-Sep-25	1000	10-Sep-27	1000.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	1000.00
4	INE660A07RY4	29-May-25	1000	28-May-27	1000.00	-	IDBI Trustee	CRISIL Ratings Ltd	CRISIL AAA	1000.00
5	INE660A07RX6	16-May-25	1200	16-May-28	1200.00	-	IDBI Trustee	CRISIL Ratings Ltd	CRISIL AAA	1200.00
6	INE660A07RW8	23-Apr-25	750.00	23-Apr-27	750.00	-	IDBI Trustee	CRISIL Ratings Ltd	CRISIL AAA	750.00
7	INE660A07RV0	16-Jan-25	1000.00	13-Jan-28	1000.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	1000.00
8	INE660A07RU2	13-Dec-24	1000.00	11-Dec-26	1000.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	1000.00
9	INE660A08C17	05-Jul-24	300.00	05-Jul-34	300.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	300.00
10	INE660A07RT4	21-Jun-24	750.00	21-Jun-27	750.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	750.00
11	INE660A07RS6	22-May-24	750.00	22-May-26	750.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	750.00
12	INE660A07RR8	29-Feb-24	2000.00	28-Feb-30	2000.00	-	IDBI Trustee	CRISIL Ratings Ltd	CRISIL AAA	2000.00
13	INE660A08CH9	15-Nov-23	200.00	15-Nov-33	200.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	200.00
14	INE660A07RQ0	26-Oct-23	500.00	26-Oct-26	500.00	-	IDBI Trustee	CRISIL Ratings Ltd	CRISIL AAA	500.00
15	INE660A07RN7	08-Aug-23	750.00	08-Aug-28	750.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	750.00
16	INE660A07RK3	18-Nov-22	255.00	18-Nov-25	255.00	-	IDBI Trustee	ICRA Ltd	ICRA AAA	255.00
17	INE660A07RI7	28-Oct-22	500.00	28-Oct-27	500.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	500.00
18	INE660A07RF3	06-Jun-22	400.00	05-Jun-26	400.00	-	IDBI Trustee	CRISIL Ratings Ltd	CRISIL AAA	400.00
19	INE660A07QV2	22-Jun-21	250.00	15-May-26	250.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	250.00
20	INE660A07QV2	17-May-21	500.00	15-May-26	500.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	500.00
21	INE660A08CG1	20-Apr-21	100.00	26-Mar-31	100.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	100.00
22	INE660A08CG1	26-Mar-21	200.00	26-Mar-31	200.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	200.00
23	INE660A07QP4	21-Jan-21	55.00	27-Nov-25	55.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	55.00
24	INE660A08CF3	16-Dec-20	100.00	16-Dec-30	100.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	100.00
25	INE660A07QP4	27-Nov-20	130.00	27-Nov-25	130.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	130.00
26	INE660A08CE6	20-Jul-20	100.00	19-Jul-30	100.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	100.00
27	INE660A08CDB	13-Jul-20	100.00	12-Jul-30	100.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	100.00
28	INE660A08CC0	29-Jan-20	150.00	29-Jan-30	150.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	150.00
29	INE660A08CB2	25-Sep-19	100.00	25-Sep-29	100.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	100.00
30	INE660A08CA4	13-Jun-19	150.00	13-Jun-29	150.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	150.00
31	INE660A08BZ3	26-Nov-18	125.00	24-Nov-28	125.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	125.00
32	INE660A08BY6	21-Feb-18	125.00	21-Feb-28	125.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	125.00
33	INE660A08BX8	19-Jan-18	250.00	19-Jan-28	250.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	250.00
34	INE660A08BW0	07-Jun-17	150.00	07-Jun-27	150.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	150.00
35	INE660A08BV2	05-May-17	150.00	05-May-27	150.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	150.00
36	INE660A08BU4	03-Aug-16	150.00	03-Aug-26	150.00	-	IDBI Trustee	ICRA Ltd & CRISIL Ratings Ltd	ICRA AAA & CRISIL AAA	150.00
Total			17005.00		17005.00					



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Enclosure -3

Fund based facilities from banks as on 31st October 2025 :

NAME OF THE BANK	NATURE OF FACILITY	LIMIT	COMMERCIAL PAPER	AVAILABLE LIMIT	Rs in Crore		ASSET CLASSIFICATION
					AMOUNT UTILISED		
State Bank of India	WCDL/CC/CP's	2300.00	-	2300.00	2,025.00		Standard
HDFC Bank Ltd	WCDL/CC/CP's	375.00	-	375.00	-		Standard
Axis Bank Ltd	WCDL/CC/CP's	100.00	-	100.00	-		Standard
ICICI Bank Ltd	WCDL/CC/CP's	300.00	-	300.00	200.00		Standard
HSBC Ltd	WCDL/CC/CP's	125.00	-	125.00	1.07		Standard
Bank of Baroda	WCDL/CC/CP's	300.00	-	300.00	-		Standard

NAME OF THE BANK	NATURE OF FACILITY	LIMIT	OUTSTANDING AMOUNT	ASSET CLASSIFICATION
HDFC Bank Ltd	Term Loan	3621.88	3621.88	Standard
Karnataka Bank Ltd	Term Loan	455.00	455.00	Standard
IndusInd Bank Ltd	Term Loan	171.88	171.88	Standard
State Bank of India	NCD / CP/TL	8082.71	7502.71	Standard
ICICI Bank Ltd	Overdraft	20.00	-	Standard
Bank of India	Demand Loan	2500.00	2500.00	Standard
Bank of India	NCD	300.00	253.00	Standard
Jammu and Kashmir Bank Ltd	Term Loan	700.00	700.00	Standard
IDBI Bank Ltd	Term Loan	291.18	291.18	Standard
Axis Bank	Term Loan	1370.00	1170.00	Standard
Mizuho Bank	Term Loan	300.00	300.00	Standard
Union Bank of India	Line of Credit(w/w WCDL/STL)	1000.00	1000.00	Standard
South Indian Bank	Term Loan	300.00	300.00	Standard



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Enclosure-4

1. Shareholding of the issuer's promoters and the details of the shares pledged by the promoters, if any :

Details of the shareholding of the Company as on the latest quarter end 30th September 2025:

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	Total nos. shares held	Total Shareholding as a % of total no. of shares
(A)	Promoter and Promoter Group	100	4,13,49,783	37.22
(B)	Public Shareholding	55,793	6,88,67,708	61.98
(C)	Non-Promoter- Non Public			
(C1)	Shares underlying DRs	-	-	-
(C2)	Shares held by Employee Trusts	1	8,86,369	0.80
	Total	55,894	11,11,03,860	100.00

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category of shareholder	Nos. of shareholders	Total nos. shares held	Total Shareholding as a % of total no. of shares
(1)	<u>Indian</u>			
(a)	Individuals/Hindu Undivided Family	84	2,53,84,358	22.85
(b)	Central Government / State Government(s)	-	-	-
(c)	Financial Institutions/ Banks	-	-	-
(d)	Any Other (Body Corporate)	10	1,40,84,338	12.68
	Sub-Total (A)(1)	94	3,94,68,696	35.52



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(2)	<u>Foreign</u>			
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	6	18,81,087	1.69
	Government	-	-	-
	Institutions	-	-	-
	Foreign Portfolio Investor	-	-	-
	Any Other	-	-	-
	Sub-Total (A)(2)	6	18,81,087	1.69
	Total shareholding of Promoter and promoter Group (A)= (A)(1)+(A)(2)	100	4,13,49,783	37.22

Note: - Shares pledged or encumbered by the promoters – Nil

2. Long Term credit rating, if any, obtained by the issuer :

For Long Term Loan from Banks : ICRA AAA by ICRA Ltd & CRISIL AAA by CRISIL Ratings Ltd.

For Commercial Paper : ICRA A1+ by ICRA Ltd valid for 3 months from the date of rating & CRISIL A1+ by CRISIL Ratings Ltd valid for 60 days from the date of rating.

3. Unaccepted credit ratings, if any, assigned to the issuer – NIL.

4. Any material event / development having implications for the financials/credit quality resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest in the CP/NCD – NIL

5. All details of credit enhancement including backstop facilities provided by the group entity including but not limited to (a) the net-worth of the guarantor, (b) the names of the companies to which the guarantor has issued similar guarantees, (c) the extent of the guarantees offered by the guarantor and (d) the conditions under which the guarantee will be invoked, etc.: Not applicable

6. Details of default of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. –NIL

7. Details of statutory auditor and changes thereof in the last three financial years :

i. Details of the Joint auditors of the Company:-

Name and address	Date of appointment	Remarks (viz reasons for change etc)
M/s Brahmayya & Co., Chartered Accountants, No.48, Masilamani Road, Balaji Nagar, Royapettah, Chennai -600014	14 th August 2024	Appointment as a Joint Statutory Auditor in accordance with the RBI Guidelines for Appointment of Statutory Auditors of Banks and NBFCs notified on 27 th April 2021.
M/s R.G.N Price & Co., Chartered Accountants, 861, Anna Salai, Simpson Buildings, Chennai -600002		



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ii. Details of statutory auditor and changes thereof in the last three financial years.

Name and address	Date of appointment	Date of cessation (in case of resignation)	Remarks (viz reasons for change etc.)
M/s. Sundaram & Srinivasan, Chartered Accountants, 23, C. P. Ramaswamy Road, Alwarpet, Chennai - 600 018	20 th July 2017	6 th September 2021	Resignation in accordance with the circular of RBI dated:27 th April 2021, before completion of tenure of appointment.
M/s B.K. Khare & Co., Chartered Accountants, 706/708, Sharda Chambers, New Marine Lines, Mumbai - 400020	6 th September 2021	14 th August 2024 (term has come to an end as per RBI Guidelines)	Appointment of joint auditors in accordance with the RBI Guidelines for Appointment of Statutory Auditors of Banks and NBFCs notified on 27 th April 2021. Their term has come to an end on the conclusion of the 71 st Annual General Meeting.
M/s N.C. Rajagopal & Co., Chartered Accountants, No 22, V. Krishnaswamy Avenue, Luz Church Road, Mylapore, Chennai – 600004			
M/s Brahmayya & Co., Chartered Accountants, No.48, Masilamani Road, Balaji Nagar, Royapettah, Chennai -600014	14 th August 2024		Appointment as a Joint Statutory Auditor in accordance with the RBI Guidelines for Appointment of Statutory Auditors of Banks and NBFCs notified on 27th April 2021.
M/s R.G.N Price & Co., Chartered Accountants, 861, Anna Salai, Simpson Buildings, Chennai -600002			



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8. Residual maturity profile of assets and liabilities as on 31st March 2025 (in line with the RBI format):

Maturity Pattern of Certain Assets & Liabilities:	0 to 7days	8 to14days	15 to30 / 31days	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to one year	Over one year to 3 years	Over 3 to 5 years	Over 5 years	Total
Deposits	102.14	47.09	121.03	313.32	300.31	919.20	1499.80	3094.35	-	-	6397.24
Borrowings	51.92	1.07	999.13	1319.70	3164.05	4403.90	10011.22	15515.30	4421.72	1100.00	40988.01
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-	-	-
Advances	610.93	1454.73	552.53	2220.90	2442.48	5756.57	10462.89	26880.16	6674.11	219.20	57274.50
Investments	904.21	6.80	19.32	56.36	119.78	676.32	286.60	883.12	302.05	3608.03	6862.59
Foreign Currency Assets	-	-	-	-	-	-	-	-	-	-	-



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