

Date: September 27, 2019

**Acquisition of Alternative Investment Fund Management
Business / Assets of IL&FS Group**

Pursuant to the *Report on Progress and Way Forward* dated October 30, 2018 (“**Report**”) submitted by Infrastructure Leasing & Financial Services Limited (“**IL&FS**”) to the Ministry of Corporate Affairs, Government of India and which, in turn, was filed with the Hon’ble National Company Law Tribunal, Mumbai (Special) Bench (“**NCLT**”), expressions of interest (“**EOI**”) are invited for potential acquisition of IL&FS’ interest(s) (“**Interest(s)**”) in the Alternative Investment Fund (AIF) management business conducted by / assets under management of IL&FS Investment Managers Limited (“**IIML**”). IIML is listed on the National Stock Exchange of India Limited (the “**NSE**”) and BSE Limited (the “**BSE**”).

In context of the same, the investors/ bidders will be offered the opportunity to acquire:

- a. Purchase of 50.42% of the issued and outstanding equity shares of IL&FS Investment Managers Limited (“**IIML**”) owned by IL&FS excluding the Investment Management Agreement pertaining to RE Fund II (“**Option 1**”); or
- b. Purchase of 86.60% of the issued and outstanding equity shares of IL&FS Infra Asset Management Limited (“**IIAML**”), the asset manager of the IL&FS Mutual Fund, an infrastructure debt fund (“**IDF**”), which is registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, and 100% of the issued and outstanding equity shares of IL&FS Infra AMC Trustee Limited (“**IATL**”), which is the trustee company of IDF, from IIML (“**Option 2**”); and / or
- c. Purchase of 355.184241 fully paid-up units having face value of INR 1 million each held by IL&FS Financial Services Limited (“**IFIN**”) in Tara India Fund IV (drawn part of sponsor’s commitment – cost INR 355,184,241) (“**IFIN Tara Units**”), and an irrevocable and unconditional undertaking to contribute to the undrawn sponsor commitment of up to INR 440 million in Tara India Fund IV (“**Option 3**”) and / or
- d. Purchase of 879 fully paid-up units of face value INR 1 million aggregating to INR 1,294 million and purchase of 1,300 partly paid-up units of face value INR 1 million aggregating to INR 910 million (INR 0.7 million multiplied by 1,300 units), held at a current Net Asset Value (“**NAV**”) of INR 1,343 million as of July 31, 2019 by IFIN in IDF (“**IFIN IDF Units Value**”) (“**Option 4**”)

The process being contemplated for a possible sale of Interest(s) is an integral part of the steps outlined in the Report, and are expected to assist the Board of Directors of IL&FS, appointed pursuant to the orders of the NCLT in October 2018 (“**Board**”), in part, in evolving the resolution plan(s) outlined in the Report.

EOIs are sought by the Board from applicants interested in the opportunity. Consummation of any transaction pursuant to the process initiated by this advertisement will be subject to finalization of the transaction structure by IL&FS and receipt of requisite approvals, including, the approval of the Board, approval of the Board of the Directors and shareholders of IIML (as may be required), approvals required under various contracts executed by IIML and /or its subsidiaries and associates and also approvals under applicable law and approval of the NCLT. The Board has engaged **Arpwood Capital Private Limited and JM Financial Limited** to assist in this regard.

Interested parties may refer to www.ilfsindia.com/ad/ for details in relation to the opportunity (including the business / assets that can potentially be acquired), the eligibility criteria, the preliminary teaser, the prescribed format of the EOI and other terms and conditions. Applicants fulfilling the eligibility criteria can submit the EOI in the prescribed format, along with the relevant supporting documents, latest by **5 PM Indian Standard Time on October 11, 2019**.

IL&FS reserves the right to suspend, modify or terminate the process at any time without providing any reasons or incurring any liability to any party.

<http://www.ilfsindia.com>

Size 8 x 17_cm