

Note: Edelweiss Securities Ltd. is a Consortium to the issue; accordingly, this note is prepared based on the Prospectus for informative purpose only.



## L&T FINANCE LIMITED

Public Issue Of Secured Redeemable Non-Convertible Debentures

### Issue Highlights

Issue opens:	<b>Wednesday March 6, 2019</b>
Issue closes:	<b>Wednesday March 20, 2019</b>
Allotment:	<b>First Come First Serve Basis</b>
Face Value:	<b>Rs. 1000 per NCD</b>
Issue Price:	<b>Rs.1000 per NCD</b>
Nature of Instrument:	<b>Secured NCDs</b>
Minimum Application:	<b>Rs.10,000 (10 NCD)</b>
Listing:	<b>BSE / NSE</b>
Rating:	<b>[ICRA] AAA with Stable Outlook, CARE AAA with Stable Outlook and IND AAA with Stable Outlook</b>

**Application Mode: Compulsorily ASBA**

\* Persons resident outside India and other foreign entities are not allowed

Registrar:	Link Intime India Private Limited
Issue Size:	₹ 50,000 lakhs ("Base Issue Size") with an option to retain oversubscription up to ₹ 1,00,000 lakh aggregating up to 150,00,000 Secured NCDs amounting to ₹ 1,50,000 lakh ("Tranche 1 Issue Limit") ("Tranche 1 Issue") which is within the Shelf Limit of ₹ 5,00,000 lakh.

### Issue Break up:

Category	Allocation	Amount in Crs.	
		Base Issue	Total Issue
QIB	20%	100	300
Corporate	20%	100	300
HNI	30%	150	450
Retail	30%	150	450
<b>Total</b>	<b>100%</b>	<b>500</b>	<b>1500</b>

### Effective Yield (p.a.):

Series	I	II	III	IV	V	VI
Frequency of Interest Payment	Annual	NA	Annual	Monthly	Annual	Monthly
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%
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

### COMMON TERMS FOR ALL SERIES OF THE NCDs

<b>Issuer</b>	L&T Finance Limited
<b>Issue</b>	₹ 50,000 lakhs ("Base Issue Size") with an option to retain oversubscription up to ₹ 1,00,000 lakh aggregating up to 150,00,000 Secured NCDs amounting to ₹ 1,50,000 lakh ("Tranche 1 Issue Limit") ("Tranche 1 Issue") which is within the Shelf Limit of ₹ 5,00,000 lakh.
<b>Type of Instrument</b>	Secured NCDs of face value of Rs. 1,000
<b>Mode of Issue</b>	Public Issue
<b>Minimum Application Size</b>	Rs. 10,000 (10 NCD) collectively across all the Options and in multiples of Rs. 1,000 (1 NCD) after the minimum application amount across all the Options.
<b>Credit Rating / Rating of the Instrument</b>	The NCDs proposed to be issued under this Issue have been rated '[ICRA ] AAA (stable) (pronounced as ICRA triple A with Stable outlook)' for an amount of ₹ 5,00,000 lakhs, by ICRA Limited ("ICRA") vide their letter dated December 21, 2018, revalidated vide revalidation letter dated February 1, 2019 and further revalidated by a revalidation letter dated February 20, 2019, CARE AAA / Stable (pronounced as CARE triple A with Stable Outlook) for an amount of ₹ 5,00,000 lakhs, by CARE Ratings Ltd. ("CARE") vide their letter dated December 28, 2018, revalidated vide revalidation letter dated January 31, 2019 and further revalidated by a revalidation letter dated February 20, 2019 and IND AAA / Stable (pronounced as IND

	triple A with Stable outlook) for an amount of ₹ 5,00,000 lakhs, by India Ratings and Research Private Limited (“India Ratings”) vide their letter dated December 31, 2018 , revalidated vide revalidation letter dated January 31, 2019 and further revalidated by a revalidation letter dated February 20, 2019. The rating of NCDs by ICRA, CARE and India Ratings indicate that instruments with this rating are considered to have highest degree of safety regarding timely servicing of financial obligations and carry lowest credit risk.
<b>Put/Call Option</b>	N.A.
<b>Mode of Allotment and Trading</b>	In dematerialised form only
<b>Deemed Date of Allotment</b>	The date on which the Authorised Personnel approve the Allotment of the NCDs for this Tranche 1 Issue or such date as may be determined by the Authorised Personnel to the Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.
<b>Issue Opening Date</b>	Wednesday March 6, 2019
<b>Issue Closing Date**</b>	Wednesday March 20, 2019
<b>Record Date</b>	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors from time to time in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchanges, as the case may be. In case the Record Date falls on a day when the Stock Exchanges are having a trading holiday, the immediate subsequent trading will be deemed as the Record Date.

\*\* The subscription list shall remain open at the commencement of banking hours and close at the close of banking hours for the period as indicated, with an option for early closure or extension by such period, as may be decided by the Authorised Personnel duly appointed by resolution of the Board dated July 19, 2018. In the event of such early closure or extension subscription list of the Tranche 1 Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a daily national newspaper on or before such earlier date or extended date of closure. Applications Forms for the Tranche 1 Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the BSE or NSE, on Working Days during the Tranche 1 Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the BSE and NSE.  
In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, the Company will make public issue of NCDs in the dematerialised form. However, in terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the NCDs post allotment in physical form, will fulfil such request through the process of rematerialisation.

### SPECIFIC TERMS AND CONDITIONS IN CONNECTION WITH EACH SERIES OF NCDs

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

With respect to Options where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Options will be made at the time of redemption of the NCDs.

Subject to applicable tax deducted at source, if any

Please refer to Schedule D for details pertaining to the cash flows of the Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

\*The 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.

### WHO CAN APPLY

Categories	Category I	Category II	Category III	Category IV
	QIB Portion	Corporate Portion	HNI	Retail
<b>Allocation Ratio</b>	[20]% of Overall Issue Size	[20]% of Overall Issue Size	[30]% of Overall Issue Size	[30]% of Overall Issue Size
	<ul style="list-style-type: none"> <li>Public financial institutions scheduled commercial banks, Indian multilateral and bilateral development financial institution</li> </ul>	<ul style="list-style-type: none"> <li>Companies within the meaning of section 2(20) of the Companies Act, 2013;</li> <li>Statutory bodies/ corporations</li> </ul>	High Net-worth individuals which include Resident Indian individuals or	Retail Individual Investors which include Resident Indian individuals

	<p>which are authorized to invest in the NCDs;</p> <ul style="list-style-type: none"> <li>• Provident funds, pension funds with a minimum corpus of ₹2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs;</li> <li>• Mutual Funds registered with SEBI;</li> <li>• Venture Capital Funds/ Alternative Investment Fund registered with SEBI subject to investment conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;</li> <li>• Insurance Companies registered with IRDA;</li> <li>• State industrial development corporations; Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>• Insurance funds set up and managed by the Department of Posts, the Union of India;</li> <li>• Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net worth of more than ₹50,000 lakh as per the last audited financial statements; and</li> <li>• National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India.</li> </ul>	<p>and societies registered under the applicable laws in India and authorised to invest in the NCDs;</p> <ul style="list-style-type: none"> <li>• Co-operative banks and regional rural banks;</li> <li>• Public/private charitable/ religious trusts which are authorised to invest in the NCDs;</li> <li>• Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>• Partnership firms in the name of the partners;</li> <li>• Limited liability partnerships formed and registered under the provisions of the</li> <li>• Limited Liability Partnership Act, 2008 (No. 6 of 2009);</li> <li>• Association of Persons; and</li> <li>• Any other incorporated and/ or unincorporated body of persons.</li> </ul>	<p>Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lakhs across all series of NCDs in Issue</p>	<p>and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lakhs across all series of NCDs in Issue</p>
--	--	---	---	--

**Application forms will be available on [www.edelweisspartners.com](http://www.edelweisspartners.com)**

<b>Edelweiss – Financial Products Distribution Branch Location for submission of application Forms</b>	
<b>West</b>	Mumbai – Fort, Borivali, Santacruz, Ghatkopar Vashi and Pune
<b>Gujarat</b>	Ahmedabad Mehsana & Surat
<b>North</b>	Delhi (CP) & Jaipur
<b>South</b>	Hyderabad, Chennai & Bangalore
<b>East</b>	Kolkata & Bhubaneshwar

**Get in touch with us:**

✉ [edelweisspartners@edelweissfin.com](mailto:edelweisspartners@edelweissfin.com)      ☎ 022 - 49192302      🌐 [www.edelweisspartners.com](http://www.edelweisspartners.com)

**Disclaimer:**

This document has been prepared by Edelweiss Broking Limited (Edelweiss). Edelweiss and its holding company and associate companies are a full service, integrated investment banking, portfolio management and brokerage group. Our research analysts and sales persons provide important input into our investment banking activities. This document does not constitute an offer or solicitation for the purchase or sale of any financial instrument or as an official confirmation of any transaction. The information contained herein is from publicly available data or other sources believed to be reliable, but we do not represent that it is accurate or complete and it should not be relied on as such. Edelweiss or any of its affiliates shall not be in any way responsible for any loss or damage that may arise to any person from an inadvertent error in the information contained in this document. This document is provided for assistance only and is not intended to be and must not alone be taken as the basis for an investment decision. The user assumes the entire risk of any use made of this information. Each recipient of this document should make such investigation as it deems necessary to arrive at an independent evaluation of an investment in the securities of companies referred to in this document

(including the merits and risks involved), and should consult his own advisors to determine the merits and risks of such investment. The investment discussed or views expressed may not be suitable for all investors. We and our affiliates, officers, directors, and employees may: (a) from time to time, have long or short positions in, and buy or sell the securities thereof, of company (ies) mentioned herein or (b) be engaged in any other transaction involving such securities and earn brokerage or other compensation or act as advisor or lender / borrower to such company (ies) or have other potential conflict of interest with respect to any recommendation and related information and opinions. This information is strictly confidential and is being furnished to you solely for your information. This information should not be reproduced or redistributed or passed on directly or indirectly in any form to any other person or published, copied, in whole or in part, for any purpose. This report is not directed or intended for distribution to, or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject Edelweiss and affiliates/ group companies to any registration or licensing requirements within such jurisdiction. The distribution of this document in certain jurisdictions may be restricted by law, and persons in whose possession this document comes, should inform themselves about and observe, any such restrictions. The information given in this document is as of the date of this report and there can be no assurance that future results or events will be consistent with this information. This information is subject to change without any prior notice. Edelweiss reserves the right to make modifications and alterations to this statement as may be required from time to time. However, Edelweiss is under no obligation to update or keep the information current. Nevertheless, Edelweiss is committed to providing independent and transparent recommendation to its client and would be happy to provide any information in response to specific client queries. Neither Edelweiss nor any of its affiliates, group companies, directors, employees, agents or representatives shall be liable for any damages whether direct, indirect, special or consequential including lost revenue or lost profits that may arise from or in connection with the use of the information. Past performance is not necessarily a guide to future performance. Please note that Mutual Fund Investments are subject to market risks, read the offer document carefully of the respective schemes before investing for full understanding and detail. Kindly read the Risk Disclosure Documents carefully before investing in Equity Shares, Derivatives, Commodities or other instruments. The information provided in these reports remains, unless otherwise stated, the copyright of Edelweiss. All layout, design, original artwork, concepts and other Intellectual Properties, remains the property and copyright of Edelweiss and may not be used in any form or for any purpose whatsoever by any party without the express written permission of the copyright holders.

The issuer (person/entity/company making an offer of specified securities) is proposing, subject to market conditions and other considerations, a public issue of its equity shares / bonds / debentures and has filed the Offer Documents / Prospectus / Red Herring Prospectus with the Registrar of Companies (ROC). The Offer Documents / Prospectus / Red Herring Prospectus is available on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and at the website of the Book Running Lead Manager(s) as mentioned in the Offer Documents/Prospectus/Red Herring Prospectus.

This document has been prepared by Edelweiss Financial Services Limited and/or its group/associate companies (Edelweiss). Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled Risk Factors of the Offer Documents/Prospectus/Red Herring Prospectus. These materials is not directed or intended for publication or distribution to, or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject Edelweiss to any registration or licensing requirements within such jurisdiction.

This service / information is strictly confidential and is being furnished to you solely for your information. This information should not be reproduced or redistributed or passed on directly or indirectly in any form to any other person or published, copied, in whole or in part, for any purpose. This service / information is not directed or intended for distribution to, or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject Edelweiss Web Services Ltd. and affiliates/ group companies to any registration or licensing requirements within such jurisdiction. The distribution of this document in certain jurisdictions may be restricted by law, and persons in whose possession this document comes, should inform themselves about and observe, any such restrictions.

The data would be provided to the clients on an "as is" and "where-is" basis, without any warranty. Edelweiss or its subsidiaries and associated companies shall not be liable for any delay or any other interruption which may occur in providing the data due to any reason including network (Internet) reasons or snags in the system, break down of the system or any other equipment, server breakdown, maintenance shutdown, breakdown of communication services or inability of the Edelweiss or its subsidiaries and associated companies to provide the data. In no event shall the Edelweiss or its subsidiaries and associated companies be liable for any damages, including without limitation direct or indirect, special, incidental, or consequential damages, losses or expenses arising in connection with the data provided by the Edelweiss or its subsidiaries and associated companies.

#### Disclaimer for U.S. Persons:

EBL is not a registered broker – dealer under the U.S. Securities Exchange Act of 1934, as amended (the "1934 act") and under applicable state laws in the United States. In addition EBL is not a registered investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act" and together with the 1934 Act, the "Acts"), and under applicable state laws in the United States. Accordingly, in the absence of specific exemption under the Acts, any brokerage and investment services provided by EBL, including the products and services described herein are not available to or intended for U.S. persons. This email message does not constitute an offer or invitation to purchase or subscribe for any securities or solicitation of any investments or investment services and/or shall not be considered as an advertisement tool. "U.S. Persons" are generally defined as a natural person, residing in the United States or any entity organized or incorporated under the laws of the United States. US Citizens living abroad may also be deemed "US Persons" under certain rules.

#### Disclaimer for U.K. Persons:

The contents of this mailer have not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000 ("FSMA"). In the United Kingdom, this mailer is being distributed only to and is directed only at (a) persons who have professional experience in matters relating to investments falling within Article 19(5) of the FSMA (Financial Promotion) Order 2005 (the "Order"); (b) persons falling within Article 49(2)(a) to (d) of the Order (including high net worth companies and unincorporated associations); and (c) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This mailer must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this mailer relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this mailer nor any of its contents. This mailer must not be distributed, published, reproduced or disclosed (in whole or in part) by recipients to any other person.

#### Disclaimer for Canadian Persons:

EBL is not a registered adviser or dealer under applicable Canadian securities laws nor has it obtained an exemption from the adviser and/or dealer registration requirements under such law. Accordingly, any brokerage and investment services provided by EBL, including the products and services described herein, are not available to or intended for Canadian persons. This mailer and its respective contents do not constitute an offer or invitation to purchase or subscribe for any securities or solicitation of any investments or investment services.