

L & T Infrastructure Finance Company Limited

Regd. Office : Mount Poonamallee Road, Manapakkam, Chennai 600 089.

Investor Service Centre: City – 2, 177 – C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098

CIN: U67190TN2006PLC059527 Tel: +91 22 66217300/ 7400 Fax: +91 22 66217509

Website: www.ltinfra.com E-mail: investorgrievances@ltinfra.com



L&T Financial Services

Dear Bondholder(s),

LETTER OF OFFER FOR BUYBACK

FOR PRIVATE CIRCULATION TO THE BONDHOLDERS OF THE COMPANY ONLY

2010A Series 1 Bonds and/or Series 2 Bonds - 7 Year Buyback

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

THE BUYBACK OFFER

Offer of Buyback facility to the eligible holders of Long Term Infrastructure Bonds issued by L&T Infrastructure Finance Company Limited (“**Company**”) of Face Value of Rs.1000/- each in the nature of secured, redeemable, non-convertible debentures of the Company, having benefits under Section 80 CCF of the Income Tax Act 1961, for the financial year 2010-11 pursuant to Terms of Issue referred in Section No. 10.3 of the prospectus dated October 11, 2010 (hereinafter referred as “**the Prospectus**”)

This is to remind that the right of exercising the option of buyback is available to the Bondholders who had subscribed to Series 1 and/or Series 2 Bonds on the terms and conditions specified in the Prospectus.

Brief terms and conditions of the buyback facility are set out below:

Bonds Series/Scheme (as per prospectus)	Date of Buyback	Series 1 (INE691107166) (Interest frequency – Annual)	Series 2 (INE691107174) (Interest frequency – Cumulative)
2010A L & T Infra Series 1 & Series 2	December 4, 2017	Amount payable on buyback per bond – Rs. 1,000/-	Amount payable on buyback per bond – Rs. 1,687/-

1. In case you wish to OPT FOR buyback option

Kindly provide a duly filled up FORM OF ACCEPTANCE in the format enclosed herewith, marking the envelope as “**L&T Infrastructure Finance Company Limited – Buyback (2010A Issue – Series 1 and/or Series 2)**” and send it to Link Intime India Pvt. Ltd. Unit: L&T Infrastructure Finance Company Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

Kindly note that FORM OF ACCEPTANCE intimating your decision to OPT FOR buyback option should reach to Link Intime India Pvt. Ltd. at the address mentioned above on or before September 4, 2017, 5.00 p.m.

The Buyback Amount would be paid on **December 4, 2017** to those Bondholders whose names appear first in the Register of Bondholders. Please note the buyback amount shall be paid ONLY upon receipt of physical bond certificate held by you.

However, if you are holding bonds in demat mode, the requirement of surrendering of bond certificate will not be applicable to you.

2. In case you wish to NOT OPT FOR buyback option

Please note that NO action is required from your side. These bonds are free from lock-in and you may trade the same in secondary market or the proceeds would be paid to you on Maturity date (**December 2, 2020**) as per the terms of the Prospectus.

OTHER INFORMATION

i) Taxation :

TDS will be deducted as per the provisions of Income Tax Act, 1961. Bondholders are required to submit Form 15G or 15H or original certificate issued under Section 197 of the Income Tax or other evidence for the financial year, in which the income is credited or paid, to ensure non-deduction or lower deduction of tax at source from interest on bonds. If the bonds are held in demat form, no TDS will be deducted.

In case of bonds held in a physical form no tax may be withheld in case the interest does not exceed Rs.5000/-. For cumulative option (Series 2) the entire interest income will be accrued to investors at the time of receipt and accordingly TDS will be applicable on the entire amount of interest.

ii) Modes of Payment:

All payments to be made by the Company to the Sole/first bondholder shall be made through RTGS, NEFT, Direct Credit, NACH and Cheques or demand drafts as per records maintained by the Company and/or as provided by the Depositories.

Please note that the Company shall not be responsible for any delay to the bondholder receiving credit of buyback amount so long as the Company has initiated the process in time.

Thanking You,

Yours faithfully,

For **L & T Infrastructure Finance Company Limited**

Company Secretary

Place : Mumbai

Date : May 22, 2017

INSTRUCTIONS

1. Bondholders who wish to surrender their bonds in response to this Buyback Offer should deliver the following documents to Link Intime India Pvt. Ltd. **on or before September 4, 2017 by 5.00 P.M.**

a. For Bonds held in Physical form:

Registered bondholder should enclose-

- i. FORM OF ACCEPTANCE duly completed and signed in accordance with the instructions contained therein.
- ii. Original bond certificate (COMPULSORY). (Payment will not be done if original bond certificate is not received).
- iii. A cancelled cheque of your bank account having your Name, IFSC-code, MICR-code on it.
- iv. Self attested copy of PAN card
- v. Form 15G or 15H or original certificate issued under Section 197 of the Income Tax or other evidence for the financial year to ensure non-deduction or lower deduction of tax at source from interest on bonds.
- vi. In case of change in address self attested copy of address proof.

b. For Bonds held in Demat form:

Beneficial owner should enclose-

- i. FORM OF ACCEPTANCE duly completed and signed in accordance with the instructions contained therein.
- ii. Photocopy of **delivery instruction slip** issued by Bondholders to their Depository Participant (DP) for crediting the Bonds to the Company's designated Depository account duly **acknowledged by the DP**. Original delivery instruction slip should be handed over to DP.

For the purpose of Buyback Offer, the Company has a designated Depository account as detailed below:

Depository	National Securities Depository Limited (NSDL)
DP ID	IN300484
DP Name	AXIS Bank Ltd.
Beneficiary Client ID	25627276
Client Account Name	L and T Infrastructure Finance Company Ltd.

Bondholders having their Demat account with Central Depository Services Limited (CDSL) will have to use inter-depository delivery instruction slip for the purpose of crediting their Bonds in favour of the designated Depository Account of the Company with NSDL.

For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.

In case of non-receipt of the aforesaid documents, but receipt of bonds in the designated depository account, the offer shall be deemed to be rejected.

2. Bondholders should also provide all relevant documents in addition to the above documents. Such may include (but not be limited to):
- Duly attested Power of Attorney, if any, person other than the Bondholders has signed the relevant Form of Acceptance.
 - Duly attested death certificate / succession certificate in case any Bondholder has expired.
 - Necessary corporate authorization, such as Board Resolutions, etc. in case of companies.

Please send your completed form to the Registrar at the following address:

Link Intime India Pvt. Ltd.

Unit: L&T Infrastructure Finance Company Limited – Buyback Offer

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Email ID: bonds.helpdesk@linkintime.co.in

Tel: +91 22 4918 6262 Fax : 91 22 4918 6060 Toll Free: 1800 227 796

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L&T Financial Services

7 YEAR BUYBACK OPTION FOR 2010A SERIES 1 BONDS AND/OR SERIES 2 BONDS

FORM OF ACCEPTANCE (BUYBACK APPLICATION FORM)

(Please send this form with enclosures to Link Intime India Pvt. Ltd.)

From

LAST DATE FOR SUBMISSION

SEPTEMBER 4, 2017

Name : _____

Address : _____

Tel No / Mobile No.: _____

Email ID : _____

To,

L & T Infrastructure Finance Company Limited

Registrar : Link Intime India Pvt. Ltd.

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai – 400083

Dear Sir/Madam,

Sub: Buyback of Bonds issued by L&T Infrastructure Finance Company Limited (“Company”) 2010A Series as per the terms of the Prospectus under Section 10.3 “Buyback of Bonds” (7 Year Buyback Scheme) For Series 1 and/or Series 2 Bonds.

I/we refer to the “Buyback Offer” for buyback of bonds by the Company.

I/We, the undersigned, have read the “Buyback Offer”, understood its contents and unconditionally accept the terms and conditions as mentioned therein.

FOR BONDS HELD IN PHYSICAL FORM

I/We, hold the following Bonds in physical form and accept the offer for Buyback and enclose the original Bond certificate(s) in respect of my/our Bonds as detailed below:

Registered Folio No.	Certificate No.	Distinctive Numbers		No of Bonds	Series
		From	To		

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

FOR BONDS HELD IN DEMAT FORM

I/We, hold Bonds in demat form, accept the offer for the Buyback and enclose copy of delivery instruction slip duly acknowledged by my/our DP in respect of my/our Bonds as detailed below:

DP Name	DPID	Client ID	Name of Beneficiary	No of Bonds	ISIN / Series

I/we authorize the Company to debit the above mentioned bonds/debentures from my Demat Account directly and pay the consideration to us as per the bank details available in the Demat Account.

I/We confirm that the Bonds issued by the Company, which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever.

I/We also note and understand that the Company will pay the purchase consideration only after verification of the documents and signatures.

I/We authorise the Company to accept the Bonds so offered which it may decide to accept in terms of the "Buyback Offer" and I/we further authorize the Company to return to me/us, Bond certificate(s) in respect of which the offer is not found valid/not accepted.

BANK DETAILS FOR HOLDERS OF BONDS IN PHYSICAL FORM (NOT REQUIRED FOR DEMAT HOLDERS)

So as to avoid fraudulent encashment in transit, the Bondholders(s) holding Bonds in physical form should provide details of bank account of the first/sole Bondholder and the consideration, cheque or demand draft will be drawn accordingly. For the Bonds that are tendered in electronic form, the bank account details obtained from the beneficiary position download provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars.

Sr. No.	Particulars	Bank Account Details
1	Name of the Bank	
2	Branch Name & City (PIN Code)	
3	Account Type (Please Tick)	<input type="checkbox"/> SB <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit
4	Bank Account No.	
5	9 digit MICR Code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
6	IFSC Code (for RTGS/NEFT Transfers)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

Please attach a cancelled cheque leaf to verify the above details for effecting the Credit through NECS/RTGS/NEFT/NACH.

I / We, confirm that the Bonds issued by the Company are held by me / us.

Yours faithfully,
Signed and Delivered,

	First/Sole Bondholder	1st Joint Holder	2nd Joint Holder
PAN			
Full Name(s) of the Bondholder			
Signature (as per specimen recorded with the Company)			

THE BONDHOLDERS ARE REQUESTED TO NOTE THAT THE FORM-OF-ACCEPTANCE (in case of Demat Holding) / BONDS (in case of Physical holding) THAT ARE RECEIVED BY THE REGISTRAR AFTER THE CLOSE OF THE OFFER i.e. BY 5.00 P.M. AFTER THE LAST DATE FOR SUBMISSION i.e. SEPTEMBER 4, 2017 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.