

Term Sheet - Unsecured Non-Convertible Subordinate Bonds issuance in L&T Fincorp Limited

Security Name	Unsecured Non-Convertible Subordinate Bonds eligible for Tier II Capital (in the nature of Unsecured, Redeemable Debentures) [Series "M" of FY 2015-16 Sub debt].
Issuer/Company	L&T Fincorp Limited
Type of Instrument	Unsecured Non-Convertible Subordinate Bonds eligible for Tier II Capital (in the nature of Unsecured, Redeemable Debentures) of face value of Rs. 10,00,000/- [Series "M" of FY 2015-16 Sub debt]. The Debentures shall constitute direct, Unsecured, subordinated and general obligations of the Company and will, save for such exceptions as may be provided by applicable legislation or judicial order, rank pari-passu with all other Unsecured and subordinated indebtedness of the Company subject to terms and conditions already agreed.
Nature of instrument	Unsecured
Seniority	Subordinated
Method of Issue	Private Placement
Eligible Investors	Refer to section "Who Can Apply" (point nos 1)
Listing	The Debentures to be issued pursuant to this Disclosure Document and Private Placement Offer Letter are proposed to be listed on the Wholesale Debt Market ("WDM") segment of The National Stock Exchange of India Limited ("NSE"). Listing shall be completed within 15 days from the Deemed Date of Allotment. In case of delay in listing of the Debentures beyond 20 days, the Company will pay penal interest of atleast 1% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of such debt securities. Notwithstanding anything contained herein, the Company covenants to duly and strictly comply with any other requirements on non-listing under applicable law and more particularly the SEBI circular CIR/IMD/FIIC/18/2010 dated November 26, 2010 in order to protect investor interest and confidence.
Rating	"AA+" by CARE & "AA+" by ICRA
Issue Size	Rs.100 Crores
Option to retain oversubscription	Rs. 50 Crores
Objects of the Issue	The proceeds of the issue would be utilized for the general business purposes/ augmenting long term capital resources of the issuer.

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L&T FinCorp Ltd

City 2, Plot No 177, Vidyanagari Marg
CST Road, Kalina, Santacruz (E)
Mumbai 400 098, India

Registered Office

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Mumbai 400 001, India
CIN: U65910MH1997PLC108179

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Details of the utilization of the proceeds	The proceeds of the issue would be utilized for the general business purposes/ augmenting long term capital resources of the issuer.
Coupon/Interest Rate	9.3000% p.a.
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually & At Maturity
Coupon Payment Dates	Thursday, March 23, 2017 Friday, March 23, 2018 Monday, March 25, 2019 Monday, March 23, 2020 Tuesday, March 23, 2021 Wednesday, March 23, 2022 Thursday, March 23, 2023 Monday, March 25, 2024 Monday, March 24, 2025 Monday, March 23, 2026
Coupon Type	Fixed
Coupon Reset Process	None
Early Redemption/ repayment of NCDs	None
Spread Rate Reset Dates	None
Spread reset notice dates	Not Applicable
Day Count basis	Actual/Actual
Interest on Application Money	NA
Tenor	10 years
Redemption Date	Monday, March 23, 2026
Redemption Amount	At Par
Redemption Premium/Discount	Not Applicable
Issue Price	At Face Value, i.e., Rs. 10,00,000/-
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value of each Debenture	Rs. 10,00,000/-
Minimum Subscription	Rs. 100,00,000/Rs. 1 Cr and in multiples of Rs 10 lakhs thereafter
Issue Timing as below:	
Issue Opening Date	Wednesday, March 23, 2016
Issue Closing Date	Wednesday, March 23, 2016
Pay-in Date	Wednesday, March 23, 2016
Issue Date/Deemed Date of	Wednesday, March 23, 2016

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Allotment	
Issuance mode of instrument	In Dematerialised Mode
Trading mode of the instrument	In Dematerialised Mode
Settlement mode of the instrument	Payment will be made by way of direct credit through Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT)
Depository	NSDL & CDSL
Business Day Convention	Should any of the dates defined above or elsewhere in the Offer Document, excepting the Deemed Date of Allotment and the Maturity Date, fall on a Saturday, Sunday or a Public Holiday in Mumbai, the next business day shall be considered as the effective date. In case the Maturity Date falls on a Saturday, Sunday or a Public Holiday in Mumbai, the previous business day shall be considered as the Maturity Date.
Record Date	15 days prior to each Coupon Payment/ Redemption Date / Call Option Date
Security	Not Applicable
Transaction Documents	a. Debenture Trust Deed b. Debenture Trustee Agreement
Conditions precedent to disbursement	Not Applicable
Conditions subsequent to disbursement	Not Applicable
Event of Default	As defined in Debenture Trust Deed
Provisions related to Cross Default Clause	Not Applicable
Default Interest Rate	On occurrence of any Event of Default including default in payment of interest and/or principal redemption on the due dates and/or creation of security, additional interest of 2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Security Cover	Not Applicable
Debenture Trustee	GDA Trusteeship Limited
Inconsistency/repugnance	In the event of any inconsistency between this Offer Document and the Debenture Trust Deed, the provisions of the Offer Document Deed shall prevail.
Roles and responsibilities of Debenture Trustee	As defined in Debenture Trustee Agreement

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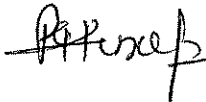
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Governing Laws and Jurisdiction	The NCDs shall be governed by and will be construed in accordance with the Indian law. The Company, the NCDs and Company's obligations under the NCDs shall, at all times, be subject to the directions of the RBI and the SEBI. The courts in Chennai / Mumbai shall have non-exclusive jurisdiction with respect to matters relating to the NCDs.
Arranger to the Issue	Kotak Mahindra Bank Limited
Address of the arranger	27 BKC, 1 st Floor, Plot No. C-27, "G" Block, Bandra Kuria Complex, Bandra (E), Mumbai 400051

For L&T FinCorp Limited



Authorized Signatory

Disclosure of cash flows:

(by way of illustration)

The below mentioned cash flow for the payment of principal and interest amount is calculated on the face value of one Debenture. Any change in the below mentioned data due to unforeseeable circumstances in the future during the tenure of the Debentures would be intimated to Stock Exchange and the Debenture Trustees before effecting the change.

10 Yr Issuance:

Cash Flows	Date	No. of Days in Coupon Period	Amount
1st Coupon	Thursday, March 23, 2017	365	₹ 93,000
2nd Coupon	Friday, March 23, 2018	365	₹ 93,000
3rd Coupon	Monday, March 25, 2019	367	₹ 93,510
4th Coupon	Monday, March 23, 2020	364	₹ 92,492
5th Coupon	Tuesday, March 23, 2021	365	₹ 93,000
6th Coupon	Wednesday, March 23, 2022	365	₹ 93,000
7th Coupon	Thursday, March 23, 2023	365	₹ 93,000
8th Coupon	Monday, March 25, 2024	368	₹ 93,508
9th Coupon	Monday, March 24, 2025	364	₹ 92,745
10th Coupon	Monday, March 23, 2026	364	₹ 92,745
Principal Amount	Monday, March 23, 2026	3,652	₹ 10,00,000
Total			₹ 19,30,000

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