



L&T FINANCE LIMITED
Announces Public Issue of Secured Redeemable
Non-Convertible Debentures (Secured NCDs)

- Secured NCDs of a face value of Rs.1000 each
- The Tranche 1 issue includes a Base issue Size for an amount of Rs. 500 crores (“Base Issue Size”) with an option to retain oversubscription up to Rs. 1,000 crores aggregating up to Rs.1,500 crores (“Tranche Issue”)
- The offer is rated as [ICRA] AAA / Stable (pronounced as ICRA triple A with Stable outlook), CARE AAA / Stable (pronounced as CARE triple A with Stable Outlook), IND AAA / Stable (pronounced as IND triple A with Stable outlook).
- The Tranche 1 issue offers effective annualized yield up to 9.35% p.a. on redemption.
- The Tranche 1 Issue opens on March 06, 2019 and Closes on March 20, 2019 **
- Post allotment, Secured NCDs will be listed on BSE and NSE. NSE shall be the Designated Stock Exchange.

Mumbai, February 28, 2019: L&T Finance Limited, one of the leading Systemically Important Non-Banking Financial Services companies in India in terms of total loans outstanding, as of December 31, 2018 is coming out with a public issue of Secured Redeemable Non-Convertible Debentures (“Secured NCDs”) of the face value of Rs. 1,000 each. The Tranche Issue aggregates to Rs. 500 crore, with an option to retain over-subscription up to Rs. 1,000 crores, aggregating up to a total of Rs. 1,500 crore. The Tranche 1 Issue offers various options for subscription and the yield on Redemption of up to 9.35% (per annum). The Tranche 1 Issue opens on March 06, 2019 and closes on March 20, 2019, with an option of early closure or extension.

The Secured NCDs proposed to be issued under this Issue have been rated ‘[ICRA] AAA (stable) (pronounced as ICRA triple -A with Stable outlook)’, CARE AAA / Stable (pronounced as CARE triple A with Stable outlook) and IND AAA / Stable (pronounced as IND triple A with Stable outlook). The rating of NCDs by ICRA, CARE and India Ratings indicate that instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

These Secured NCDs, bearing a fixed rate of interest, are being offered under six different Series.

The terms of each series of NCDs, offered under Tranche 1 Issue are set out below:

Series	I	II	III*	IV	V	VI
Frequency of Interest Payment	Annual	NA	Annual	Monthly	Annual	Monthly
Minimum Application	₹10,000 (10 NCDs) across all Series					
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000					
In Multiples of thereafter (₹)	₹ 1,000/- (1 NCD)					
Tenor	37 months	37 months	60 months	60 months	120 months	120 months
Coupon (% per annum) for NCD Holders in Category I & II	9.00%	NA	9.10%	8.75%	9.20%	8.84%
Coupon (% per annum) for NCD Holders in Category III & IV	9.10%	NA	9.25%	8.89%	9.35%	8.98%
Effective Yield (% per annum) for NCD Holders in Category I & II	9.00%	9.00%	9.09%	9.10%	9.19%	9.20%
Effective Yield (% per annum) for NCD Holders in Category III & IV	9.10%	9.10%	9.24%	9.25%	9.34%	9.35%
Mode of Interest Payment	Through various mode available					
Amount (Rs / NCD) on Maturity for NCD Holders in Category I & II	₹1,000	₹1,304.93	₹1,000	₹1,000	₹1,000	₹1,000
Amount (Rs / NCD) on Maturity for NCD Holders in Category III & IV	₹ 1,000	₹1,308.64	₹1,000	₹1,000	₹1,000	₹1,000
Put and Call Option	NA	NA	NA	NA	NA	NA

*Our Company would allot the Series III NCDs, as specified in this Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

Net proceeds of the issue will be utilized for the purpose of onward lending, financing, refinancing the existing indebtedness of the Company – [payment of the interest and/or repayment /prepayment of principal of borrowings] (up to 75%) - and the rest (up to 25%) for general corporate purpose.

The Secured NCDs offered through this Tranche 1 Prospectus are proposed to be listed on the BSE & NSE. NSE shall be the designated stock exchange for the Tranche 1 Issue.

The Lead Managers to the Issue are Edelweiss Financial Services Ltd., A K Capital Services Ltd., Axis Capital Ltd. and Trust Investment Advisors Pvt. Ltd.

Catalyst Trusteeship Ltd. is the Debenture Trustee and Link Intime India Pvt. Ltd. is the registrar to the issue.

About L&T Finance Ltd.

L&T Finance Limited is one of the leading Systemically Important Non-Banking Financial Services company in India in terms of total loans outstanding, as of December 31, 2018. Our Promoter is registered with the RBI as a Non-Banking Finance Company – Core Investment Company (“NBFC-CIC”) conducting business through its wholly-owned subsidiaries. The Company is a part of the larger L&T group which is one of the leading business conglomerates in India, with presence across infrastructure, power, heavy engineering, electrical and automation, hydrocarbons, IT and technology services, financial services, project development, metallurgical and material handling, realty, shipbuilding, construction equipment, machinery and industrial products sectors.

Company’s operations are spread throughout India and it has 223 branches in 218 cities across 21 states and 3 union territories, as of December 31, 2018. In addition, for its micro loans business, it has 1,181 meeting centres covering 274 districts across 14 states in India, as of December 31, 2018. The company has 19,649 employees as of December 31, 2018. Each of its businesses is led by senior executives who are, generally, also responsible for certain organizational functions at the group level. Together, they have demonstrated the ability to manage and grow the company’s operations.

Disclaimer:

Allotment in the public issue of debt securities will be made on the basis of date of upload of each application into the electronic book of the stock exchange. However, on the date of oversubscription, the allotments will be made to the applicants on proportionate basis. For further details refer section titled “Issue Related Information” on page 48 of the Tranche 1 Prospectus dated February 22, 2019.

The Tranche 1 Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche 1 Issue may close on such earlier date or extended date as may be decided by the authorised signatory(ies) as authorised by the Board of Directors of our Company pursuant to the resolution dated July 19, 2018 (“Authorised Personnel”). In the event of an early closure or extension of the Tranche 1 Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or extended date of Tranche 1 Issue closure. Applications Forms for the Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE and NSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE and NSE.

For further details please refer Shelf Prospectus and Tranche 1 Prospectus both dated February 22, 2019.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer Clause of the NSE.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory and other requirements by the Company; LMs are cleared or approved by NSE; nor does it warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or projects of the Issuer.

DISCLAIMER CLAUSE OF INDIA RATINGS: All credit ratings assigned by India ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: <https://www.indiaratings.co.in/rating-definitions>. In addition, rating definitions and the terms of use of such ratings are available on the agency's public website www.indiaratings.co.in. published ratings, criteria, and methodologies are available from this site at all times. India ratings' code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the code of conduct section of this site.

DISCLAIMER CLAUSE OF ICRA: ICRA Ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with respect to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular makes no representation or warranty, express or implied as to the accuracy, timelines or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statement of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

DISCLAIMER CLAUSE OF CARE: CARE Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell, or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/ instruments are rated by care have paid a credit rating fee, based on the amount and type of bank facilities/ instruments. In case of partnership/proprietary concerns, the rating/outlook assigned by care is based on the capital deployed by the partners/ proprietor and the financial strength of the firm, at present. The rating/outlook may undergo change in case of withdrawal of capital or unsecured loans brought in by the partners/ proprietors in addition to the financial performance and other relevant factors.

DISCLAIMER: L&T Finance Limited, subject to market conditions and other considerations is proposing a public issue of secured, redeemable non-convertible debentures ("Secured NCDs") and has filed the Shelf Prospectus dated February 22, 2019 and Tranche 1 Prospectus dated February 22, 2019 with the Registrar of Companies, West Bengal at Kolkata, National Stock Exchange of India Limited, BSE Limited and SEBI. The Shelf Prospectus dated February 22, 2019 and Tranche 1 Prospectus dated February 22, 2019 are available on our website www.ltfs.com, on the website of the stock exchanges www.nseindia.com, www.bseindia.com, on the website of SEBI www.sebi.gov.in and the respective web sites of the lead managers at www.edelweissfin.com, www.akgroup.co.in www.axisbank.com and www.trustgroup.in. Investors proposing to participate in the issue, should invest only on the basis of the information contained in the Shelf Prospectus dated February 22, 2019 and Tranche 1 Prospectus dated February 22, 2019. Investors should note that investment in NCDs involves a high degree of risks and for details relating to the same, please refer to Shelf Prospectus

dated February 22, 2019, including the section on “Risk Factors” beginning on Page 18 of the Shelf Prospectus dated February 22, 2019.

.