LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder of Maytas Infra Limited. If you require any clarifications about the action to be taken, you should consult your stockbroker or investment consultant or the Manager/Registrar to the Offer. In case you have sold your Shares, please hand over this Letter of Offer, the accompanying Form of Acceptance cum Acknowledgement (which includes Form of Withdrawal) to the member of the Stock Exchange through whom such sale was effected.

CASH OFFER

Pursuant to the order of the Company Law Board dated August 31, 2009 ("CLB Order") in compliance with Regulation 10 and Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations")

BY

Infrastructure Leasing & Financial Services Limited ("IL&FS" or "Acquirer")

having its registered office at 'The IL&FS Financial Centre', Plot No. C 22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 India
Tel: +91-22-2659 3800; Fax: +91-22-2653 3042

ALONG WITH PERSON ACTING IN CONCERT BEING

IL&FS Financial Services Limited ("IFIN" or "PAC")

having its registered office at 'The IL&FS Financial Centre', Plot No. C 22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 India
Tel: +91-22-2659 3800; Fax: +91-22-2653 3149

TO ACQUIRE

11,783,040 fully paid-up Equity Shares of face value Rs. 10 each representing 20% of the Emerging Voting Capital **("Open Offer")**

OF

Maytas Infra Limited ("MIL"/ "Target Company")

having its registered office at 6-3-1186/5/A, III Floor, Amogh Plaza, Begumpet, Hyderabad 500 016 India
Tel: +91-40-4040 9333; Fax +91-40-2340 1107

AT

Rs. 112.80 (Rupees One Hundred and Twelve and Paise Eighty Only) per fully paid-up equity shares of Rs. 10 each (the "Offer Price") payable in cash

ATTENTION:

a) This Open Offer is being made by the Acquirer pursuant to the Company Law Board order dated August 31, 2009 ("CLB Order"), in compliance with the provisions of Regulation 10 and Regulation 12 of the SEBI (SAST) Regulations for the purpose of change in control and management of the Target Company and substantial acquisition of shares and voting rights.

b) The Equity Shares that are tendered in the Offer may be those held by persons resident outside India, including Overseas Corporate Bodies, if any, holding shares in the Target Company who may be persons not covered by specific provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. The acceptance of Equity Shares in the Offer from aforesaid categories of shareholder is subject to the receipt of the approval, if any, of the Reserve Bank of India ('**RBI**") under the Foreign Exchange Management Act, 1999 and the rules and regulations made there under ("**FEMA**") for the acquisition of Equity Shares by the Acquirer. The Acquirer made an application on September 14, 2009 for the approval of the RBI as aforesaid. RBI vide its letter no. FE.CO.FID.9519/10.21.167/2009-10 dated October 6, 2009 has approved acquisition of Equity Shares from non-resident shareholders, as stated under para 8.1.1 and requires the Acquirer to seek specific prior approval for acquisition of Shares from Overseas Corporate Bodies.

c) The Equity Shareholders who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement ("**PA**") and Letter of Offer ("**LoF**") can withdraw the same upto Wednesday, December 09, 2009 i.e 3 (three) working days prior to the date of the closure of the Offer.

d) If there is any upward revision in the Offer Price prior to or on the last date for revising the Offer Price of Rs.112.80, i.e. Thursday, December 3, 2009, or if the offer is withdrawn, you will be informed by way of another public announcement in the same newspapers where the Public Announcement had appeared. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer.

e) This offer is not conditional on any minimum level of acceptance by the Shareholders.

f) This document has not been filed, registered or approved in any jurisdiction outside India. Recipients of this document resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements.

g) **There has been no competitive bid as on the date of this Letter of Offer.**

h) The Form of Acceptance cum acknowledgement, Form of Withdrawal and Transfer Deed (for shareholders holding physical shares) are enclosed with this Letter of Offer.

i) The PA and the Corrigendum to PA is available on SEBI's website (www.sebi.gov.in) This Letter of Offer alongwith the Form of Acceptance and Form of Withdrawal will also be available on SEBI's website (www.sebi.gov.in) from the date of opening of the Offer, being Wednesday, November 25, 2009.

	MANAGER TO THE OFFER		**REGISTRAR TO THE OFFER**
SBI Capital Markets Limited	SBI Capital Markets Limited 202 Maker Tower 'E', Cuffe Parade, Mumbai – 400 005 **Tel:** +91–22–2217 8300 **Fax:** +91–22–2218 8332/ 6367 **E-mail:** mil.openoffer@sbicaps.com **Contact Person:** Ms. Nitya Venkatesh	KARVY Karvy Computershare Private Limited	Karvy Computershare Private Limited Karvy House, 46, Avenue 4, Street no.1, Banjara Hills, Hyderabad 500 034 **Tel**: +91–40–2331 2454 **Fax**: +91–40–2331 1968 **E-mail**: murali@karvy.com **Contact Person**: Mr. M. Murali Krishna

OFFER OPENS : WEDNESDAY, NOVEMBER 25, 2009	**OFFER CLOSES: MONDAY. DECEMBER 14, 2009**

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Original Schedule	Revised Schedule
Public Announcement Date	Tuesday, September 01, 2009	Wednesday, September 02, 2009
Specified Date*	Friday, September 18, 2009	Friday, September 18, 2009
Last date for a competitive bid	Tuesday, September 22, 2009	Wednesday, September 23, 2009
Date by which individual Letters of Offer will be dispatched to the Shareholders	Saturday, October 10, 2009	Thursday, November 19, 2009
Offer Opening Date	Saturday, October 24, 2009	Wednesday, November 25, 2009
Last date for revising the offer price/number of equity shares	Tuesday, November 03, 2009	Thursday, December 03, 2009
Last date for withdrawal of acceptances by the shareholder	Monday, November 09, 2009	Wednesday, December 09, 2009
Offer Closing Date	Thursday, November 12, 2009	Monday, December 14, 2009
Date by which acceptance/ rejection would be intimated and the corresponding payment for the acquired equity shares and/or the share certificates for the rejected/ withdrawn equity shares will be dispatched and/or credited to the beneficiary account in case of dematerialised equity shares	Friday, November 27, 2009	Tuesday, December 29, 2009

* Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Shares of the Target Company (except the Acquirer and the PAC) are eligible to participate in the Offer anytime before the closure of the Offer.

Note: Duly signed Application and delivery instruction/transfer deed should be dispatched to the Registrar to the Offer at their office to reach not later than 3.00 pm on Monday, December 14, 2009.

RISK FACTORS

I. Relating to the Offer

i. In the event that either (a) the statutory approvals as stated in para 8.1 of this Letter of Offer are not received; or (b) there is any litigation leading to a stay on the Offer; or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer or may have to be withdrawn. Consequently, the payment of consideration to those Shareholders of the Target Company whose Equity Shares have been accepted in the Offer as well as the return of those Equity Shares not accepted by the Acquirer may be delayed. Further, as per Regulation 22(12) of the SEBI (SAST) Regulations, in case the acquirer is unable to make the payment to the shareholders, who have accepted the Offer, before fifteen days from the date of closure of the Offer due to non-receipt of statutory approval(s), SEBI may, if satisfied, that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer/PAC, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the Shareholders of the Target Company, who have validly tendered their Equity Shares under the Offer. Equity Shares of the Target Company tendered in the Offer shall be held in trust for IL&FS and shall lie to the credit of special depository account until the completion of the Offer formalities.

ii. Further, the Shareholders should note that after the last date of withdrawal i.e. Wednesday, December 09, 2009, the Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered Shares and documents would be held by the Registrar to the Offer in trust for the Acquirer, till such time the process of acceptance of tenders, the payment of consideration and other Offer obligations are completed.

iii. The Shares tendered in the Offer will be held in trust for the Acquirer, by the Registrar to the Offer till the completion of the Offer formalities and the Shareholders will not be able to trade in such tendered Shares. During such period there may be fluctuations in the market price of the Shares. The Acquirer / PAC make no assurance with respect to the market price of the Shares that would prevail both during the Offer period and after completion of the Offer and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

iv. If the number of Shares of the Target Company assented to the Offer exceeds the Offer Size, then the Acquirer shall accept Shares assented to the Offer, in accordance with Regulation 21(6) of the SEBI (SAST) Regulations, i.e. on a proportionate basis, to be decided in a fair and equitable manner, in consultation with the Manager to the Offer, irrespective of whether the tendered Shares are in physical or dematerialized form.

II. Relating to the Open Offer

v. The Open Offer is subject to completion risks which include the receipt of the statutory / regulatory approvals mentioned in para 8.1 of this Letter of Offer as would be applicable to similar transactions.

III. Relating to the Acquirer

vi. The Acquirer is making this Offer pursuant to the CLB Order dated August 31, 2009. The Acquirer can only act in accordance with the terms of the CLB Order as the CLB, in terms of the Companies Act, 1956, has several powers to direct the actions of MIL, including the power to appoint directors on the Board of MIL, approve changes in the Board of Directors of MIL, issue such directions as it may consider necessary or appropriate in regard to its affairs and to that extent, the actions of the Acquirer in relation to MIL may be restricted.

vii. The Acquirer’s objective of improving the financial position of Maytas Infra Limited may or may not be realized. The extent to which the Acquirer is able to achieve its goals may have a positive or negative effect on the future prices of shares, which should be considered by the Shareholders as they evaluate the Offer Price and the Offer. Acquirer/PAC makes no assurance with respect to the future financial performance of the Target Company.

IV. Others

viii. The Acquirer, the PAC and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer/PA and anyone placing reliance on any other source of information (not released by the Acquirer, the PAC or the Manager to the Offer) would be doing so at his/her/their own risk.

ix. The risk factors set forth above pertain to the acquisition and the Offer and not in relation to the present or future business or operations of MIL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of MIL are advised to consult their stockbroker or investment consultant, if any, for further risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this Letter of Offer, reference to Rs./INR is to Indian Rupees and references to “Singapore $” is to Singapore Dollar, references to “GBP” is to Pound Sterling.

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1. DEFINITIONS

Acquirer/ IL&FS	Infrastructure Leasing & Financial Services Limited
ADIA	Abu Dhabi Investment Authority
Balance Shares	13,245,126 equity shares of pledged MIL shares aggregating to 22.51% of the paid-up capital, to be transferred to IL&FS upon completion of the Open Offer formalities
Board	Board of Directors
Borrowers	Harangi Agro Farms Private Limited and Narayanadri Greenfields Private Limited
BOT	Build-Operate-Transfer
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
CLB	Hon'ble Company Law Board
CLB Order	The order passed by the Hon'ble Company Law Board dated August 31, 2009 vide order no. C.A. no: 431 of 2009 as detailed in para 3.1.1 of this Letter of Offer
Companies Act	Companies Act, 1956
DLoF	Draft Letter of Offer
DP	Depository Participant
Depositories	CDSL and NSDL
Eligible Person(s) for the Offer	All owners (registered or unregistered) of Shares of Maytas Infra Limited (except Acquirer and PAC) anytime prior to the closure of the Offer.
Emerging Voting Capital	The total emerging voting capital of the Target Company being 58,915,182 equity shares of the face value of Rs.10 each considering options granted as per the employee stock option schemes of 2007 and 2008 and assuming exercise of all vested options.
ESOP	Employee Stock Option Plan
Facility	Financing facilities sanctioned by IFIN to the Borrowers as described in para 3.1.2
FEMA	Foreign Exchange Management Act, 1999 as amended
Form of Acceptance	Form of Acceptance-cum-Acknowledgement attached with this Letter of Offer
IL&FS	Infrastructure Leasing & Financial Services Limited
IFIN	IL&FS Financial Services Limited
Investsmart Financial	Investsmart Financial Services Limited
ITCL	IL&FS Trust Company Limited
GOI	Government of India
Government Directors	CLB nominees on the Board of MIL as described in para 3.1.6
HUF	Hindu Undivided Family
Letter of Offer/LOF	The Letter of Offer dated November 17, 2009 dispatched to the Shareholders of the Target Company
Manager to the Offer / SBICaps	SBI Capital Markets Limited, the merchant banker appointed by the Acquirer pursuant to Regulation 13 of the SEBI (SAST) Regulations, having its registered office at 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 India
Maximum Consideration	The maximum consideration payable under the Offer (assuming full subscription) being Rs. 1,329.13 mn
MIL / Target Company	Maytas Infra Limited, having its registered office at 6-3-1186/ 5/ A, III Floor, Amogh Plaza, Begumpet, Hyderabad 500 016 India
Mn	Million (1 Million = 10 lacs)
NSDL	National Securities Depository Limited

NSE	National Stock Exchange of India Limited
Offer	The Offer for the acquisition by IL&FS along with IFIN acting as PAC of 11,783,040 fully paid up Shares of Rs. 10 each, forming 20% of the Emerging Voting Capital of the Target Company as set out in this Letter of Offer
OCB	Overseas Corporate Bodies as defined in the Foreign Exchange Management [Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)] Regulations, 2003
Offer Period	November 25, 2009 to December 14, 2009
Offer Price	Rs. 112.80 (Rupees One Hundred and Twelve and Paise Eighty only) per equity share of Rs. 10 each
Offer Size	The Offer for the acquisition of 11,783,040 fully paid up Shares of Rs. 10 each at a price of Rs. 112.80 per equity share aggregating to Rs. 1,329.13 million as set out in this Letter of Offer
PAC / IFIN	Persons acting in concert with the Acquirer, being IL&FS Financial Services Limited
Paid up Equity Share Capital of the Target Company	58,850,856 fully paid-up Equity Shares of Rs. 10 each aggregating to Rs. 588.51 million
Promoters of MIL	The following persons/ entities collectively referred to as Promoters of MIL: a. Mr. B Teja Raju b. Veeyes Investments Private Limited c. SNR Investments Private Limited Pursuant to the CLB Order, IL&FS has been nominated as the new promoter of MIL and post Open Offer formalities the above persons/entities shall be erstwhile promoters.
Pledgees	IFIN, IL&FS Trust Company Limited and Investsmart Financial Services Limited
Public Announcement / PA	Announcement of the Offer published on September 2, 2009 made by the Manager to the Offer on behalf of the Acquirer and the PAC to the Shareholders of the Target Company
RBI	Reserve Bank of India
Registrar / Registrar to the Offer / Karvy	Karvy Computershare Private Limited
Satyam	Satyam Computer Services Limited
SEBI	Securities and Exchange Board of India
Security	Pledge over 21,778,500 shares of MIL created for the Facility as described in para 3.1.2
Share(s) or Equity Shares	Fully paid-up equity shares of face value of Rs. 10 each of Maytas Infra Limited
Shareholders	Holders of Equity Shares of Maytas Infra Limited
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (SAST) Regulations/ Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
Specified Date	Friday, September 18, 2009
Stock Exchanges	BSE and NSE
Trustee	SBICAP Trustee Company Limited
w.e.f.	With effect from

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MAYTAS INFRA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PAC OR THE TARGET COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, SBI CAPITAL MARKETS LIMITED, HAS SUBMITTED A DUE-DILIGENCE CERTIFICATE DATED SEPTEMBER 15, 2009 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER”.

FORWARD LOOKING STATEMENTS

Certain statements in this Letter of Offer are not historical and may constitute forward-looking statements reflecting financial performance. When used in this Letter of Offer, words such as “estimate”, “intend”, “expect”, “will”, “may”, “anticipate”, and similar expressions are intended to identify forward looking statements – which are, by their very nature, not guarantees of future operational or financial performance and are subject to risks and uncertainness. Forward-looking statements are based on management’s beliefs and opinions on the date the statements are made. Actual results may differ from these estimates, beliefs and opinions.

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. This Open Offer by IL&FS along with IFIN is being made pursuant to the CLB Order dated August 31, 2009, in compliance with Regulation 10 and Regulation 12 and other applicable provisions of the SEBI (SAST) Regulations. The salient features of the CLB Order are:

- i) IL&FS shall be the new promoter of MIL with immediate effect.
- ii) IL&FS which holds 14.50% equity shares *(currently held by IFIN, which is acting as a PAC)*, shall foreclose its rights on 22.51% equity shares and thus shall hold 37.01% shares in MIL.
- iii) IL&FS shall make a PA in terms of SEBI (SAST) Regulations.
- iv) IL&FS shall appoint four of its nominees including the Chairman on the Board of Directors of MIL and will be in control of the management of the affairs of MIL.
- v) At the choice of the Central Government, two of the four CLB nominees appointed by the Central Government in terms of order dated March 5, 2009, shall continue as directors for a period of two years with the same immunity granted as per the order dated March 5, 2009.
- vi) Within a period of three months, IL&FS will bring in upto Rs.55 crore as liquidity support to MIL.
- vii) IL&FS shall, for a period of not less than two years, hold a minimum of 26% shares in MIL and shall keep management control of MIL during the period.

As on the date of this LOF, IL&FS has acted upon the aforesaid matters listed under i) to v). As stated under point vi) above, in terms of the CLB order, IL&FS is considering various options to bring in the liquidity support including sanction of a Term Loan of Rs. 55 crore to MIL.

3.1.2. IFIN had loan exposure under certain financing facilities (collectively the "Facilities") aggregating to Rs 2,450 mn to (a) Harangi Agro Farms Private Limited (Rs. 2,250 mn) and (b) Narayanadri Greenfields Private Limited (Rs. 200 mn) (collectively referred to as "Borrowers"). To secure the due repayment of the aforesaid Facilities, *inter alia* various parties had created a pledge over 21,778,500 shares of MIL (the "Security") in favour of IFIN, IL&FS Trust Company Limited ("ITCL") (held for the benefit of IFIN) and Investsmart Financial Services Limited ("Investsmart Financial") (held as a representative of IFIN). As per the terms of the Facility agreement, in case of the value of security cover being insufficient, it had to be replenished by the Borrowers with top-up of shares of MIL/ Satyam Computer Services Limited ("Satyam"), as the case may be or by way of cash. Accordingly, the Borrower pledged shares of Satyam when the security cover was inadequate due to fall in price of MIL shares. Details of the Facilities are as under:

Borrower	Sanctioned Facility	Security placed through pledge of MIL Shares	Pledgee
Harangi Agro Farms Private Limited	Rs. 245 million Term Loan	2,177,800	IFIN
Harangi Agro Farms Private Limited	Rs. 755 million Term Loan	6,711,201	IFIN*
Harangi Agro Farms Private Limited	Rs. 800 million Non-convertible debentures	7,111,500	ITCL**
Narayanadri Greenfields Private Limited	Rs. 200 million Non-convertible debentures	1,778,000	ITCL**
Harangi Agro Farms Private Limited	Rs. 450 million Term Loan	3,999,999	Investsmart Financial***
Total	**Rs. 2,450 million**	**21,778,500**	

* This facility was initially advanced by IL&FS and was transferred alongwith the security to IFIN pursuant to the Scheme of Arrangement approved by the Hon'ble High Court, Mumbai vide order dated April 11, 2008.

** ITCL held Shares as a debenture trustee for the Non-Convertible Debentures issued by Harangi Agro Farms Private Limited.

*** This facility was initially advanced by Investsmart Financial and was assigned alongwith the underlying securities in favour of IFIN vide a deed of assignment dated January 9, 2009. Investsmart Financial continued to hold such Shares as a representative of IFIN.

3.1.3. Post events involving Satyam and MIL in December 2008, the share price of Satyam and MIL plummeted on December 17, 2008 leading to a significant shortfall in security cover. Given the consistent shortfalls in security cover post December 16, 2008 and failure of Borrowers to meet its interest and principal obligations in November 2008 and December 2008, IFIN exercised its right to terminate the Facilities. Subsequently, IFIN undertook various steps for the recovery of the outstanding amounts including issuing notice u/s 434(1)(a) of the Companies Act, 1956 dated December 24, 2008 to the Borrowers for the repayment of the entire outstanding amount and further notices for invoking the Security and also initiating legal action against the Borrowers.

3.1.4. Due to the non-payment of outstanding amount within the notice period, part of the pledge aggregating 8,533,374 equity shares of MIL was invoked on March 26, 2009, at a price of Rs. 34.40 per equity share (being the highest of the closing market prices on the Stock Exchanges as on March 26, 2009). An amount of Rs 293.55 mn, owing to such invocation of pledged shares, was appropriated towards part payment of the outstanding loan accounts of the Borrowers. The existing shareholding of IFIN in MIL is 8,534,374 Shares which includes 1,000 Shares that were purchased from the open market on January 15, 2009 at a price of Rs. 123.30 per Equity Share. Accordingly, IFIN holds 14.50% of the paid up equity capital of MIL.

3.1.5. On or about January 2009, due to certain extraneous facts and circumstances relating to Satyam, MIL suffered great loss of confidence of various stakeholders as the promoter directors of MIL and Satyam are from the same family.

3.1.6. Owing to such extraordinary circumstances, the Union of India through the Deputy Director, Ministry of Corporate Affairs, filed a petition before the CLB (Company Petition No. 3 of 2009) under Sections 388B, 397, 398, 401, 402, 403 read with Section 406 and 408 of the Companies Act against MIL, its management and others on the ground that the affairs of MIL had not been conducted in a manner prudent with transparent commercial practices and there is negligence and violation of laws. On March 5, 2009, the CLB passed an interim order appointing 4 nominees of the CLB on the board of directors of MIL who were to be appointed by the Union of India ("Government Directors").

3.1.7. The reconstituted Board of MIL undertook various steps to revive and strengthen the operations of the MIL including getting a CDR Scheme approved by the financial institutions. The Board of MIL constituted specialised committees to monitor key areas which merited urgent attention such as execution of projects in hand, recoveries from customers, restructuring of bank loans, manpower planning and handling of legal suits.

3.1.8. The Board of MIL held meetings with major stakeholders of MIL such as IL&FS, ICICI Bank, State Bank of India and IDBI Bank regarding affairs of MIL to finalise the way forward. These stakeholders were of the view that a change in the existing promoters was required to restore the credibility of MIL and bring in necessary funds.

3.1.9. IL&FS vide its letter dated August 27, 2009 proposed to the Board of MIL to acquire management control and support & rehabilitate the operations of MIL, subject to the approval of CLB. Having regard to the financial and technical capabilities of IL&FS in the infrastructure spectrum, the Board of MIL in its meeting held on August 31, 2009, opined that the said proposal would be in the best interests of MIL, its Shareholders, lenders and all other stakeholders. Hence the Board of MIL, forwarded the proposal to the CLB and sought approval for induction of IL&FS as the new promoter for MIL, since the offer could not be acted upon or accepted by the Board of MIL unless approved by the CLB.

3.1.10. The CLB passed an order on August 31, 2009, accepting the proposal made by IL&FS with respect to the change in management control of MIL as per the CLB Order as described in para 3.1.1.

3.1.11. The Committee of Directors of the Acquirer passed a circular resolution dated August 31, 2009 to implement the CLB Order.

3.1.12. Accordingly, IL&FS made an offer to IFIN to acquire 13,245,126 equity shares of MIL aggregating to 22.51% of the paid-up capital ("Balance Shares"), which was a part of the residual security (as described in para 3.1.2 held in favour of IFIN, for a consideration of Rs. 1,494.05 mn at a price of Rs. 112.80 per share. The proposal from IL&FS was accepted by IFIN and accordingly, on August 31, 2009, IFIN exercised its power of sale/invoked its pledge over the Balance Shares. The Balance Shares are to be transferred to IL&FS upon completion of the Open Offer formalities, pending which these Balance Shares have been transferred under the instructions of IFIN to an Escrow Account held by SBICAP Trustee Company Limited ("Trustee").

3.1.13. Subsequent to the appropriation of amount realised from invocation of Pledged Shares, IFIN was able to recover an amount of Rs. 2,208.20 mn and thereby reduce the amount outstanding from the Borrowers to Rs. 345.8 mn. Following is the reconciliation of the loan facilities sanctioned by IFIN and extended to the Borrowers

Particulars	**Rs mn**
Total number of pledged shares of MIL with IFIN*	21,778,500
Reconciliation of sanctioned loan amount	
Total loan sanctioned	2,450.0
Less: Principal repayment as on December 2008	225.0
Less: Appropriation from invocation of Satyam shares during January 2009**	420.6
Add: Interest and other dues accrued upto August 31, 2009	329.0
Total	**2,133.4**
<u>Less: Appropriation from invocation of MIL Shares</u>	
Invocation of 8,533,374 MIL Shares at Rs. 34.4 per share (being the highest of the closing market prices on the Stock Exchanges as on March 26, 2009)	293.6
Invocation of 13,245,126 MIL shares at Rs. 112.8 per share (based on the higher closing market price of equity shares on August 31, 2009) pursuant to the CLB order dated August 31, 2009	1,494.1
Total appropriation from pledged MIL shares	**1,787.6**
Amount outstanding as on August 31, 2009	**345.8**

*Includes 3,999,999 shares of MIL pledged in favour of IFSL as a representative of IFIN for the Term Loan of Rs 450 mn
**This amount was appropriated from the sale of Satyam shares that were pledged with, and subsequently invoked by, IFIN and its associates as security against the above Facilities and other loan facilities sanctioned by IFIN and its associates.

IFIN vide their letter dated September 4, 2009 has written to the Borrowers regarding the amount apportioned against the sale of pledged shares and also about the balance amount outstanding from them.

On September 24, 2009, an amount of Rs. 22.98 mn was appropriated post invocation of 196,900 shares of Satyam at a price of Rs. 116.70 per share, being the prevailing market price on that date. These shares were held by IFSL as a representative of IFIN.

The balance loan outstanding on the books of IFIN, as on September 30, 2009, is Rs 328.11 mn that includes Rs. 5.3 mn towards interest and other dues accrued during September 1, 2009 to September 30, 2009. Given that legal actions were already initiated for the entire outstanding amounts, the relevant proceedings will need to be amended to reflect the reduced outstanding amount. IFIN is in the process of filing the necessary amendments and will be proceeding with the recovery in the ordinary course.

3.1.14. Pursuant to the transfer of Balance Shares, the Acquirer along with the PAC would hold 21,779,500 equity shares of MIL, forming 37.01% of the paid up equity share capital of MIL, and would comprise 36.97% of the Emerging Voting Capital, as defined in para 3.2.2. and described in detail in para 6.4.

3.1.15. None of the Acquirer, PAC or Target Company has been prohibited by SEBI from dealing in securities under directions issued pursuant to Section 11B of Securities Exchange Board of India Act, 1992 or under any of the regulations made under the SEBI Act.

3.2. Details of the proposed offer

3.2.1. In accordance with the Regulation 15(1) of the SEBI (SAST) Regulations, the Acquirer issued a Public Announcement on September 2, 2009 which was made in the following newspapers:

Publication	Language	Date	Editions
Financial Express	English	September 2, 2009	All Editions*
Jansatta	Hindi	September 2, 2009	All Editions**
Andhra Prabha	Telugu	September 2, 2009	Hyderabad Edition

** Financial Express, Gujarati edition at Ahmedabad, carried the PA on September 3, 2009*
*** Jansatta - Lucknow edition and Chandigarh edition carried the PA on September 3, 2009*

A corrigendum to PA, dated November 17, 2009, was issued in the aforesaid newspapers (The Public Announcement and corrigendum to PA are also available at the SEBI website, www.sebi.gov.in)

3.2.2. The existing issued and fully paid-up equity share capital of MIL consists of 58,850,856 equity shares of face value of Rs. 10 each. MIL has granted options under employee stock option scheme in 2007 and 2008. 64,326 options have been vested as on October 31, 2009. In terms of Regulation 21 (5) of SEBI (SAST) Regulations, the voting rights at the expiration of 15 days after the closure of the Open Offer would be 58,915,182 equity shares ("Emerging Voting Capital").

3.2.3. Pursuant to the Offer, the Acquirer proposes to acquire 11,783,040 fully paid-up equity shares of face value of Rs. 10 each of the Target Company forming 20% of the Emerging Voting Capital of the Target Company at Rs. 112.80 for each fully paid-up equity share ("Offer Price") paid in cash and subject to the terms and conditions mentioned hereinafter in the Letter of Offer aggregating to Rs. 1,329.13 mn ("Offer Size").

3.2.4. There are no partly paid-up shares of the Target Company as on September 1, 2009.

3.2.5. This is not a competitive bid. As of the date of this Letter of Offer, there has been no competitive bid. If there is a competitive bid, the public offers under all the subsisting bids shall close on the same date.

3.2.6. The Offer is not conditional upon any minimum level of acceptance i.e. IL&FS will acquire all the fully paid-up Shares of the Target Company that are validly tendered by the Shareholders in terms of the Offer 11,783,040 Shares representing in the aggregate 20% of the Emerging Voting Capital, subject to the conditions specified in this Letter of Offer. In case the number of Shares validly tendered in the Offer is more than the Shares to be acquired in the Offer, the acquisition of Shares from each Shareholder will be, as per the provisions of Regulation 21(6) of the SEBI (SAST) Regulations, on a proportionate basis in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot. As the Shares trade in compulsorily dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is one (1).

3.2.7. In terms of the CLB Order, the Acquirer has appointed following four (4) nominee directors on the Board of MIL on September 29, 2009, which is after a period of twenty one (21) days from the date of PA in terms of Regulation 22(7): Mr. Ravi Parthasarathy (Chairman, IL&FS), Mr. Hari Sankaran (MD & CEO, IL&FS), Mr. Arun K Saha (Joint Managing Director, IL&FS) and Mr. K Ramchand (MD, IL&FS Transportation Networks Limited). Mr. Ravi Parthasarathy has been appointed as the Chairman of the Board of MIL.

3.2.8. Due to the operation of Regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, there could be person (s) deemed to be acting in concert with the Acquirer/ PAC. However, they are not acting in concert with the Acquirer for the purpose of this Open Offer.

3.2.9. The equity shares of the Target Company will be acquired by the Acquirer under the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto.

3.2.10. The Manager to the Offer does not hold any equity shares in the Target Company as at the date of PA and this Letter of Offer. The Manager to the Offer will not deal with the equity shares of the Target Company until the expiry of fifteen days from the date of Closure of the Offer.

3.2.11. Except as stated under para 3.1.4, the Acquirer and the PAC do not hold any equity shares in MIL as on the date of this Letter of Offer. None of the directors of the Acquirer and PAC, except as stated in para 4.1.5, have acquired any equity shares in the Target Company during the 12 month period prior to the date of the PA and from the date of PA till the date of this Letter of Offer.

3.2.12. The Acquirer shall accept locked-in shares, if any, under the Offer subject to the continuation of the residual lock-in period in the hands of the Acquirer.

3.2.13. As the Offer Price cannot be revised during seven working days prior to the date of closure of this Offer, it would, therefore, be in the interest of Shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly. In case the Offer Price is revised, the same shall be given to all Shareholders who validly tender their shares anytime during the Offer.

3.2.14. The Letter of Offer is being sent to those Shareholders of the Target Company (other than the Acquirer and the PAC) whose name appeared in the register of members of the Target Company and on the record of the Depositories at the close of business hours on September 18, 2009, being the Specified Date, as required under the SEBI (SAST) Regulations.

3.2.15. The Acquirer and /or PAC may purchase additional equity shares of the Target Company from the open market or through negotiations or otherwise, after the date of the PA in accordance with the Regulation 20(7) of SEBI (SAST) Regulations. Accordingly, the highest price paid for such acquisition shall be payable for all acceptances received under the Offer. No acquisitions shall be made by the Acquirer during the last seven working days prior to the closure of the Offer.

3.2.16. If the Acquirer and /or PAC acquire any Shares in terms of Regulation 20(7) of SEBI (SAST) Regulations, from the open market or through negotiations or otherwise, details of such acquisition will be disclosed by the Acquirer and PAC within 24 hours of such acquisition to the stock exchanges where the equity shares of the Target Company are listed and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI (SAST) Regulations.

3.3. OBJECTS OF THE OFFER

3.3.1. This Offer is being made pursuant to the CLB Order which inter alia requires (i) IL&FS to be the new promoter of MIL with immediate effect; and (ii) IL&FS which holds 14.50% shares (through IFIN), to foreclose its rights on 22.51% shares and thus shall hold 37.01% shares in MIL; and (iii) IL&FS to appoint four nominee directors (including the Chairman) on the Board of directors of MIL. Accordingly, the purpose of this Offer is a change in control and management and a substantial acquisition of shares and voting rights.

3.3.2. MIL operates in the construction space and is also engaged in implementation of infrastructure projects. Its activities encompass irrigation & water, road, railways, building & structures, oil & gas, power & power transmission. MIL's portfolio of BOT projects are at various stages of implementation and are spread across various infrastructure areas viz energy, road, airports, maritime and railways.

3.3.3. IL&FS is one of the leading infrastructure companies engaged in the business of commercialisation of infrastructure projects. IL&FS has built up institutional expertise to manage construction contracts and to conceptualise, develop, build and operate BOT projects across diversified sectors. It has the ability to deploy suitable technical and managerial personnel to supervise implementation of infrastructure projects. Through this transaction, the Acquirer proposes to strengthen MIL's operations through a series of measures including bidding jointly for infrastructure projects, arranging liquidity support, reviving relationships with various stakeholders and mobilizing fresh capital.

3.3.4. Pursuant to the appointment of IL&FS nominees on the Board of MIL and substantial acquisition of equity shares, IL&FS will be in control of the management of the Target Company. On completion of the Offer, assuming full acceptance, the Acquirer, together with PAC, will hold 33,562,540 equity shares, in the aggregate 57.03% of the equity share capital of the Target Company and 56.97% of the Emerging Voting Capital of the Target Company.

4. BACKGROUND OF THE ACQUIRER AND PAC

4.1. Infrastructure Leasing and Financial Services Limited ("IL&FS")

4.1.1. IL&FS is a company incorporated on September 3, 1987, under the Companies Act. Its CIN is U65990MH1987PLC044571.

4.1.2. Details in respect of IL&FS are set forth in the table below:

Address of the Registered Office and Corporate Office	'The IL&FS Financial Centre', Plot No C 22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, India; Tel: +91-22-2659 3800; Fax: +91-22-2653 3042
Listing Status	Equity shares are not listed on any stock exchange
Promoters / Person having Control	Initially promoted by the Central Bank of India, Housing Development Finance Corporation Limited ("HDFC") and erstwhile Unit Trust of India ("UTI"). Over the years, IL&FS has broad-based its shareholding and the current institutional shareholders include Life Insurance Corporation of India, State Bank of India, ORIX Corporation,

	and Abu Dhabi Investment Authority ("ADIA"). Presently, IL&FS is a professionally managed company.
RBI registration number	B-13.01015 dated September 16, 1998 RBI has not issued any show cause notices nor initiated any prosecutions against IL&FS till date.
Relationship with PAC	IFIN is a wholly owned subsidiary of IL&FS
Primary Business and Experience	IL&FS is a premier institution engaged in the business of commercialization of infrastructure projects and providing a wide range of financial solutions to the private, public and joint sectors. In the infrastructure space, IL&FS has significant experience and expertise in the area of project development, project structuring, project monitoring & construction, administration and operations. In the financial services space, IL&FS provides a wide spectrum of services including corporate finance, investment banking, asset management, security trustee services and depository services. IL&FS has been in this business since the past two decades.
Compliance with applicable provisions of Chapter II of the SEBI (SAST) Regulations / other applicable regulations under the SEBI Act, 1992	IL&FS has not held/acquired any Shares of the Target Company since inception till the date of the Letter of Offer.
Authorised Capital	Rs. 3,000 mn authorised capital comprising of Rs. 1,500 mn equity share capital (consisting of 150 mn equity shares having a face value of Rs. 10 per share) and Rs 1,500 mn preference share capital (consisting of 15 mn preference shares having a face value of Rs. 100 per share).
Issued and Paid-up Capital	Rs. 1,108.20 mn consisting of 110.82 mn fully paid-up equity shares each of a value of Rs. 10 per equity share. Rs. 1.36 mn consisting of 1.36 mn partly-paid up equity shares.

4.1.3. Pursuant to an arrangement between IL&FS and IFIN vide the letter dated August 31, 2009, IL&FS made an offer to purchase Balance Shares i.e., 13,245,126 shares of MIL, at a price of Rs. 112.80 per Equity Share (the closing price of the Shares on BSE on August 31, 2009). This offer was accepted by IFIN. Accordingly, on August 31, 2009, IFIN exercised its power of sale / invoked its pledge over the Balance Shares. The Balance Shares are to be transferred to IL&FS upon completion of Open Offer formalities in accordance with SEBI (SAST) Regulations. Till such time, the said Shares shall be held in escrow by the Trustee as per the escrow agreement entered into by IL&FS, IFIN, and SBICAP Trustee Company Limited on August 31, 2009.

4.1.4. As on September 1, 2009, the shareholding pattern of IL&FS was as follows:

(A) <u>For fully paid-up equity shares</u>

Sl. No.	Name of shareholder	No. of shares (of Rs. 10 each)	% shareholding
1	Life Insurance Corporation of India	27,986,818	25.25
2	ORIX Corporation, Japan	25,542,452	23.05
3	Housing Development Finance Corporation Limited	14,049,500	12.68
4	Abu Dhabi Investment Authority	13,653,417	12.32
5	Central Bank of India	9,843,386	8.88
6	State Bank of India	8,237,967	7.43
7	IL&FS Employees' Welfare Trust & Others	10,560,873	9.54
8	UTI-Unit Linked Insurance Plan – UTI Asset Management Co Pvt Ltd	946,000	0.85
	Total	**110,820,413**	**100.00**

(B) <u>For partly paid-up equity shares</u>

Sr No.	Name of shareholder	No. of shares (of Rs. 10 each)	%
1	IL&FS Employees Welfare Trust*	1,362,912	100.00

* Equity Shares of Rs. 10 each were allotted on June 30, 2009 at a premium of Rs. 191.44 per shares to IL&FS Employees' Welfare Trust (IL&FS EWT). IL&FS EWT has paid Re. 1 per share on first call in respect of these shares.

4.1.5. As on September 1, 2009, the Board of Directors of IL&FS comprised of the following persons:

Sr No.	Name and Designation	Residential Address	Date of Appointment	Educational Qualification
1	Mr. Ravi Parthasarathy Chairman	1201/1202 Vinayak Angan, Old Prabhadevi Road, Prabhadevi, Mumbai – 400 025	July 6, 1989	B.Sc., MBA
2	Mr. Hari Sankaran Managing Director and CEO	29B Carter Road Bandra (West) Mumbai – 400 050	June 16, 1998	M.A., M.Sc.
3	Mr. Arun K Saha Joint Managing Director	601/602 Green Acres 61-B, Pali Hill, Nargis Dutt Road, Bandra (West), Mumbai–400050	February 1, 1995	M.Com., ACA, ACS
4	Mr. D K Mehrotra	A-1, Jeevan Jyot Setalwad Lane, Napean Sea Road, Mumbai – 400 006	May 2, 2006	B.Sc (Honours)
5	Mr. Sushobhan Sarker	61 Jeevan Akash Forjet Hill, Tardeo Mumbai – 400 036	January 31, 2007	B.Sc (Hons), Diploma in Management Studies, MFM
6	Mr. Yoshihiko Miyauchi*	5-5-7, Higashigotanda Shinagawa ku, Tokyp Japan – 1410022	March 23, 1993	Bachelor of Commerce & MBA

7	Mr. Makoto Inoue*	2-12-27-502 Shimotoda, Toda-shi Saitama 335-0011, Japan	April 22, 2009	Bachelor of Law
8	Mr. Keki M Mistry	Hasmukh Mansion Flat No. 702/703, 7th floor, 39, Chitrakar Dhurandar Marg, 14th Road Junction, Khar (West), Mumbai–400052	February 1, 2001	B.Com, CA
9	Mr. Sanjeev Doshi	P.O.Box : 3600, AUH Abu Dhabi United Arab Emirates	July 11, 2008	CFA
10	Mr. Ramnath Pradeep	163-A, Jolly Maker Apartment-1, 16th Floor, Cuffe Parade, Colaba, Mumbai – 400 005	April 22, 2009	M.A. (Econ), LLB
11	Mr. Santosh Balachandran Nayar	C-7, Kinellan Tower 100-A, Napean Sea Road, Malabar Hill Mumbai – 400 006	May 5, 2008	B.Com (Hon), CAIIB
12	Mr. S B Mathur	A 10/10 Vasant Vihar Off – Poorvi Marg New Delhi – 110 057	January 30, 2005	B.Com, FCA, ICWA
13	Mr. R C Bhargava	220, Sector 15-A Noida, Dist : Ghaziabad UP – 201301	August 20, 1990	M.Sc., MA (Dev. Economics), IAS
14	Mr. Gopi K Arora**	House No. 181, Sector – 15A Dist : Gaziabad Noida – 201 301	July 7, 2004	MA (History), IAS
15	Mr. Michael Pinto	405, Shalaka Maharshi Karve Road Opp. Cooperage Football Ground, Mumbai 400 021	July 7, 2004	BA, MA, Master of Public Admn., IAS

* Mr. Hideo Ichida is an alternate Director for Mr. Makoto Inoue and Mr. Makoto Shioda is an alternate Director for Mr. Yoshihiko Miyauchi

** Mr Gopi Arora passed away on November 5, 2009

Notes:

(1) None of the above mentioned directors, other than Mr. R.C.Bhargava who owns 10,000 shares of MIL, is a beneficial owner of Shares

(2) Except for Mr. Yoshihiko Miyauchi, Mr. Makoto Inoue, Mr. Hideo Ichida and Mr. Makoto Shioda, who are Japanese nationals, all directors are citizens of India.

(3) As on date of the PA, none of the directors of IL&FS are on the Board of the Target Company. However, in terms of the CLB Order, the Acquirer has appointed three (3) of the above as nominee directors on the Board of MIL on September 29, 2009 as mentioned in para 3.2.7.Pursuant to their appointment, the aforesaid directors shall not participate in any matters concerning or relating to the Open Offer in compliance with Regulation 22(9) of SEBI (SAST) Regulations.

4.1.6. Brief details in respect of the experience of various members of the Board of Directors of IL&FS is as follows:

Mr. Ravi Parthasarathy, Chairman of IL&FS, holds a Masters Degree in Business Administration from the Indian Institute of Management, Ahmedabad. Mr. Parthasarathy joined IL&FS in 1987 as President & Chief Executive Officer and was appointed as Managing Director in 1989. He was elevated as Vice Chairman & Managing Director in 1994, as Chairman & Managing Director in November 2004, and as Chairman in May 2006.

Mr. Hari Sankaran, Managing Director & CEO of IL&FS, holds a Masters Degree in Economics. Mr. Sankaran joined IL&FS as Chief Economist and was subsequently appointed as Manager of the Delhi Branch in 1993. Mr. Sankaran was appointed as Executive Director (Infrastructure) in 1998. He was elevated as Joint Managing Director in July 2004 and subsequently as Managing Director in May 2006. Mr. Sankaran has been the Managing Director & Chief Executive Officer of IL&FS since May 2, 2007.

Mr. Arun K Saha, Joint Managing Director, joined IL&FS as Assistant Vice President (Finance) in 1988 and later was entrusted additional responsibility as Company Secretary. He holds a Masters Degree in Commerce and is an Associate Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He was appointed as Executive Director of IL&FS in February 1995 and was subsequently elevated as Deputy Managing Director in May 2006. Mr. Saha has been designated as Joint Managing Director since May 2, 2007.

Mr. D K Mehrotra is the Managing Director of Life Insurance Corporation of India (LIC). He is a Science Graduate from the University of Patna. Mr. Mehrotra has occupied several pivotal positions in LIC. He joined the Board of IL&FS in May 2006 as a nominee of LIC.

Mr. Sushobhan Sarker is the Director of LIC Mutual Fund Asset Management Company Limited. Mr. Sarker is a Science Graduate and holds a Masters Degree in Financial Management. He joined the Board of Directors of IL&FS in January 2007 as a nominee of LIC.

Mr. Yoshihiko Miyauchi is Chairman & Chief Executive Officer of ORIX Corporation, Japan (ORIX). He holds a Bachelors Degree from Kwansei Gakuin University and Masters in Business Administration from the University of Washington, USA. He was appointed as Director in 1993 as a nominee of ORIX.

Mr. Makoto Inoue is Executive Officer, Global Business & Alternative Investment Head Quarters, ORIX Corporation, Japan (ORIX). He holds a Bachelors Degree in Law from Chuo University, Japan. He is appointed as Director in April 2009, as a nominee of ORIX.

Mr. Keki M Mistry, Vice Chairman & Managing Director of Housing Development Finance Corporation Limited (HDFC), is a Fellow Member of the Institute of Chartered Accountants of India and is a Member of the Michigan Association of Certified Public Accountants. He holds Directorship in many prominent Companies. He joined the Board of IL&FS in February 2001 as a nominee of HDFC.

Mr. Sanjeev Doshi, is the Head of Strategic Investments, Internal Equities Department of ADIA. He is ADIA nominee on the Board of IL&FS since July 2008.

Mr. Ramnath Pradeep is the Executive Director of Central Bank of India (CBI). He is a Law Graduate and holds Masters Degree in Economics. Mr. Ramnath joined the Board of IL&FS since

April 2009 as nominee of CBI.

Mr. Santosh Balachandran Nayar is the Chief General Manager (Corporate Accounts Group) of State Bank of India. He holds a Bachelors Degree in Commerce and CAIIB. Mr. Nayar had occupied several important positions in the State Bank Group. He has been a nominee of State Bank of India on the Board of IL&FS since May 5, 2008.

Mr. S B Mathur is the former Administrator of the Specified Undertakings of Unit Trust of India (SUUTI). He holds a Bachelors Degree in Commerce, Fellow Member of the Institute of Chartered Accountants of India and Institute of Costs & Works Accountants, London. He has been on the Board of IL&FS since January 2005.

Mr. R C Bhargava is the Chairman of Maruti Suzuki India Limited. He is Post Graduate in Mathematics from Allahabad University and also a Post Graduate in Development Economics from Williams College, Williamstown (Mass) USA. He joined the Indian Administrative Services in 1956 and stood first in the batch. He served in various capacities in Government of India including as a Joint Secretary, Ministry of Energy and the Cabinet Secretariat. He has been an Independent Director on the Board of IL&FS since August 1990.

Mr. Gopi K Arora is a Post Graduate of History and has Post Graduate Diploma in Public Administration from Harvard. He served various departments of Government of Uttar Pradesh and Government of India in various capacities including as a Finance Secretary of Government of India. He has been an Independent Director on the Board of IL&FS since July 2004.

Mr. Michael Pinto was an officer of Indian Administrative Services. He served various departments of Government of India including as Chairman of MSEB, JNPT and Central Cottage Industries Corporation. Mr. Pinto also served as CEO of MIDC and Vice Chairman & Managing Director of MSRTC. He has been an Independent Director on the Board of IL&FS since July 2004.

4.1.7. Based on the audited standalone financial statements prepared in accordance with the provisions of the Institute of Chartered Accountants of India ("ICAI"), the financial information of IL&FS is as follows:

(Amount Rs. In lacs)

Profit & Loss Statement	**FY09**	**FY08**	**FY07**
Income from operations	65,959	77,187	119,882
Other Income	26,455	10,933	5,327
Total Income	92,413	88,120	125,209
Total Expenditure.	45,145	28,616	64,687
Profit Before Depreciation and Tax	47,269	59,504	60,522
Depreciation	1,424	1,240	2,116
Provisions	8,238	5,309	8,230
Profit Before Tax	37,607	52,955	50,176
Provision for Tax	6,139	4,990	8,870
Profit After Tax	31,468	47,965	41,306

Balance Sheet Statement	**FY09**	**FY08**	**FY07**
Sources of funds			
Paid up share capital (Includes Share Warrants)	11,100	10,939	10,778

Reserves and Surplus (excluding revaluation reserves)	171,772	144,622	106,115
Networth	182,872	155,561	116,893
Secured loans	200,746	177,166	386,372
Unsecured loans	142,504	92,342	230,035
Total	**526,122**	**425,069**	**733,300**
Uses of funds			
Net fixed assets	44,161	35,688	40,924
Investments	290,376	260,168	206,014
Deferred Tax Assets	3,158	4,778	4,959
Net current assets	188,427	124,435	481,403
Total miscellaneous expenditure not written off	-	-	-
Total	**526,122**	**425,069**	**733,300**

Other Financial Data	**FY09**	**FY08**	**FY07**
Dividend (%)	50.00%	85.00%	40.00%
Earning Per Share (Basic) ^ (Rs)	28.86	44.72	38.49
Return on Networth #	18.60%	35.21%	41.70%
Book Value Per Share ^ (Rs)	165.00	142.64	108.95

Return on Networth is calculated on Average Networth

^ Face value of each Equity Share is Rs 10

4.1.8. Adjustments to the above financial information pursuant to the provisions of Annexure I, Clause 11 (a) to (d) of the Standard Letter of Offer format of SEBI with respect to Open Offer as per SEBI (SAST) Regulations are not applicable and therefore are not relevant. For Clause 11 (e), adjustment of outstanding revaluation reserve has been made after deducting it from assets and liabilities side in above financial information.

4.1.9. As confirmed by the Acquirer, contingent liabilities as at March 31, 2009 were

(Amount Rs. in lacs)

(1)	Bank Guarantees issued on behalf of IL&FS	17,744
(2)	Guarantees issued on behalf of third parties	11,177
(3)	Uncalled liability on partly paid Equity Shares	13,370

(i) IL&FS has granted a put option exercisable on December 23, 2010 to the holders of Pass Through Certificates (PTCs) issued by IL&FS Investment Trust – I (IIT-I) towards securitisation of future income receivables for an amount upto Rs. 4,495 lacs. Future loss, if any is currently not ascertainable.

(ii) IL&FS had sold certain debt securities and Pass Through Certificates aggregating to Rs 1,667 lacs and Rs 4,594 lacs, respectively, in respect of which it has guaranteed the return to the purchasers over the maturity of these securities, in the event of default by original issuer. As at March 31, 2009 no such default had occurred.

4.1.10. The reasons for fall/rise in total income and PAT for FY09, FY08 and FY07 are as follows:

In FY09, total income has gone up due to increase in interest income and profit on sale of investments while PAT has gone down due to higher interest cost on account of increase in rates as well as borrowings for financing the additional lending and borrowings and due to higher provision for general contingency as a safeguard against weak domestic and global scenario.

In FY08, total income has gone down due to de-merger of financial services business to IFIN, in line with Scheme of Arrangement approved by Hon'ble High Court (Mumbai) on April 11, 2008. PAT has gone up in FY 08 even after de-merger of financial services business as mentioned above due to share in net income of SEZ development project

In FY07, total income has gone up due to significant increase in investment income and PAT has also gone up in line with increase in total income.

4.1.11. The Acquirer has not acquired any Equity Shares in the Target Company prior to the announcement of the Open Offer.

4.1.12. IL&FS reports its financial statements in accordance with Indian GAAP. The significant accounting policies applied in the preparation of the financial information presented in this document are set out below:

I Basis for preparation of Financial Statements:

The Financial Statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards issued pursuant to the Companies (Accounting Standards) Rules 2006. All income and expenditure having a material bearing on the Financial Statements are recognised on an accrual basis.

The preparation of Financial Statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the Financial Statements and the reported income and expenses during the reporting period. The Management believes that the estimates used in the preparation of the Financial Statements are prudent and reasonable. Actual results could differ from these estimates

II Fixed Assets :

(a) Leased Assets :

	Type of Lease	**Capitalisation**	**Depreciation Policy**
1	Operating Lease	At Cost including incidental expenses to bring the asset to its working condition	Straight Line Method at the rates provided under Schedule XIV of the Companies Act, 1956
2	Capital Expenditure on renovation / Improvements to Lease-hold Premises	At Cost	Amortised over the primary period of the lease

(b) Other Fixed Assets :

i. Fixed Assets including Intangible Assets have been capitalised at cost of acquisition and other incidental expenses

ii. Leasehold land is depreciated over the period of lease on a pro-rata basis

iii. Depreciation on Premises has been computed on the Straight Line Method at the rates provided under Schedule XIV of the Companies Act, 1956. Where premises are revalued, depreciation is provided on the revalued amount and the additional depreciation on accretion to assets on revaluation is adjusted from revaluation reserve

iv. The following assets are depreciated based on the estimated useful life as given below:

#	Asset Type	Useful Life
1	Internally Developed Software	Over a period of 4 years or the useful life of the software, whichever is shorter
2	Computers	4 years
3	Specialised Office Equipment	3 years
4	Assets Provided to Employees	3 Years
5	Licensed Software	Over the license period
6	Mobile Phones and Soft Furnishing	In the year of capitalization

v. Depreciation on fixed assets, other than on assets specified in Notes (b) - (ii) to (iv) above, has been provided for on the Written Down Value Method at the rates provided in Schedule XIV of the Companies Act, 1956

III Investments :

(a) Investments are capitalised at actual cost including costs incidental to acquisition

(b) Long term investments are individually valued at cost less provision for diminution, other than temporary

IV Foreign Currency Transactions :

Foreign currency transactions are recorded at the rate prevailing on the date of transaction. Foreign currency monetary items outstanding as at the Balance Sheet date are restated at the closing rate. The premia or discount arising at the inception of a Forward Contract is amortised as income or expense over the life of such Contract

V Derivative Transactions

IL&FS enters into derivative contracts to hedge its assets and liabilities

(a) Derivatives transactions (other than forward contracts), which are closely linked to the underlying transaction and are intended to be held-to-maturity, are recognised in the books in accordance with the derivative contract. All other contracts are marked-to-market based on category of contracts and losses are recognised to the Profit and Loss Account. Gains arising on the same on grounds of prudence are not recognised

(b) Premium received upfront on equity options written by IL&FS is accounted as a liability. Losses, if any due to change in the fair value of the underlying share is accounted through the Profit and Loss Account

VI Revenue Recognition :

(a) Income other than mentioned in clause (b), (c) and (d) below is recognised on an accrual basis, except income relating to Non-Performing Assets (NPAs), which is recognised on a cash basis, in accordance with the Guidelines issued by the Reserve Bank of India

(b) Management fee on Infrastructure projects is recognised when specified project progress milestones as defined in the project contract mandates are achieved

(c) Dividend income is recognised once the unconditional right to receive is established

(d) Income from investment in units of Private Equity Funds (PEF) is recognised on the basis of the income distributed by the funds

VII Employee Benefits :

(a) Contributions to Provident Fund and Superannuation Fund are charged to the Profit & Loss Account as per applicable law/ rules

(b) IL&FS has taken group gratuity cum life assurance scheme of Insurance Company for gratuity payable to the employees. Incremental liability based on actuarial valuation as per the projected unit credit method as at the reporting date, is charged to the Profit & Loss Account

(c) The leave balance is classified as short term and long term based on the best estimates after considering the past trends. The short term leave encashment liability for the expected leave to be encashed has been measured on actual components eligible for leave encashment and expected short term leave to be availed is valued based on the total cost to IL&FS and Long term leave have been valued on actuarial basis

VIII Borrowing Cost :

Borrowing costs attributable to the acquisition of qualifying assets are capitalised as part of the cost of that asset. Other borrowing costs are recognised as expense in the period in which these are incurred

IX Taxation :

Income Tax comprises of Current Tax, Fringe Benefit Tax and net changes in Deferred Tax Assets or Liability during the year. Current Tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income Tax Act, 1961

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognised when it is reasonably certain that there will be future taxable income. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit. Deferred tax assets and liabilities are measured using substantively enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Profit and Loss Account in the period of substantive enactment of the change

X Provisioning for Non-Performing Assets (NPAs) :

(a) NPAs are identified and categorized according to the Guidelines issued by the Reserve Bank of India (RBI). Provisions / write offs are made against sub standard and doubtful assets at the rates prescribed in the RBI guidelines, unless an accelerated provision/ write-off is warranted on a case to case basis

(b) Provisioning for NPAs is dependent upon, inter alia, whether the NPA is secured or unsecured. Loans are considered as secured where the company has valid recourse to assets / recovery by:
   (i) equitable mortgage of property and / or
   (ii) pledge of shares, units, other securities, and / or
   (iii) hypothecation of assets and / or
   (iv) bank guarantees, company guarantees supported by assets and / or
   (v) decretal debts where Courts have attached property

(c) Impairment in the investment portfolio is provided / written-off, as per the Guidelines issued by the RBI unless an accelerated provision / write-off is warranted on a case to case basis

(d) The company carries a significant quantum of long tenor project finance and infrastructure assets on its books. Given the risk profile attendant to such assets, the company has created a Provision for General Contingency to cover adverse events that may affect the quality of the company's assets

(e) With regard to restructured credit facilities, the company has been following RBI Circular No. DBS.FID No. C-19 dated March 28, 2001 applicable to All India Term Lending & Refinancing Institutions. Income recognition on such restructured credits is as per the foregoing Circular

4.1.13. Details of companies which are direct subsidiaries and direct associates of IL&FS as on March 31, 2009 and the relevant information for the last three financial years based on the audited statements are as follows:

S. No	Name of the company	Date of Incorporation	Nature of Business
		(mm/dd/yyyy)	
	Subsidiaries - Direct		
1	Andhra Pradesh Expressway Ltd	11/11/2005	Infrastructure
2	Chattisgarh Highway Development Company Ltd	3/12/2007	Infrastructure
3	IL&FS Ecosmart Ltd	10/17/2000	Waste management, Energy Conservation, Counseling, Advisory Services related to environment protection
4	IL&FS Energy Development Company Ltd	5/21/2007	Energy Development Services
5	IL&FS Financial Services Ltd	9/29/1995	Financial Services
6	IL&FS Infrastructure Development Corporation Ltd	12/7/1999	Infrastructure
7	IL&FS Investment Managers Ltd ^	2/10/1986	Fund Management
8	IL&FS Maritime Infrastructure Co Ltd **	11/27/2006	Maritime Infrastructure
9	IL&FS Portfolio Management Services Ltd	11/3/2006	PMS Services
10	IL&FS Property Management & Services Ltd	11/26/1991	Property Management and Allied Services
11	IL&FS Securities Services Ltd	7/27/2006	Capital Market related activities
12	IL&FS Transportation Networks Ltd	11/29/2000	Infrastructure
13	IL&FS Trust Company Ltd	12/19/1995	Trustee Activities
14	IL&FS Waste Management & Urban Services Ltd	8/2/2007	Waste Management
15	IL&FS Water Ltd	6/14/2007	Infrastructure
16	IL&FS Wind Farm Ltd	1/22/1997	Wind Energy
17	Jharkhand Accelerated Road Development Company Ltd	3/12/2008	Infrastructure
18	Khambhat Port Ltd	5/21/2008	Infrastructure
19	M P Toll Roads Ltd	1/22/1996	Infrastructure
20	Tamil Nadu Water Investment Co Ltd	1/22/2000	Financial
21	West Gujarat Expressway Ltd	3/14/2005	Infrastructure

	Associates - Direct		
1	AIG Indian Equity Advisors LLC	13/12/1995	Investment Advisor to AIG Indian Sectoral Equity Fund LLC
2	Avash Logistic Park Pvt Ltd #	11/27/2007	Logistics & Infrastructure
3	Bihar e-Governance Services & Technologies Ltd	9/22/2006	e-Governance Services
4	Delhi Mumbai Industrial Corridor Development Company Ltd	1/7/2008	Infrastructure
5	Dighi Port Ltd #	7/27/2000	Infrastructure
6	Dighi Project Development Company Pvt Ltd #	1/5/2006	Infrastructure
7	Gorakhpur Express Way Ltd #	11/11/2005	Infrastructure
8	Greater Noida Integrated Warehousing Pvt Ltd	8/29/2005	Infrastructure
9	Gujarat International Finance Tec-city Co Ltd	6/21/2007	Development of International Financial

			Services City
10	Haldia Integrated Dev Agrency Ltd	3/2/2005	Infrastructure
11	IL&FS Technologies Ltd @	2/9/1993	IT Related Services
12	India Telecom Infra Limited	9/4/2007	Infrastructure
13	Iridium India Telecom Ltd	10/24/1994	Telecom Services
14	Karnataka Enterprise Solution Ltd	6/22/2007	E-Governance, Information Technology
15	Mangalore SEZ Ltd	2/24/2006	Social Infrastructure
16	MPPL Enterprises Pvt Ltd @	1/14/1969	Advisory
17	ONGC Tripura Power Company Pvt Ltd	9/27/2004	Power Business
18	Orissa e-Governance Services Ltd	2/13/2008	e-Governance services
19	Orix Auto Infrastructure Services Ltd	3/2/1995	Auto Infra Services
20	Ovira Logistics Pvt Ltd @	3/19/1997	Advisory
21	Powergrid IL&FS Transmission Pvt Ltd ##	11/27/2007	Power Transmission Business
22	Road Infra Development Company of Rajasthan Ltd #	10/29/2004	Infrastructure
23	Sail Salem SEZ Pvt Ltd	10/5/2007	Infrastructure
24	Sealand Ports Pvt Ltd #	2/28/2008	Infrastructure
25	Urban Mass Transit Company Ltd	4/13/1993	Infrastructure

S. No	Name of the company	Networth * (Rs. lacs)	Total Income (Rs. lacs)	PAT (Rs. lacs)	EPS (Rs.)		Net Asset Value (NAV)* (Rs.)
					Basic	Diluted	
	Subsidiaries - Direct						
1	Andhra Pradesh Expressway Ltd						
	FY 2009	3,370	-	-	-	-	10.00
	FY 2008	3,370	-	-	-	-	10.00
	FY 2007	3,292	-	-	-	-	10.00
2	Chattisgarh Highway Development Company Ltd						
	FY 2009	940	10	(60)	-	-	9.40
	FY 2008	992	-	-	-	-	9.92
3	IL&FS Ecosmart Ltd						
	FY 2009	712	1,854	155	3.15	3.15	14.53
	FY 2008	557	915	41	0.83	0.83	11.37
	FY 2007	517	687	75	1.52	1.52	10.54
4	IL&FS Energy Development Company Ltd						
	FY 2009	335	875	140	18.72	18.72	16.77
	FY 2008	20	-	(5)	-	-	7.97
5	IL&FS Financial Services Ltd						
	FY 2009	129,623	109,871	12,340	4.64	4.64	48.79
	FY 2008	26,082	96,308	16,840	26.67	6.40	39.72

	FY 2007	10,875	5,313	1,081	12.73	12.73	19.54
6	IL&FS Infrastructure Development Corporation Ltd						
	FY 2009	2,869	8,876	216	2.16	2.16	28.69
	FY 2008	2,829	8,250	1,387	13.87	13.87	28.29
	FY 2007	2,027	5,234	1,181	11.81	11.81	20.27
7	IL&FS Investment Managers Ltd ^						
	FY 2009	6,256	10,094	3,664	9.21	9.01	15.72
	FY 2008	5,851	8,255	2,803	10.82	10.52	22.06
	FY 2007	3,885	5,033	1,730	7.11	6.75	15.11
8	IL&FS Maritime Infrastructure Company Ltd **						
	FY 2009	5,604	2,441	95	0.33	0.33	10.18
	FY 2008	1,008	249	3	0.11	0.11	10.03
9	IL&FS Portfolio Management Services Ltd						
	FY 2009	365	456	18	0.70	0.70	14.61
	FY 2008	348	375	100	3.99	3.99	13.91
	FY 2007	3	-	(2)	-	-	6.09
10	IL&FS Property Management & Services Ltd						
	FY 2009	933	12,273	(188)	-	-	7.46
	FY 2008	121	11,371	(927)	-	-	1.21
	FY 2007	1,049	8,364	(16)	-	-	10.49
11	IL&FS Securities Services Ltd						
	FY 2009	20,841	13,193	2,971	12.97	12.97	87.63
	FY 2008	14,615	12,739	3,054	14.30	14.30	64.68
	FY 2007	1,054	3,160	1,309	3,852.00	3,852.00	2,107.31
12	IL&FS Transportation Networks Ltd						
	FY 2009	76,654	22,768	4,042	2.36	2.36	44.72
	FY 2008	73,782	24,987	7,800	4.80	4.80	43.04
	FY 2007	57,915	18,027	4,551	4.80	4.80	35.64
13	IL&FS Trust Company Ltd						
	FY 2009	838	1,777	511	203.78	203.78	334.22
	FY 2008	503	1,415	332	5,819.00	5,819.00	8,828.15
	FY 2007	304	962	173	3,043.00	3,043.00	5,325.64
14	IL&FS Waste Management & Urban Services Ltd						
	FY 2009	829	144	(904)	-	-	6.06
	FY 2008	237	875	(567)	-	-	2.94
15	IL&FS Water Ltd						

	FY 2009	421	199	(592)	-	-	4.21
	FY 2008	218	541	13	2.61	2.61	10.64
16	IL&FS Wind Farm Ltd						
	FY 2009	1,956	404	11	0.06	0.06	11.31
	FY 2008	1,946	416	14	0.08	0.08	11.25
	FY 2007	1,932	464	115	0.66	0.66	11.17
17	Jharkhand Accelerated Road Development Company Ltd						
	FY 2009	995	48	(5)	-	-	9.95
18	Khambhat Port Ltd						
	FY 2009	26	-	(16)	-	-	6.16
19	M P Toll Roads Ltd						
	FY 2009	(1,374)	-	(41)	-	-	-
	FY 2008	(1,333)	-	(68)	-	-	-
	FY 2007	(1,265)	-	(78)	-	-	-
20	Tamil Nadu Water Investment Co Ltd						
	FY 2009	9,922	1,410	(508)	-	-	15.26
	FY 2008	10,430	2,007	2	0.00	0.00	16.05
	FY 2007	10,440	2,375	373	0.57	0.57	16.06
21	West Gujarat Expressway Ltd						
	FY 2009	3,383	3,989	(854)	-	-	17.09
	FY 2008	3,929	1,306	239	1.02	1.02	19.64
	FY 2007	3,205	647	234	1.17	1.17	16.02
	Associates - Direct						
1	AIG Indian Equity Advisors LLC						
	FY 2009	188	200	176	439.29	439.29	470.37
	FY 2008	10	1,042	1,003	10,033.51	10,033.51	97.53
	FY 2007	1,968	1,742	1,578	14,468.19	14,468.19	19,677.14
2	Avash Logistic Park Pvt Ltd						
	FY 2008	1	-	(0)	-	-	6.51
3	Bihar e-Governance Services & Technologies Ltd						
	FY 2009	114	142	63	63.04	63.04	114.62
	FY 2008	51	81	43	859.06	859.06	1,021.55
	FY 2007	3	-	(1)	-	-	5.82
4	Delhi Mumbai Industrial Corridor Development Company Ltd						
	FY 2009	216	131	56	0.57	0.57	10.86
	FY 2008	1	10	4	8.17	8.17	1.37

5	Dighi Port Ltd						
	FY 2008	17,705	403	142	0.08	0.08	10.00
	FY 2007	7,446	40	30	0.04	0.04	9.92
	FY 2006	(75)	9	(34)	-	-	-
6	Dighi Project Development Company Pvt Ltd						
	FY 2008	1,390	-	-	-	-	9.69
	FY 2007	(1)	-	-	-	-	-
7	Gorakhpur Express Way Ltd %						
	FY 2008	5,769	9,543	7,643	15.27	15.27	11.53
	FY 2007	5	-	-	-	-	9.57
8	Greater Noida Integrated Warehousing Pvt Ltd						
	FY 2009	1	-	(0)	-	-	7.73
	FY 2008	1	-	-	-	-	7.73
	FY 2007	1	-	-	-	-	7.73
9	Gujarat International Finance Tec-city Co Ltd						
	FY 2009	456	24	1	0.02	0.02	10.02
	FY 2008	500	-	-	-	-	10.00
10	Haldia Integrated Dev Agrency Ltd						
	FY 2009	3,356	203	8	0.23	0.23	94.54
	FY 2008	2,900	71	7	0.21	0.21	81.70
	FY 2007	1,652	72	-	-	-	46.60
11	IL&FS Technologies Ltd @						
	FY 2009	2,601	5,851	913	13.79	13.79	36.54
	FY 2008	1,768	3,312	764	12.49	12.49	28.89
	FY 2007	1,158	505	21	0.74	0.74	18.92
12	India Telecom Infra Limited						
	FY 2008	(855)	486	(906)	-	-	-
13	Iridium India Telecom Ltd						
	FY 2009	(18,894)	0	(1,370)	-	-	-
	FY 2008	(17,524)	31	(2,772)	-	-	-
	FY 2007	(14,752)	6	(1,627)	-	-	-
14	Karnataka Enterprise Solution Ltd						
	FY 2009	3	10	(4)	-	-	3.10
	FY 2008	2	-	(3)	-	-	4.06
15	Mangalore SEZ Ltd						
	FY 2009	5,258	277	259	0.52	0.52	10.52
	FY 2008	98	-	-	-	-	9.82

	FY 2007	98	-	-	-	-	9.82
16	MPPL Enterprises Pvt Ltd @						
	FY 2009	(1,792)	10	(224)	-	-	-
	FY 2008	(1,569)	628	349	145.25	145.25	-
	FY 2007	(1,917)	1,306	568	236.72	236.72	-
17	ONGC Tripura Power Company Pvt Ltd						
	FY 2009	27,203	282	184	4.73	4.73	5.04
	FY 2008	23	2	1	0.46	0.46	11.25
	FY 2007	22	5	3	1.51	1.51	10.79
18	Orissa e-Governance Services Ltd						
	FY 2009	16	209	7	6.95	6.95	16.95
19	Orix Auto Infrastructure Services Ltd						
	FY 2009	9,376	24,410	(235)	-	-	18.75
	FY 2008	9,610	19,383	1,019	2.04	2.04	19.22
	FY 2007	9,015	10,338	457	1.31	1.31	18.03
20	Ovira Logistics Pvt Ltd @						
	FY 2009	(2,574)	1,799	1,098	10,979.00	10,979.00	-
	FY 2008	(3,672)	1,427	717	7,167.00	7,167.00	-
	FY 2007	(4,389)	3,748	721	7,206.00	7,206.00	-
21	Powergrid IL&FS Transmission Pvt Ltd ##						
	FY 2009	5	-	(0)	-	-	9.00
	FY 2008	5	-	-	-	-	9.00
22	Road Infra Development Company of Rajasthan Ltd						
	FY 2008	2,325	929	(2,781)	-	-	4.65
	FY 2007	5,106	114	65	0.14	0.14	10.21
	FY 2006	1,042	115	71	0.71	0.71	10.42
23	Sail Salem SEZ Pvt Ltd						
	FY 2009	0	0	(1)	-	-	3.62
	FY 2008	0	-	-	-	-	3.21
24	Sealand Ports Pvt Ltd						
	FY 2008	1	-	(0)	-	-	6.32
25	Urban Mass Transit Company Ltd						
	FY 2009	789	1,463	177	294.49	294.49	1,314.10
	FY 2008	612	128	(13)	-	-	1,019.60
	FY 2007	625	107	(230)	-	-	1,041.44
*	Networth & Net Assets Value per share excludes Revaluation Reserve						

^	IL&FS Investment Managers Ltd was Associate of IL&FS in Financial Year 2007
**	Financial Year 2008 figures are based on financials received for the period ended on December 31, 2007
%	Financial Year 2007 figures are based on financials received for the period ended on December 31, 2006
@	MPPL Enterprises Pvt Ltd, Ovira Logistics Pvt Ltd & IL&FS Technologies Ltd were subsidiaries in Financial Year 2007
##	Financial Year 2008 figures are based on financials received for the period ended on September 30, 2008
	Financials for Sealand Warehousing Pvt Ltd are not available
	Figures for India Auto Ancillary Fund Co LLC has not been included as it is under winding up.

None of the above companies are sick industrial companies as defined under the Clause (o) of Subsection (1) of Section (3) of Sick Industrial Companies (Special Provisions) Act, 1985 (1 of 1986) or any statutory reenactment thereof.

PERSONS ACTING IN CONCERT

4.2 IL&FS Financial Services Limited ("IFIN")

4.2.1 IFIN is a company incorporated on September 29, 1995, under the Companies Act. Its CIN is U65990MH1995PLC093241.

4.2.2 Details in respect of IFIN are set forth in the table below:

Address of the Registered Office and Corporate Office	'The IL&FS Financial Centre', Plot No C 22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, India; Tel: +91 -22-2653 3333; Fax: +91 -22-2653 3149
Listing Status	Equity shares are not listed on any stock exchange
Promoters / Person having Control	IFIN is a wholly owned subsidiary of IL&FS
RBI Registration	N-13.01784 dated February 22, 2005 RBI has not issued any show cause notices nor initiated any prosecutions against IFIN till date.
SEBI Underwriter's Registration	Registration code: INU000001298 valid from 28/01/2009 to 27/01/2012 SEBI has not issued any show cause notices nor initiated any prosecutions against IFIN till date.
Primary Business and Experience	IFIN is presently engaged in the business of financing of large projects in the public and private sector and also provide a range of investment banking, syndication and advisory services
Compliance with applicable provisions of Chapter II of the SEBI (SAST) Regulations / other applicable regulations under the SEBI Act, 1992	Disclosure in terms of 7(1) of SEBI (SAST) Regulations was made on March 26, 2009 to the Stock Exchanges and the Target Company.
Authorised Capital	Rs 3,000 mn consisting of 300 mn equity shares each of a

	value of Rs. 10 per equity share
Issued and Paid-up Capital	Rs 2,656.68 mn consisting of 265.67 mn equity shares each of a value of Rs 10 per equity share

4.2.3 The equity shares of IFIN are not listed on any stock exchange. The shareholding pattern of IFIN as of September 01, 2009 is as follows:

Name of shareholder	Number of equity shares of Rs. 10 each	% of issued capital
IL&FS	265,666,855	100.00
IL&FS and Mr Avinash Bagul	200	Negligible
IL&FS and Mr. Ravi Parthasarathy	100	Negligible
IL&FS and Mr. Vibhav Kapoor	100	Negligible
IL&FS and Mr. Manu Kochhar	100	Negligible
IL&FS and Mr. Shahzaad Dalal	100	Negligible
IL&FS and Mr. Arun K Saha	100	Negligible
Total	**265,667,555**	**100.00**

4.2.4 As on September 01, 2009, the Board of Directors of IFIN comprised of the following persons:

Sr No	Name of the Directors	Residential Address	Designation	Date of Appointment	Qualification
1	Mr. Ravi Parthasarthy	1201/1202, Vinayak Angan, Old Prabahdevi Road, Mumbai – 400025	Chairman	26-Oct-2006	B.Sc., M.B.A
2	Mr. Ramesh C Bawa	W-78, Greater Kailash, Part I, New Delhi - 110048	Managing Director & CEO	01-May-2008	B.A., M.A.
3	Mr. Hari Sankaran	29 –B, Carter Road, Bandra (W), Mumbai – 400050	Director	26-Oct-2006	M.A. , M.Sc.
4	Mr. Arun Kumar Saha	601-602, Green Acres CHS, Pali Hill, Bandra (W), Mumbai – 400050	Director	26-Oct-2006	ACS, ACA, M. Com.,
5	Mr. Shahzaad Dalal	902,Crescent Heights, Vinay Shendulkar Naik Road, Forjett Street, Mumbai – 400007	Director	15-Feb-1999	M.B.A
6	Mr. Vibhav Kapoor	1A, Woodlands, Peddar Road, Mumbai – 400026	Director	29-Sept-1995	M.B.A
7	Mr. Manu Kochhar	B-91, Cozi Home, Pali Hill, Bandra West, Mumbai – 400050	Director	20-Sept-2004	M.A. , FCA
8	Mr. Milind Patel	13 –A, Vaibhav, 80, Bhulabhai Desai Road,	Deputy Managing Director	26-Oct-2006	B.Com, AICWA, MMS

		Mumbai – 400026			
9	Mr. Rajesh Kotian	101, Bldg No. 5 Meridian Apts, Veera Desai Road, Andheri(W), Mumbai-400058	Executive Director	25-Aug-2008	B.Com., FCA

Notes:

(1) None of the above mentioned directors is a beneficial owner of Shares

(2) All directors are citizens of India

(3) As on date of the PA, none of the directors of IFIN are on the Board of the Target Company. However, in terms of the CLB Order, the Acquirer has appointed three (3) of the above as nominee directors on the Board of MIL on September 29, 2009 as mentioned in para 3.2.7.Pursuant to their appointment, the aforesaid directors shall not participate in any matters concerning or relating to the Open Offer in compliance with Regulation 22(9) of SEBI(SAST) Regulations.

4.2.5 Brief details in respect of the experience of various members of the Board of Directors of IFIN is as follows:

Mr. Ravi Parthasarathy, Chairman, holds a Masters Degree in Business Administration. Mr. Parthasarathy has guided IL&FS group over last two decades with his leadership skills and achieved various path breaking milestones. IFIN is immensely benefited with his vision, approach and experience.

Mr. Ramesh C Bawa is the Managing Director & Chief Executive Officer of IFIN, holds a Post Graduation Degree in Personnel Management & Industrial Relationship and also a Masters Degree in Political Science. He has a large network of business relationships with all the prominent financial Institutions domestically and overseas, his goal driven approach has ensured that IFIN is on a constant path of growth. He has woven together all the business verticals in an integrated manner.

Mr. Hari Sankaran holds a Masters Degree in Economics. He has successfully implemented various Infrastructure initiatives of IL&FS Group. With his knowledge and foresight on the economic scenario of the country, IFIN is guided in executing a series of critical initiatives in infrastructure development and implementation space.

Mr. Arun K Saha holds a Masters Degree in Commerce and is an Associate Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has implemented standardized financial, operational, compliance policies and procedures across IL&FS Group. IFIN is governed by these processes prescribed by him.

Mr. Shahzaad Dalal holds a Graduation Degree in Management. He has a large network of relationships with business associates both at domestic and international levels, the business mandates generated by him has increased the visibility of IL&FS Group in domestic and international financial markets

Mr. Vibhav Kapoor holds a Masters Degree in Business Administration. He is involved in various initiatives of IL&FS Group. His knowledge of Business and industrial environment has helped in managing risks involved in the mandates undertaken by IFIN.

Mr. Manu Kochhar holds a Masters Degree in Economics and is an Associate Member of Institute of Chartered Accountants of India. He is responsible for achieving uniformity in practices and processes across IL&FS Group. The integrated approach implemented by him is well adopted by IFIN.

Mr. Milind Patel is the Deputy Managing Director of IFIN, holds a Bachelors Degree in commerce, degree from the Institute of Cost and Works Accountants of India and a Masters Degree in Business Administration. He is responsible for the investment banking business of IFIN and his ability to encash opportunities at regular intervals, management of risk and keeping close watch on the portfolio has resulted in growth for IFIN.

Mr. Rajesh Kotian is the Executive Director of IFIN, he holds a Bachelors Degree in Commerce and is an Associate Member of Institute of Chartered Accountants of India. He is responsible for the project debt syndication business of IFIN, he has successfully undertaken large and complex project finance mandates.

4.2.6 Based on the audited financial statements prepared in accordance with the provisions of the Institute of Chartered Accountants of India ("ICAI"), the financial information of IFIN is as follows:

(Amount Rs. In lacs)

Profit & Loss Statement	**FY09**	**FY08**	**FY07**
Income from operations	109,767	96,285	5,131
Other Income	103	22	181
Total Income	**109,870**	**96,307**	**5,312**
Total Expenditure.	79,034	67,641	3,415
Profit Before Depreciation and Tax	30,836	28,666	1,897
Depreciation	721	847	122
Provisions	12,011	3,236	0
Profit Before Tax	18,097	24,583	1,775
Provision for Tax	5,757	7,743	695
Profit After Tax	**12,340**	**16,840**	**1,080**

Balance Sheet Statement	**FY09**	**FY08**	**FY07**
Sources of funds			
Paid up share capital	26,567	6,567	5,567
Share Capital Suspense Account	-	100,000	-
Reserves and Surplus (excluding revaluation reserves)	103,056	19,514	5,308
Networth	129,622	126,081	10,875
Secured loans	336,473	328,246	40,004
Unsecured loans	149,144	323,100	11,500
Deferred Tax Liabilities	-	-	316
Payable pursuant to Scheme of Arrangement	-	26,528	-
Total	**615,240**	**803,955**	**62,695**
Uses of funds			
Net fixed assets	2,768	3,784	1,746
Investments	177,595	131,814	151
Deferred Tax Assets	4,742	3,343	-
Net current assets	430,135	665,014	60,798
Miscellaneous exp. not written off	-	-	-
Total	**615,240**	**803,955**	**62,695**

Other Financial Data	FY09	FY08	FY07
Dividend (%)	27.51%	45.68%	-
Earning Per Share (in Rs) (Basic)	4.64	26.66	12.73
Earning Per Share (in Rs) (Diluted)	4.64	6.40	12.73
Return on Networth #	9.65%	24.59%	15.33%
Book Value Per Share ^	48.79	39.72	19.54

Return on net worth is calculated on Average net worth.

^ *Balance in share capital suspense account as on 31/03/2008 is excluded for calculation of Book value per share as of March, 08*

4.2.7 Adjustments to the above financial information pursuant to the provisions of Annexure I, Clause 11 (a) to (e) of the Standard Letter of Offer format of SEBI with respect to Open Offer as per SEBI (SAST) Regulations are not applicable and therefore are not relevant.

4.2.8 As confirmed by IFIN, contingent liabilities as at March 31, 2009 were

(Amount Rs. in lacs)

Particulars	FY09	FY08	FY07
Guarantee issued on behalf of third parties	2,849	11,890	-
Financial commitments against loans	4,200	-	-

4.2.9 The reasons for fall/rise in total income and PAT for FY09, FY08, and FY07 are as follows:

In FY09, IFIN reported fall in net profit by 27% despite increase in revenue by 14%, mainly on account of provision for diminution in value of investment to the extent of Rs. 6,215 lacs and provision for general contingency of Rs. 5,000 lacs. There is no substantial variance in income except normal business activities.

In FY08, IFIN had acquired Financial Services business unit of IL&FS w.e.f April 01, 2007, which has significantly contributed to IFIN's income and profitability in FY08.

In FY07, IFIN started investment banking activities w.e.f. September 2006, which has contributed substantially to its income and profitability in comparison to FY06.

4.2.10 IFIN has no existing shareholding in MIL other than as detailed in para 3.1.4. The applicable provisions of Chapter II of SEBI (SAST) Regulations have been complied with by IFIN within the time specified in the SEBI (SAST) Regulations.

4.2.11 IFIN reports its financial statements in accordance with Indian GAAP. The significant accounting policies applied in the preparation of the financial information presented in this document are set out below:

I. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements are prepared under the historical cost convention in accordance with applicable Accounting Standards notified under Section 211(3C) of Companies Act, 1956, other generally accepted accounting principles in India and Guidelines issued by the Reserve Bank of India. All income and expenditure having a material bearing on the Financial Statements are recognized on an accrual basis

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including current liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates.

II.FIXED ASSETS

(a) Leased Assets

	Type of Lease	**Capitalisation**	**Depreciation Policy**
1	Operating Lease	At Cost, including incidental expenses to bring the asset to its working condition	Straight Line Method at the rates and in the manner provided under Schedule XIV of the Companies Act, 1956
2	Finance Lease (entered into before April 1, 2001)	At Cost, including incidental expenses to bring the asset to its working condition	Over the primary lease period under the Straight Line Method at the rates and in the manner provided under Schedule XIV of the Companies Act, 1956
3	Capital Expenditure on renovation / improvements of lease-hold premises	At Cost	Amortised over the primary period of the lease

(i) In respect of Finance Leases, the residual value of leased assets is amortized over the secondary lease period, wherever specified in the lease agreement. In respect of assets where the secondary period is not specified, the residual value is amortized over a period of five years.

(ii) Finance Leases entered into after April 1, 2001 have been treated as Loans in accordance with Accounting Standard 19 (AS-19) – "Leases"

(b) Other Fixed Assets

(i) Fixed Assets are capitalised at cost, including allocable interest on related borrowings up to the date of commissioning of the assets

(ii) Fixed Assets are stated at cost, less accumulated depreciation and impairment losses, if any

(iii) Fixed Assets are depreciated on the Straight Line Method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956, except in the case of certain assets, which are depreciated at the rates as indicated below:

Asset Type	**Useful Life**
Tangible Fixed Assets	
Computers	4 years
Specialized Office Equipment	3 years
Assets Provided to Employees (other than Vehicles)	3 years
Vehicles Provided to Employees	5 years
Mobile Phones and Soft Furnishing	In the year of capitalization
Lease Improvements	Over the lease period
Intangible Assets	
Licensed Software	Over the license period

(iv) Assets costing Rs 5,000 or less, are fully depreciated in the year of purchase

(v) Depreciation on Furniture & Fixture, Office Equipment and Electrical Installation is provided for on the Written Down Value Method at the rates and in the manner provided in Schedule XIV to the Companies Act, 1956

(vi) The carrying values of assets of the cash-generating unit at each balance sheet date are reviewed for impairment. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value, based on an appropriate discount factor

III.INVESTMENTS

(i) Investments are capitalized at actual cost, including costs incidental to acquisition
(ii) Investments are classified into long term or current investments at the time of acquisition of such investments
(iii) Long term investments are individually valued at cost on the Balance Sheet Date less provision for diminution, other than temporary
(iv) Current investments are valued at lower of cost or fair value of investments on a category basis
(v) Reclassification of investments from the current to the long-term category is made at the lower of cost and fair value either on April 1st or October 1st of the year and the resultant loss, if any, is accounted for in the Profit and Loss Account

IV.FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at the rate prevailing on the date of transaction. Foreign currency monetary items outstanding as at the Balance Sheet date are restated at the closing rate. The premium or discount arising at the inception of a forward contract is amortized as income or expense over the life of such contract.

V.DERIVATIVE TRANSACTIONS

(i) All contracts are marked-to-market based on category of contracts and losses are recognized to the Profit and Loss Account. However, gains arising on such derivative products are not recognised on grounds of prudence.
(ii) Premium received upfront on options written by the company is accounted as a liability. Losses if any due to change in the fair value of the underlying shares is accounted through the Profit and Loss Account

VI.REVENUE RECOGNITION

(i) Income is recognized on an accrual basis, except income relating to Non-Performing Assets, which is recognized on cash basis, in accordance with the Guidelines issued by the Reserve Bank of India
(ii) Lease income in respect of assets capitalised up to March 31, 2001 is accounted in accordance with the Guidance Note on Accounting for Leases. Lease income in respect of assets capitalised on or after April 1, 2001 is accounted in accordance with Accounting Standard 19 (AS-19) – Leases
(iii) Income on services provided in the nature of Corporate Advisory, Project Debt Syndication, Project Finance and other fee based income is recognized on an accrual basis on completion of the milestones specified in the relevant mandate letters
(iv) Dividend income is recognized once the unconditional right to receive dividend is established
(v) Income from investment in units of Private Equity Funds (PEF) is recognised on the basis of the income distributed by the respective PEFs

VII.AMORTISATION OF EXPENSES

Origination fees, including brokerage payable with respect to funds mobilized by the company, are amortized over the tenure of such borrowings. Commitment charges paid that are directly attributed to loans disbursed are amortized over the tenor of the specific lendings vis-à-vis such borrowings

VIII.EMPLOYEE BENEFITS

(i) Contributions to Provident Fund and Superannuation Fund are charged to the Profit & Loss Account as per applicable law/ rules

(ii) The company has taken Group Gratuity Cum Life Assurance Scheme of HDFC Standard Life Insurance Company Ltd and Life Insurance Corporation of India for gratuity payable to employees. Incremental liability based on actuarial valuation as per the projected unit credit method as at the reporting date, is charged to the Profit & Loss Account

(iii) In accordance with the Accounting Standard 15 (AS-15) (Revised) Employee Benefit, the leave balance has been classified as short term and long term, based on the best estimates after considering the past trends. The short term leave encashment liability for the expected leave to be encashed is measured on actual component eligible for leave encashment and expected short term leave to be availed is valued at total cost to the company. Long term leave is valued on actuarial basis

IX.TAXATION

Income Tax comprises of Current tax, Fringe Benefit tax and net changes in Deferred Tax Assets or Liability during the year. Current tax is determined in respect of taxable income for the year as per the Income Tax Act, 1961.

Deferred tax assets and liabilities are recognised for future tax consequences of timing differences between the book profit and tax profit. Deferred tax assets and liabilities, other than carry forward losses and unabsorbed depreciation as computed under the tax laws, are recognised when it is reasonably certain that there will be future taxable income. Carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit. Deferred tax assets and liabilities are measured using substantively enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Profit and Loss Account in the period of substantive enactment of the change.

X.PROVISION FOR NON-PERFORMING ASSETS (NPAs)

(i) The company has a policy of periodic review of all credits and investments to assess the quality of the portfolio

(ii) NPAs are identified and categorised according to the Guidelines issued by the Reserve Bank of India (RBI). Provisions / write offs are made against sub-standard and doubtful assets at the rates prescribed in the RBI guidelines, unless an accelerated provision / write-off is warranted on a case to case basis

(iii) Provisioning for NPAs is dependent upon, inter alia, whether the NPA is secured or unsecured. Loans are considered as secured, where the company has valid recourse to assets / recovery by :

- (i) equitable mortgage of property and / or
- (ii) pledge of shares, units, other securities, and / or
- (iii) hypothecation of assets and / or
- (iv) bank guarantees, company guarantees backed by assets and / or
- (v) decretal debts where Courts have attached property

(iv) Impairment in the investment portfolio is provided / written-off, as per the Guidelines issued by the RBI, unless an accelerated provision / write-off is warranted on a case to case basis

(v) The company carries a significant quantum of project finance and investment banking assets in its books. Given the risk profile of such assets, the company creates a provision for general contingency to cover future events that may affect the quality of the company's assets

(vi) With regard to restructured credit facilities, the company has been following RBI Circular No.DBS.FID No. C-19 dated March 28,2001 applicable to All India Term Lending and Refinancing Institutions. Income in respect of such restructured facilities is also recognized as per the said circular

XI.PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognised when the company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economic benefits is remote. Contingent Assets are neither recognised nor disclosed in the financial statements.

4.2.12 Details of direct subsidiaries of IFIN are as follows:

Name of the company	**IL&FS Global Financial Services Pte. Ltd.***		**IL&FS Global Financial Services (UK) Limited****
Date of Incorporation	August 14, 2008, Incorporated in the Republic of Singapore Registration No.: 200816203E (Registered with Accounting and Corporate Regulatory Authority (ACRA), Singapore)		February 25, 2009, Registered with Registrar of Companies for England & Wales Registration No.: 06830319
Nature of Business	Corporate Financial Advisory Services		Advising on Financial Services Activities in UK
Financial Year	2008-2009		2008-2009
	(Rs)	Singapore $	GBP
Equity Capital	4,996,530	150,001	1 Equity Share of 1 GBP
Reserves & Surplus (excl. revaluation reserve)	(1,569,498)	(49,193)	NA
Total Income	0	0	NA
Profit After Tax (PAT)	(1,563,802)	(49,022)	NA
Earnings Per Share	-	-	NA
Net Asset Value (NAV)	22.85	0.67	NA

* IGFSL being incorporated on August 14, 2008, its first financial year is from August 14, 2008 to March 31, 2009. Hence, data for Financial Year 2008 and 2007 is not available.

** IGFSL-UK being incorporated on February 25, 2009, its first financial year will be from February 25, 2009 to March 31, 2010. Hence, financial data for IGFSL-UK is not available.

4.3 The Acquirer does not have any plans at present to dispose of or otherwise encumber any assets of MIL in the next two (2) years, except in the ordinary course of business of MIL. Further, they undertake not to sell or dispose off any substantial assets of the Target Company except with the prior approval of the Shareholders of the Target Company to the extent required under applicable law. Also, the Acquirer undertakes not to encumber substantial assets except in the ordinary course of business. Pursuant to the substantial acquisition, the Acquirer will be in control of the management of MIL. The Acquirer has appointed directors on the board of directors of MIL as stated in para 3.2.7 of this Letter of Offer. This board of MIL will make decisions on these matters in accordance with the requirements of the business of MIL or for the purpose of restructuring and/ or rationalization of assets, investments or liabilities of MIL for commercial reasons, and operational efficiencies, within the purview of the CLB Order. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time.

4.4 The future plans of the Acquirer and PAC with regard to the Target Company are as follows:

i. IL&FS is one of India's leading infrastructure development and finance companies, with a distinct mandate to catalyse the development of infrastructure in the country. IL&FS has focussed on the commercialisation and development of infrastructure projects and creation of value added financial services. From concept to execution, IL&FS houses the expertise to provide the complete array of services necessary for successful project completion: visioning, documentation, development, finance, management, technology and execution.

ii. Over the years IL&FS has established successful track record and has built up institutional expertise to manage construction contracts and develop BOT projects across diversified sectors. It has the ability to deploy suitable technical and managerial personnel to supervise EPC and BOT projects. IL&FS has also been advisors to Central & various State Governments and developed an array of innovative solutions on the public private partnership platform to develop commercially viable models for infrastructure projects.

iii. MIL has been has been executing works in the construction space since 1988. Its activities encompass irrigation & water, road, railways, building & structures, oil & gas, power & power transmission. MIL's portfolio of projects are at various stages of implementation and are spread across various infrastructure areas such as energy, road, airports, maritime and railways.

iv. Recently, MIL's operations have been severely impaired since the debacle at Satyam post January 2009. These extraneous circumstances have impacted the operations of MIL as the customer contracts were cancelled and relationships with JV partners and vendors came to a standstill.

v. IL&FS seeks to revive the operations of MIL with the support of all the stakeholders in the following manner :

- Infusion of liquidity support to kickstart MIL's operations
- Develop an operating plan with all stakeholders to strengthen operations, improve processes & productivity and financial stability
- Bid for infrastructure projects jointly with MIL to rebuild sustainable growth
- Revive relationships with all JV partners in the various BOT projects, review the BOT projects and bring in management, technical and financial strengths to those projects that need such support and guidance
- Develop a plan to raise fresh capital at an appropriate stage to improve the financial position commensurate with the operational needs and growth

vi. In terms of the CLB Order, IL&FS has appointed four of its nominees on the Board of Directors of MIL including the Chairman on September 29, 2009, , which is after a period of twenty one (21) days from the date of PA in terms of Regulation 22(7). The four nominees are: Mr. Ravi Parthasarathy (Chairman IL&FS), Mr. Hari Sankaran (Managing Director & CEO – IL&FS), Mr. Arun K Saha (Joint Managing Director, IL&FS) and Mr. K Ramchand, Managing Director, IL&FS Transportation Networks Limited (ITNL) which is a subsidiary of IL&FS.

5. DISCLOSURE IN TERMS OF REGULATION 21(2) of SEBI(SAST) Regulations

Upon completion of the offer, assuming full acceptance in the Offer and acquisition of shares, the Acquirer and PAC will hold 33,562,540 equity shares constituting 57.03% of the equity share capital of the Target Company and 56.97% of the Emerging Voting Capital of the Target Company. As per Clause 40A of the Listing Agreement with the Stock Exchange(s), the Target Company is required to maintain at least 10% public shareholding on a continuous basis.

6. INFORMATION ABOUT THE TARGET COMPANY

(Information about the Target Company in this Letter of Offer has been taken from the publicly available data and as provided by the Target Company)

6.1 MIL is a public limited company incorporated on May 6, 1988 and has its Registered and Corporate Office at 6-3-1186/5/A, III Floor, Amogh Plaza, Begumpet, Hyderabad – 500 016, India, Tel no: +91-40-4040 9333; Fax +91-40-2340 1107.

6.2 MIL is promoted by Mr. B Teja Raju, SNR Investments Private Limited and Veeyes Investments Private Limited. As per the CLB Order, IL&FS are nominated as the promoters of MIL and four nominees of IL&FS have been appointed on the Board of MIL. MIL was incorporated as Satyam Constructions Private Limited on May 6, 1988 under the Companies Act, 1956, as amended (the "Companies Act"). It became a deemed public company with effect from July 1, 1993 under Section 43A (1A) of the Companies Act, and the word "private" was deleted from its name. The name was changed to "Maytas Infra Limited" pursuant to a special resolution of the Shareholders of MIL at an extraordinary general meeting held on May 6, 1998. The fresh certificate of incorporation consequent upon the change of name was granted on June 1, 1998 by the Registrar of Companies, Andhra Pradesh, located at Hyderabad (the "RoC"). It became a private limited company on May 7, 2002 pursuant to Section 43A(2A) of the Companies Act and the word "private" was added to its name. Subsequently, pursuant to a special resolution of the Shareholders at an extraordinary general meeting held on December 30, 2006, the company became a public limited company and the word "private" was deleted from its name. The certificate of incorporation to reflect the new name was issued on February 9, 2007, by the RoC.

MIL is a construction company with approximately two decades of experience in the construction business and an infrastructure developer. The business is organised into two parts – Construction as a contractor on a contract basis and Infrastructure Development which involves identifying, sourcing, developing, and operating projects in infrastructure sectors. In the construction business, it has historically focused on the irrigation, roads and bridges, and such other infrastructure sectors. More recently, it has diversified its portfolio of construction projects and is also undertaking civil construction projects in the power, industrial structures, oil and gas infrastructure, and railway sectors.

MIL, owing to the adverse developments in Satyam, the recessionary business environment and other unfavorable economic factors, was not able to maintain its turnover and internal generations thus affecting its debt servicing. MIL, accordingly, subsequent to the appointment of Government Directors on its Board, opted for debt restructuring through the Corporate Debt Restructuring Mechanism. On June 30, 2009, the CDR Empowered Group approved a CDR package for MIL.

6.3 MIL has completed, and continues to undertake construction projects in the aforesaid sectors across 12 states of India: Andhra Pradesh, Karnataka, Tamil Nadu, Orissa, Chhattisgarh, Madhya Pradesh, Maharashtra, Himachal Pradesh, Haryana, Gujarat, Uttar Pradesh and Assam.

6.4 The share capital structure and Emerging Voting Capital of MIL is as follows:

Paid up Equity Shares of Target Company	No. of Shares/ voting rights (of Rs.10/- each)	% of shares/voting rights	% of Emerging voting capital
Fully paid up equity shares	5,88,50,856	100%	99.89%
Partly paid up equity shares	Nil	Nil	Nil
Total paid up equity shares	5,88,50,856	100%	99.89%
Total voting rights (A)	5,88,50,856	100%	99.89%
Convertibles (including options likely to be vested upto December 31, 2009) (B)	64,326 (Options vested and not exercised)		0.11%
Emerging Voting Capital (A+B)	5,89,15,182		100%

6.5 The build-up of capital structure of the Target Company since inception and the disclosure status of compliance with applicable provisions of SEBI (SAST) Regulations/other applicable Regulations under the SEBI Act, 1992 and other statutory requirements as applicable :

Date of allotment	No of shares issued (%)	Face value (Rs.)	Cumulative paid up capital	Mode of allotment	Identity of allottees	Status of compliance
May 6, 1988	250 (100.00%)	100	25,000	Subscription on signing of Memorandum of Association	Promoters & Others	Complied with
March 26, 1991	49,750 (99.50%)	100	5,000,000	Further allotment - Cash	Promoters & Others	Complied with
March 25, 1992	50,000 (50.00%)	100	10,000,000	Further allotment – Cash	Promoters & Others	Complied with
January 11, 1993	50,000 (33.33%)	100	15,000,000	Further allotment – Cash	Promoters & Others	Complied with
March 31, 1994	75,000 (33.33%)	100	22,500,000	Further allotment – Cash	Promoters & Others	Complied with
October 24, 1994	250,000 (52.63%)	100	47,500,000	Further allotment – Cash	Promoters & Others	Complied with
September 30, 1998	100,000 (17.39%)	100	57,500,000	Further allotment – Cash	Promoters & Others	Complied with
January 31, 1999	425,000 (42.50%)	100	10,00,00,000	Further allotment – Cash	Promoters & Others	Complied with
December 30, 2006	-	10	10,00,00,000	Equity Shares of face value Rs. 100 each were sub-divided into Equity Shares of face value Rs. 10 each	Promoters & Others	Complied with
December 31, 2006	40,000,000 (80.00%)	10	50,00,00,000	Bonus	Promoters & Others	Complied with
October 17, 2007	88,50,000 (15.04%)	10	58,85,00,000	Public Issue	Others	Complied with
April 30, 2008	856 (0.00%)	10	58,85,08,560	ESOP	Others	Complied with

6.6 The equity shares of MIL are listed on the NSE and the BSE w.e.f. October 25, 2007. There has been no suspension of trading of the Equity Shares in any of these Stock Exchanges.

6.7 None of the shares of the Target Company are unlisted.

6.8 There are no outstanding convertible instruments.
MIL has granted options under employee stock option scheme in 2007 and 2008. 64,326 options have been vested as on October 31, 2009. These have been taken into account for calculating the Emerging Voting Rights of the Target Company. The Target Company does not have any partly paid-up Shares.

6.9 As confirmed and certified by the Target Company, its promoters and major Shareholders have complied with the applicable provisions of chapter II of SEBI Takeover Regulations within the prescribed time except for delays of 12 days and 1 day with respect to filings under Regulations 7(1) and 7(2) of SEBI (SAST) Regulations. Suitable action may be initiated by SEBI against major shareholders for the delays with respect to filings under Regulations 7 (1) and 7(2) of SEBI (SAST) Regulations.

6.10 MIL has complied with all the provisions of the listing agreements entered into with the NSE and BSE where its Shares are listed and traded, save in the instances listed out below. No actions, penal or otherwise, have been initiated by these Exchanges against MIL.

1. Composition of the audit committee in terms Clause 49 for the period November 2008 to March 209 was not complied with.
2. Non-consideration and publication of quarterly financial results in terms of Clause 41 of the Listing Agreement for the quarters ended December 31, 2008, March 31, 2009 and June 30, 2009.
3. Non Compliance w.r.t advance notice of 7 days to the Stock Exchanges intimating the date of Board Meeting of MIL in which audited financials for the year ended March 31, 2009 and unaudited quarterly financial results for the quarter ended June 30, 2009 are considered and approved.

6.11 The Board of Directors of MIL as on the date of the Public Announcement was as follows:

S. No	Name of the Director	Date of Appointment	Residential Address
1	Dr. K.Ramalingam	17.04.2009	No.1, Airport Lane, Opp. Safdarjung Airport, New Delhi – 110 003
2	Mr. B. Teja Raju	13.07.2001	Plot No 1242,Road No 62 Jubilee Hills, Hyderabad
3	Mr. B Narasimha Rao	30.01.2009	Plot No 253, Road No 72, Prashashan Nagar, Jubilee Hills, Hyderabad – 500034
4	Mr. Anil K Agarwal	17.04.2009	1, Aradhana Colony, Sector – 13, R.K.Puram, Ring Road, New Delhi – 110 066
5	Mr. Ved Jain	19.03.2009	33, Babar Road, Bengali Market,New Delhi – 110 001
6	Mr. O.P.Vaish	19.03.2009	#5, 6&7, 10 Hailey Road, New Delhi – 110 001

The Board of Directors of MIL has undergone the following changes since the public announcement and until the date of this Letter of Offer.

S.No	Name of the Director	Date of Appointment	Date of Resignation	Residential Address
1	Dr. K.Ramalingam	17.04.2009	29.09.2009	No.1, Airport Lane, Opp. Safdarjung Airport,

				New Delhi – 110 003
2	Mr. B. Teja Raju	13.07.2001	29.09.2009	Plot No 1242,Road No 62 Jubilee Hills, Hyderabad
3	Mr. B Narasimha Rao	30.01.2009	29.09.2009	Plot No 253, Road No 72, Prashashan Nagar, Jubilee Hills, Hyderabad – 500034
4	Mr. O.P.Vaish	19.03.2009	29.09.2009	#5, 6&7, 10 Hailey Road, New Delhi – 110 001
5	Mr.Ravi Parthasarathy	29.09.2009	-	1201/1202 Vinayak Angan, Old Prabhadevi Road, Prabhadevi, Mumbai – 400 025
6	Mr. Hari Sankaran	29.09.2009	-	29B Carter Road, Bandra (West), Mumbai – 400 050
7	Mr. Arun K Saha	29.09.2009	-	601/602 Green Acres, 61-B, Pali Hill, Nargis Dutt Road, Bandra (West), Mumbai–400 050
8	Mr. K Ramchand	29.09.2009	-	3rd Floor, Victoria Building, E-23, Gajdhar Scheme, Sarojini Naidu Road, Santacruz, Mumbai – 400 054

6.12 Brief profiles of the existing directors is as follows:

Mr. Anil K Agarwal was the president of ASSOCHAM. He heads the Cosmos group which has business interests in fields such as – Engineering & Electricals, Food & Agro technologies, Biotechnology, Power distribution equipments etc. He is a council member of Indian Institute of Chartered Accountants of India. He has been a member of many committees of the Govt. of India, such as – Board of Trade, National Manufacturing Competitive Council, National Disaster Management Authority, Prime Ministers council of Trade & Industry, SEBI Committee on Disclosures, Employers Federation of India, Scientific Advisory Committee of Cabinet and Agriculture Knowledge Initiative.

Mr. Ved Jain has been elected as President, The Institute of Chartered Accountants of India(ICAI), for the year 2008 – 2009. A fellow member of the ICAI with more than three decades of standing, he was elected to the Central Council of ICAI for the first time in 2004 and thereafter in 2007. He is a member of the National Advisory Committee on Accounting Standards constituted by the Ministry of Corporate Affairs (MCA) Govt. of India and also Co-Chairman of the Committee on Direct Taxes of ASSOCHAM. He is a member on the Board of Governors of the Indian Institute of Corporate Affairs set up by the Ministry of Corporate Affairs (MCA) Govt. of India and so on.

Mr Ramchand Karunakaran is the Managing Director of IL&FS Transportation Networks Limited (ITNL).He holds a Bachelor's degree in Civil Engineering from Madras University and a Post Graduate Degree in Development Planning from the School of Planning, Ahmedabad and has over 25 years of experience in urban and transport infrastructure development sector. Mr Ramchand has been involved in a large number of private infrastructure initiatives including the successful commissioning of various toll road projects in the country. He has been with the IL&FS Group for the past 14 years and is on the Board of Directors of various companies within the IL&FS Group

Brief profiles of Mr. Ravi Parthasarthy (Chairman, Board of MIL), Mr. Hari Sankaran and Mr. Arun K Saha are given in para 4.1.6 and 4.2.5.

6.13 The Target Company has confirmed that, there has been no merger / demerger or spin off involving MIL during the past 3 years.

Details regarding changes in the name of the Target Company since incorporation are given in para 6.2 above.

6.14 Based on the latest audited financial statements prepared in accordance with the provisions of ICAI, the financial information of MIL is as follows:

(Amount Rs. In lacs)

Profit & Loss Statement	**FY 09**	**FY08**	**FY07**
Income from operations	133,487.48	163,735.34	60,100.63
Other Income	7,587.61	1907.69	506.64
Accretion/(Decretion)to Work in progress	5,515.94	11,788.26	3,576.71
MIL's share in Profit/(Loss) in integrated Joint Ventures(Net of tax)	(1,828.74)	1371.24	761.60
Total Income	**144,762.29**	**178,802.53**	**64,945.58**
Total Expenditure excluding interest and depreciation	165,329.31	154,771.71	54,041.67
Profit/(Loss) Before Depreciation Interest and Tax	(20,567.02)	24,030.82	10903.91
Depreciation	6,758.76	3,909.10	1131.05
Interest	18,858.79	6,666.28	1888.85
Profit/(Loss) Before Tax	(46184.57)	13,455.44	7884.00
Provision for Tax	260.40	3,491.88	2572.02
Prior period expenses	2,533.80	-	-
Profit/(Loss) After Tax	(48,978.77)	9,963.56	5311.99

Balance Sheet Statement	**FY09**	**FY08**	**FY07**
Sources of funds			
Paid up share capital	5,885.09	5,885.00	5,000.00
Reserves and Surplus (excluding revaluation reserves)	10,433.31	59,399.38	21,526.35
Net worth	16,318.40	65,284.38	26,526.35
Secured loans	159,060.83	75,666.77	25,536.21
Unsecured loans	7,661.35	17,903.02	413.58
Deferred tax liability	-	-	563.78
Total	**183040.58**	**158,854.17**	**53039.92**
Uses of funds			
Net fixed assets (including CWIP)	43,143.51	42,471.57	16460.97
Investments	33,595.71	25,623.11	16900.96
Net current assets	106,301.36	90,695.25	19677.99
Deferred tax asset	-	64.24	-
Total miscellaneous expenditure not written off	-	-	-
Total	**183040.58**	**158854.17**	**53039.92**

Other Financial Data	FY09	FY08	FY07
Dividend (%)	-	15%	10%
Earning Per Share (Rs)	(83.23)	18.44	10.62
Return on Networth (%)	-	15.26	20.02
Book Value Per Share (Rs)	27.73	110.93	53.05

6.15 All the financial data disclosed for the Target Company in this Letter of Offer has been taken from the audited financial statements of MIL.

6.16 The reasons for fall/rise in total income and PAT in the last 3 years is as follows:

For FY09 : MIL reported a turnover of Rs. 133,488 lacs for the year ended March 31, 2009 as against Rs. 163,735 lacs for the previous year, a reduction of 19%. MIL has reported a net loss of Rs.48,979 lacs as against net profit of Rs. 9,964 lacs of the previous year.

The losses for the year are broadly on account of un-absorbed fixed expenses like personnel cost, interest, depreciation and administrative costs. This is on account of reporting lower level of operations as against planned for the year. During the year, MIL has also provided a notional loss on account of restatement of foreign currency loans and various provisions created and writing off provided against advances. MIL has recorded the share of loss from joint venture contracts as against profits of previous year. There are losses on account of variations in the work done and client not certifying the work done by MIL and some liquidated damages imposed by clients.

For FY08 : MIL has reported a turnover of Rs. 163,735 lacs for the year 2007-08 as against Rs. 60,101 lacs, registering a growth of 172% over the previous year. It has also reported a net profit of Rs. 9,964 lacs as against of Rs. 5,312 lacs of the previous year registering a growth of 88% which is attributable to the incremental turnover, operational efficiencies and order mix achieved during the year.

For FY07 : During the year 2006-07, MIL recorded a turnover of Rs. 60,101 lacs as against Rs. 22,307 lacs in the previous year thus registering a growth of 169% over last year. The net profit of MIL for the year is Rs. 5,312 lacs as against Rs. 2,246 lacs which is attributable to the incremental turnover, operational efficiencies and order mix achieved.

6.17 The pre and post Offer shareholding pattern of MIL is as follows:

Shareholders' category	Shareholding and voting rights prior to agreement/acquisition and Open Offer (as at September 18, 2009) (A)		Shares/voting rights agreed to be acquired which triggered off the Regulations (B)		Shares/voting rights to be acquired in the Open Offer (assuming full acceptances) (C)		Shares/voting rights after the Acquisition and Open Offer (assuming full acceptances) (A+B+C) = (D)	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
1 Promoters[(1)]								
a) Parties to agreement, if any	NA	-	-	-	-	-	-	-
b) Promoters other than (a) above	11,990,000	20.37	-	-	-	-	-	-
Sub-total	**11,990,000**	**20.37**	**-**	**-**	**-**	**-**	**-**	**-**

2 a. Acquirer								
IL&FS	-	-	13,245,126(2)	22.51	11,783,040	20.02	25,028,166	42.53
2 b. PACs								
IFIN	21,779,500	37.01	(13,245,126)	(22.51)	-	-	8,534,374	14.50
Sub-total 2 [(a) and (b)]*	**8,534,374**	**14.50**	**13,245,126**	**22.51**	11,783,040	**20.02**	**33,562,540**	**57.03**
3. Parties to the agreement other than 1 (a) and 2	-	-	-	-	-	-	-	-
4 Public (Other than Promoters, Acquirer and PAC)								
(a) FIs/MFs/FIIs/ Banks, SFIs	8,266,267	14.05	-	-	(11,783,040)	(20.02)	25,288,316(3)	42.97
(b) Others**	16,815,089	28.57	-	-				
Sub - total 4	**25,081,356**	**42.62**	**-**	**-**	**(11,783,040)**	**(20.02)**	**25,288,316**	**42.97**
Grand total	**58,850,856**	**100.00**	**-**	**-**	**-**	**-**	**58,850,856**	**100.00**

(1) IL&FS made an Open Offer as an Acquirer alongwith IFIN acting as a PAC to the shareholders of Maytas Infra Limited under Regulation 10 & 12 through a Public Announcement published on September 2, 2009. Pursuant to the CLB Order, IL&FS shall be the new promoter of MIL and the existing Promoters shall become the erstwhile promoters.

(2) IFIN has invoked its power of sale/pledge invocation for these shares and have sold it to IL&FS as described in para 3.1.12 and are currently held by SBICAP Trustee Limited and shall be transferred to IL&FS after the completion of the Open Offer.

(3) Indicates post Open Offer cumulative shareholding of Public assuming full acceptances under the open offer and includes the shareholding of erstwhile promoters who would be classified as part of public.

*Assuming full acceptances, the Shares to be held by Acquirer and PAC after the Acquisition under the Open Offer would be 57.03% of the existing fully-paid up equity share capital of the Target Company and 56.97 % of the Emerging Voting Capital.

** Includes 662,500 Shares held by the Promoter group entity.

The total number of public Shareholders (other than Promoter holding) of MIL as on September 18, 2009, the specified date is 54,519.

6.18 As per the information provided and certified by MIL, the details of the change in shareholding of the Promoters as and when it happened in the Target Company and the status of compliance with the applicable provisions of the SEBI (SAST) Regulations/other applicable Regulations under the SEBI Act, 1992 and other statutory requirements, as applicable, appear as under:

Date of A allotment/ acquisition	Particulars	Shares Acquired / Purchased	Face value of share	Shares Sold / Transferred	Cumulative shares	Cumulative %	Status of Compliance*
11-May-98	Acquisition from existing Shareholders	29,800	100	-	29,800	2.49%	Complied
30-Sep-98	Allotment	40,000	100	-	69,800	5.82%	Complied
31-Jan-99	Allotment	170,000	100	-	239,800	20.00%	Complied
30-Dec-06	Equity Shares of face value Rs. 100 each were sub-divided into Equity Shares of face value Rs. 10 each	-	10	-	2,398,000	20.00%	Complied

31-Dec-06	Bonus issue	9,592,000	10	-	11,990,000	100.00%	Complied

*Promoters did not acquire/sell shares post listing on the Stock Exchanges. Hence provisions of SEBI (SAST) Regulations are not applicable.

6.19 Mr. B. Vijaya Prasad (Membership No. 18791), Partner, M/s. Krishna & Prasad, Chartered Acountants, and Mr. Ali Nyaz (Membership No. 200427), Partner, M/s. S R Batliboi & Associates, Chartered Accountants Joint Auditors of MIL, vide their Certificate dated June 30, 2008, have certified that MIL has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreements with the Stock Exchanges. [Source: MIL Annual Report FY2007-2008]

Non Compliances in respect of Corporate Governance are as per listed in para 6.10.

MIL has certified vide their certificate dated November 13, 2009 the details of outstanding pending litigations which are as follows:

Cases filed against MIL

Nature of Dispute	Legal Action Taken	Status as on Date/Remarks
COMPANY LAW BOARD CASES		
UoI filed Company Petition seeking Supercession of the then existing Board of MIL and for appointment of 10 nominee directors where MIL is one of the Respondents following the incidents of Satyam.	MIL opposed the petition and filed counter and also filed petitions for deletion of names of some of the Respondents.	CLB passed the order directing Union of India to appoint 4 nominee directors in addition to three existing directors and did not allow UOI to supersede the earlier Board of MIL. Upon receipt of the offer from IL&FS, MIL filed application (Company application no. 431 of 2009) in terms of which CLB passed an order on August 31, 2009. The next date for hearing is 27-01-2010
WRIT PETITIONS		
Public Interest Litigation (PIL) Petition filed by local surpanch of Gandikota seeking cancellation of the Road Project near Gandikota Irrigation Project in Cuddapah District which was awarded on nomination basis to MIL where MIL is 4th & nominal Respondent. The petition was filed by challenging the State Government decision on awarding the work.	MIL is on record and ready with the counter to file on the next hearing date.	In the PIL, as prayed for by the petitioner for an interim stay order, accordingly, the High Court has granted stay on the Award. Since there was no commencement of work and investment over the project, hence, no liability on MIL irrespective of the result of the petition.
Public Interest Litigation (PIL) Petition filed by Palamuri Labour Union against many infrastructure companies including MIL, who engaged them for NAVAK works seeking a direction for payment of wages and over time wages under Minimum Wages Act as applicable retrospectively for a period of 3 years. This PIL was numbered as Writ Petition.	MIL settled the matter with the Union Leaders by entering into an MOU in the presence of Chief Labour Inspector, District Collector and others. Further, MIL filed vakalat along with MOU, accordingly, the matter has been referred to the concerned authorities for consideration since the existing dispute has been settled amicably.	As the matter has been referred to the concerned labour officers for enquiry, MIL and the said Union are filing the respective documents to close the issue.

DRT/CIVIL SUITS & OTHER MISCELLANEOUS CASES		
MIL entered into an agreement with HSBC for availing loan of Rs.100 crores but subsequently failed to pay the instalments. (In this matter, Mr. B. Teja Raju stood as guarantor and executed the hypothecation agreement). HSBC issued the recall notice by demanding to pay the entire amount wherein MIL failed to pay the same, hence, HSBC approached DRT by filing this petition and 4 other Interim Applications for interim reliefs.	MIL filed its vakalat, counters and Written Statement along with the plant & machinery details which was the prayer in one of the interim applications.	HSBC has filed Chief examination affidavit. MIL counsel cross-examined the HSBC witness. The matter is posted to 24.12.2009.
MIL purchased 4 pieces of land in Meerut which was not converted for commercial purpose since the link document is under agricultural land. Upon verification of the records in the Registrar's Office, the ADM (F&R), Meerut, has passed an order against MIL for payment of difference/balance stamp duty. (From Agricultural to Non-agricultural).	MIL filed appeal against this order before Chief Controlling Authority of Revenue (CCAR).	The matter is posted to 13.11.09 for arguments
Vendor M/s. Sekhar Chand Jain & Company filed suit for Recovery of Rs. 7,65,000/- towards pending dues for using the vibrator by MIL.	MIL has filed written statement and the issues are to be framed.	This matter is posted on 25-11-09.
Specific Performance Suit by M/s. Kirloskar Brothers Ltd., Pune praying for a mandatory injunction to direct the defendants including MIL to execute a sub-contract agreement and award the work to the Plaintiff.	MIL has filed written statement and the issues are to be framed.	The matter is posted to 13-11-09
Suit filed by Nagasani Sreeramulu seeking perpetual injunction in respect of alleged unauthorized usage of land by MIL for gravel with regard to ORR project.	MIL filed written statement denying the plaint contents as MIL has not used the gravel in the disputed land. Hence, no liability.	The matter is posted on 28-01-10 for hearing
Suit filed by M/s TDT Electricals for the recovery of dues from MIL raised out of work order for a sum of Rs. 1376839/- .	MIL filed written statement disputing the alleged claim of TDT Electricals Limited and made counter claim of Rs.2,86,139/- towards damages and excess payment to TDT electricals.	For consideration & issues. The matter is posted to 30-11-2009.
Suit filed by M/s TDT Electricals for the recovery of dues from MIL raised out of work order for a sum of Rs.33,74,740/-.	MIL filed written statement disputing the alleged claim of TDT Electricals Limited and made counter claim of Rs.8,18,338/- towards damages and excess payment to TDT electricals.	For consideration & issues. The matter is posted now on 30-11-2009.
The Sub-Contractor of MIL (Contractor), viz., Srinivasa Constructions filed a suit for recovery of Rs.11,20,000/- towards the pending dues against supply of electrical materials.	MIL filed written statement and the matter is posted for framing of issues.	The matter is transferred to Parvathipuram Fast Track Court and the matter is posted to 26-11-09.

MIL invoked the Bank Guarantees nearly about Rs.50,00,000/- submitted by East India Udyog Limited, Ghaziabad, who had supplied the poor quality of transformers and the same have been rejected by the Employer. EIUL got exparte status quo order against the encashment of the BG.	MIL filed counter in the main petition and other I.A.s.	The matter is reserved for judgment.
The Superintending Engineer (Construction) Circle-II, Kurnool (Employer) entered into an agreement with MIL for modernization of KC Canal for 4,445 cub. mts of earth. Subsequently, as per the instructions of the employer, MIL has done additional work 1, 21, 000 cub meters for which, MIL sought for escalation of the price. Accordingly, the same has been granted by the technical expert third party. The employer aggrieved by the technical expert's decision, filed a suit OS 1/2003 before the Principal District Judge's Court, Kurnool which was dismissed. Aggrieved upon dismissal order, the employer has filed this appeal before the High Court of AP.	MIL has filed vakalat and prepared the counter in the matter.	The matter is yet to be listed.
The supplier i.e. Shree Ganesh Timber & Tiles filed this suit for damages towards delay in accepting the supply. However, MIL had subsequently taken the goods and ended up with the amicable settlement with the Supplier.	As the matter is being settled, Plaintiff i.e. Shree Ganesh Timber & Tiles is going to withdraw the suit.	Plaintiff is going to withdraw the suit on the next hearing. The matter is posted to 20-11-09 for framing of issues.
CRIMINAL CASES		
Private Complaint vide CC 335/08 on the file of Judicial First Class Magistrate, Sindhanur, Karnataka was filed by Mr. Shankar, owner of the Crime vehicle under section 304-A of IPC against MIL represented by Mr. B. Teja Raju alleging that the accident occurred due to the negligence of the accused by not maintaining the proper precautionary measures, while laying the road by the contractor (MIL), which led to the death of the passenger of the crime vehicle.	MIL filed quash proceedings against CC 335/08 before the Circuit Bench, Gulbarga and after being dismissal, MIL also filed SLP before the Supreme Court, the same was also dismissed. Subsequently, the case is posted for the appearance of Mr. B. Teja Raju, to that effect, MIL filed Sec.205 Cr.P.C. Petition to dispense the appearance of the Accused, viz., Mr. B. Teja Raju. After being dismissal of the petition, MIL again preferred revision before the Gulbarga Circuit Bench and got exempted the appearance of Mr. Teja Raju. Accordingly, filed Sec.205 Cr.P.C. Petition to dispense the appearance of the Accused, viz., Mr. B. Teja Raju, the same got allowed.	The petition u/s 205 of Cr.P.C. filed by Mr. B. Teja Raju has been allowed and exempted his personal appearance till commencement of the trial and posted to 02-12-2009.
YES bank has filed this complaint u/s 138 of NI Act against Mr. B. Teja Raju & other directors of MIL including the Company Secy. as cheque for Rs.30 crores got bounced which was given as surety in terms of the agreement	YES bank has been covered in CDR package.	The matter is posted to 28-05-2010.

entered with M/s YES Bank Ltd for availing a loan amount Rs. 30 Cr.		
The Chief Inspector of Factories, Vijayawada issued show cause notice alleging that on 29-05-2009, on his inspection of Premises, he found the irregularities U/s 6,7 (a)(1)&(2) of Factories Act, 1948, specifically that MIL did not obtain the permission for extension of the construction and failed to provide the safety equipment.	MIL submitted the Explanation to show cause notice issued by Inspector of Factories on 6th July, 2009.	Pending for decision of the Factories Inspector, Vijayawada.
EMPLOYEE CASES		
The insurance company preferred this appeal against the award given by the Labour Commissioner, Mahaboobnagar alleging that the policy in the dispute is not covered as per the policy.	MIL has filed Vakalat and the counter will be upon listing.	Admission Stage.
The insurance company preferred this appeal against the award given by the Labour Commissioner, Mahaboobnagar alleging that the policy in the dispute is not covered as per the policy.	MIL has filed Vakalat and the counter will be upon listing.	Admission Stage.
Case vide CC No. 148 of 2009 on the file of Industrial Court, Mumbai filed by Ex-employees of MIL, Bombay office viz., Mr. Abdul Khadir Shaikh and 7 others seeking declaration that MIL is involved in Unfair Labour Practices and also seeking settlement of all dues related to their employment at Regional Office, Mumbai. However another employee filed complaint to implead him in the proceedings.	MIL engaged an advocate and counter to be filed. In the meanwhile, MIL is in the process of settling the disputed dues.	The matter is yet to be listed.
A worker of Trichy Road Project had been died in the accident and the deceased family members filed a petition for claiming compensation of Rs.10, 00,000/- and subsequent interest @ 12% P.A.	MIL has the valid insurance policy in this regard, as such, it is monitoring the case.	No liability of MIL as the same claim has been covered by valid insurance.
A worker of Assam Road Project had been died in the accident and the Deceased family members filed a petition for claiming compensation of Rs.20, 00,000/- and subsequent interest @ 12% P.A.	MIL has the valid insurance policy in this regard, as such, it is monitoring the case.	No liability of MIL as the same claim has been covered by valid insurance
Ex. Workers of Gandikota Project, Andhra Pradesh filed this case for their arrears of wages to a tune of Rs.41,89,755/- against MIL and the workers further obtained the garnishee order on the bills of MIL against EE, MGKLIP Division NO.1, Mahaboobnagar District, AP.	MIL preferred an appeal against the garnishee order vide WP No.15292/2009 on the file of AP High Court and the same was got stayed.	The matter is yet to be listed.

FOREIGN CASES		
A class action complaint was filed by various people, viz., PERS, Mine workers, and an Ex-employee of Satyam Computers Limited before the United States District Court, Southern District of New York in relation to Satyam Computer Services Limited Securities Litigation vide Consolidated Action No.09MD2027(BSJ) wherein they contended that by self incriminating document exposed by the then Chairman of Satyam Computer Services Limited, Mr. B. Ramalinga Raju regarding increasing the revenue and huge stock pile of cash deposits, phony customer contracts, etc. on the balance sheet and has been inflated thereby caused huge losses to the general public and the Plaintiffs. In the course of propaganda, the name of MIL was also reflected as a defendant in the suit.	MIL moved motion stating that the documents have been impounded by the CBI and the relevant documents were not available and without those documents, it is impossible to reply the allegations in the class action suit. Therefore, MIL needs 3 months time for reply. An application was moved on August 29, 2009 to that extent.	Extension of time granted upto 16th November, 2009 for filing answer by MIL.

Cases in Arbitration

Nature of Dispute	**Legal Action Taken**	**Status as on Date/Remarks**
MIL has invoked the arbitration clause as the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-04, Chandigarh, had failed to release the payments, which were supposed to be paid to MIL under exemption of Centras Exise Tax, as agreed in the contract. The Tribunal had adjudicated the matter and had passed an award dt.05.12.03 in favour of MIL for an amount of Rs. 1,39,41,0640/- and intereset thereof. Whereas the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-04, Chandigarh, filed this petition vide OP 17/2004 on the file of District Judge's Court, Chandigarh by challenging the award.	MIL filed its counter and the written arguments.	Reserved for orders on 19-12-09
MIL has invoked the arbitration clause as the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-08, Chandigarh, had failed to release the payments, which were supposed to be paid to MIL under exemption of Centras Exise Tax, as agreed in the contract. The Tribunal had adjudicated the matter and had passed an award dt.05.12.03 in favour of MIL for an amount of Rs. 2,85,55,727/- and intereset @12% p/a thereof. Whereas the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-04, Chandigarh filed this petition vide OP 18/2004 on the file of District Judge's Court, Chandigarh by challenging the award.	MIL filed its counter and the written arguments.	Reserved for orders on 19-12-09

MIL has invoked the arbitration clause as the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-04, Chandigarh, had failed to release the payments, which were supposed to be paid to MIL under exemption of Centras Exise Tax, as agreed in the contract. The Tribunal had adjudicated the matter and had passed an award dt.05.12.03 in favour of MIL for an amount of Rs. 1,39,41,0640/- and intereset thereof. Whereas Tribunal has ommitted few issues, which were raised in the claim. As such MIL filed an application before the same tribunal for correction of award and for the additional reliefs u/s 33(4) of the Arbitration and Conciliation Act, 1996, whreas tribunal has declined to entertain the application filed by MIL and pronounced the order dated 16.07.09 As such MIL preferred to file this petition vide OP 77/2004 on the file of District Judge's Court, Chandigarh	MIL filed its written arguments.	Reserved for orders on 19-12-09
MIL has invoked the arbitration clause as the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-08, Chandigarh, had failed to release the payments, which were supposed to be paid to MIL under exemption of Centras Exise Tax, as agreed in the contract. The Tribunal had adjudicated the matter and had passed an award dt.05.12.03 in favour of MIL for an amount of Rs. 2,85,55,727/- and intereset @12% p/a thereof. Whereas the Tribunal has ommitted few issues,which were raised in the claim. As such MIL filed an application before the same tribunal for correction of award and for the additional reliefs u/s 33(4) of the Arbitration and Conciliation Act, 1996, whreas tribunal has declined to entertain the application filed by MIL and pronounced the order dated 16.07.09 As such MIL preferred to file this petition vide OP 80/2004 on the file of District Judge's Court, Chandigarh.	MIL filed its written arguments.	Reserved for orders on 19-12-09
MIL filed a claim for Breach of Contract for the "Haryana Road Works Package in M-04" before the Arbitration Tribunal for Rs. 4,97,50,076/- + @12% interest. The Respondent i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-04, Chandigarh had raised the Preliminary Objection that the Claimant (MIL) Contractor has not followed the Arbitration Procedures for invoking Arbitration and hence, Tribunal has no jurisdiction. The Arbitral Tribunal had accepted the objection taken by the Respondent and dismissed the proceedings. MIL had filed an Appeal under Sec. 37 of Arbitration & Conciliation Act,1996 vide Appeal Case No. 62/2005 on the file of District Judge, Chandigarh.	MIL filed its objections and the written arguments.	27/11/2009 for orders

MIL filed a claim for Breach of Contract for the "Haryana Road Works Package in M-08" before the Arbitration Tribunal to decide disputes. The Respondent i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-08, Chandigarh had raised the Preliminary Objection that the Claimant Contractor has not followed the Arbitration Procedures for invoking Arbitration and hence, Tribunal has no jurisdiction. The Arbitral Tribunal had accepted the objection taken by the Respondent. MIL had filed an Appeal under Sec. 37 of Arbitration & Conciliation Act,1996 vide Appeal Case No. 62/2005 on the file of District Judge, Chandigarh.	MIL filed its objections and the written arguments.	27/11/2009 for orders
MIL filed a claim for Breach of Contract for the "Haryana Road Works Package in M-04" before the Arbitration Tribunal for Rs. 4,97,50,076/- + @12% interest. The Respondent i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-04, Chandigarh had raised the Preliminary Objection that the Claimant (MIL) Contractor has not followed the Arbitration Procedures for invoking Arbitration hence, Tribunal has no jurisdiction. The Arbitral Tribunal had accepted the objection taken by the Respondent and dismissed the proceedings. MIL had filed an Appeal under Sec. 37 of Arbitration & Conciliation Act,1996 vide Appeal Case No. 61/2005 on the file of District Judge, Chandigarh. While dismissing the application of MIL, tribunal as well dismissed MIL's claim. As such MIL preferred to file this Arbitration Case No. 11/2006 on the file of District Judge, Chandigarh.	MIL filed its written arguments.	27/11/2009 for orders
MIL filed a claim for Breach of Contract for the "Haryana Road Works Package in M-08" before the Arbitration Tribunal to decide disputes. The Respondent i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-08, Chandigarh had raised the Preliminary Objection that the Claimant Contractor has not followed the Arbitration Procedures for invoking Arbitration and hence, Tribunal has no jurisdiction. The Arbitral Tribunal had accepted the objection taken by the Respondent. MIL had filed an Appeal under Sec. 37 of Arbitration & Conciliation Act,1996 vide Appeal Case No. 62/2005 on the file of District Judge Chandigarh. While dismissing the application of MIL, tribunal as well dismissed MIL's claim. As such MIL preferred to file this Arbitration Case NO. 12/2006 on the file of District Judge, Chandigarh.	MIL filed its written arguments.	27/11/2009 for orders

MIL invoked the arbitration clause for the claims raised out of Breaches commited by the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-14, Chandigarh . Employer had objected the jurisdiction of the tribunal as MIL failed to follow the dispute resolution mechanism as envisaged in the contract. Employer had further been to High Court and Supreme Court by questioning the jurisdiction of the Tribunal, wherein HC and SC have dismissed the petitions in MIL's favour, as such proceedings in the tribunal have started on MIL's claim of Rs. 15,32,21,269.00 and interest thereof along with costs of the proceedings.	MIL filed all its claims and Re-joinders to the couters, Cross examination has been done and the part written arguments have filed.	Matter is posted to December last week and date is yet to confirm by the tribunal for further arguments.
MIL invoked the arbitration clause for the claims raised out of Breaches commited by the employer i.e The Engineer-in-Chief, Haryana PWD(B&R) Branch, Sector M-19B, Chandigarh . Employer had objected the jurisdiction of the tribunal as MIL failed to follow the dispute resolution mechanism as envisaged in the contract. Employer had further been to High Court and Supreme Court by questioning the jurisdiction of the Tribunal, wherein HC and SC have dismissed the petitions in MIL's favour. SLP 5346/07 got dismissed by commenting that the bench is not inclined to interfere with the impugned order passed by the High Court. The Special Leave Petition is accordingly dismissed. As such proceedings on MIL's claim of Rs. 18,86,23,893/-in the tribunal will be resumed upon receipt of the order copy of SC.	MIL filed its objections in HC and SC and accordingly obtained the favourable orders. MIL will intimate the Tribunal about the SC orders upon receipt of the copy to continue the proceedings.	Tribunal will start the proceedings upon receipt of the order from SC .

Cases filed by MIL

Nature of Dispute	Legal Action Taken	Status as on Date/Remarks
WRIT CASES		
Prior to enactment of clause (zzzza) in Section 65(105) of the Finance Act, the works executed by MILwere being assessed U/s.65(105)(zzd), 65(105)(zzq) and 65(105)(zzzh) of the Finance Act, as the case may be. Subsequently, due to the changes in Finance bill infrastructure companies works are being considered as "Works Contract" and reduced the tax on the same, accordingly MIL was being paying under Works Contract. Whereas, Commissioner of Customs & Central Excise, Hyderabad Commissionerate - II, Hyderabad has issued a circular No.98/1/2008-ST, dt.4.1.2008 by demanding to pay tax under old definition, hence MIL had filed this writ by challenging the circular and for considering MIL's work under Works Contract.	MIL filed this Writ Petition vide WP 26730/2008 on the file of High Court of AP against the Department of Central Excise for imposing unilateral additional service tax liability relating to the Works Contracts on MIL to the tune of Rs.2.00 lakhs and having recurring effect. Accordingly, obtained the stay.	The matter is yet to be listed.

The Govt. of AP Ordered for deduction of Chief Minister Relief Fund and NAC @ 0.25% proportionately from RA Bills of the irrigation projects of all the infrastructure companies including MIL.	MIL filed this Writ Petition vide WP 26833/08 on the file of High Court of AP against the Govt. of AP challenging the orders on deduction of Chief Minister Relief Fund and NAC @ 0.25% proportionately from RA Bills on the total contract value.	Stay was granted from recovering on future RA bills. The matter is yet to be listed.
MSEDCL has invited for the fresh biddings upon terminating the project of MIL due to slow progress of the work.	MIL filed the Writ Petition vide W.P No(L) 1302/09 on the file of Bombay High Court challenging the order of termination Dt:- 04/04/09 and prayed to pass an ad-interim order restraining the MSEDCL from taking any further steps for fresh invitation of tenders.	The matter is in admission stage and yet to be listed.
The Contract was awarded to MIL on 27.10.2006 by MPPKVVCL wherein MPPKVVCL has cancelled the contract with MIL and encashed the BGs. The MPPKVVCL herein also called for a fresh tender.	MIL has filed a writ petition vide WP No.7808/09 on the file of High Court of MP (Principal Seat at Jabalpur) challenging the termination of the contract and also restraining MPPKVVCL from inviting fresh tenders.	The writ has been admitted by the bench on 06/08/09 & stay has been granted by the Hon'ble High Court. The matter is yet to be listed
Ex. Workers of Gandikota Project, Andhra Pradesh filed this case for their arrears of wages to a tune of Rs.41,89,755/- against MIL and the workers further obtained the garnishee order on the bills of MIL against EE, MGKLIP Division No.1, Mahaboobnagar District, AP. MIL preferred this appeal against the garnishee order vide WP No.15292/2009 on the file of AP High Court and the same was got stayed.	MIL obtained stay over the lower court garnishee order upon filing of this writ petition.	Yet to be listed.
Gupta Energy Pvt. Ltd., (GEPL) has terminated the contract for the work of construction of 2x60 MW Power projects at Usegoan, Maharashtra because of slow progress of work/non performance. Subsequently, MIL filed a suit for specific performance which was got dismissed for want of jurisdiction. Subsequently, MIL preferred to file this petition.	MIL filed this petition u/Sec. 9 of the A&C Act, 1996 vide MCA 363 Of 2009 on the file of District Judge, Nagpur and obtained status-quo against GEPL based on the undertaking given by it.	The matter was posted for hearing on 30-11-2009 and the stay is extended till then.

MIL has terminated the contract due to various breaches including failure of supply of material in time, etc. on the part of JSW, wherein JSW opted to invoke the MBG against risk & cost on the part of MIL. However, MIL preferred for filing a petition vide Arb.Petition No.729/09 u/s 9 of the A&C Act, 1996 restraining JSW from encashing BG. Whereas, the same got dismissed. However, MIL preferred this appeal.	MIL filed the appeal vide Arbitration Appeal No 495/09 on the file of High Court of Bombay, aggrieved by the order passed in Arb.Petition No.729/09. However, in the mean while, JSW had encashed BG worth Rs.5.63 crores.	The matter is yet to be listed.
MIL invoked the Bank Guarantees nearly about Rs.50,00,000/- submitted by East India Udyog Limited, Ghaziabad, who had supplied the poor quality of transformers and the same have been rejected by the Employer. EIUL got exparte statusquo order against the encashment of the BG. Wherein EIUL invoked the arbitration clause by appointing Delhi Advocate as the Sole Arbitrator. But MIL denied the EIUL proposed arbitrator and filed this petition in High Court of AP for appointing the sole arbitrator from court's panel.	This Arbitration application has been filed by MIL Under Sec.11 of the Arbitration & Conciliation Act for appointment of the arbitrator by the court to adjudicate the existing disputes between the parties in the meanwhile, MIL has raised the full & final claim in order to expedite the arbitration proceedings.	The matter got disposed of as prayed for by appointing Mr. Justice T.Ch. Suryarao as sole arbitrator to adjudicate the existing disputes between MIL and EIUL.
CRIMINAL CASES		
One contract labourer died in the accident at the premises of MIL's sub contractor during the repairs of batching plant at MIL-Meerut site, for which, the deceased family members filed a complaint u/s 302 of IPC against MIL's the then Project Manager, Mr. Ashok Sagar. MIL preferred to file a quash proceedings on behalf of the Project Manager.	Mr. Ashok Sagar filed Quash of criminal proceedings vide WP (Crl) 17155/08 on the file of High Court of UP, Allahabad against the crime in the issue of accidental death of a contractual labourer at Meerut Site. Accordingly, obtained a stay on the proceedings.	State has to file its reply.
MIL's Ex-employee viz., Mr.Harish Baru issued cheques to a tune of Rs.11,54,440/- towards the admitted liability to MIL on account of misappropriation of funds/dues and the same got dishonored with an endorsement of "Stop Payment". Hence, MIL filed this complaint.	MIL filed the complaint u/s 138 N.I.Act vide C.C.No.330/09 on the file XIV Metropolitan Magistrate, Nampally, Hyderabad and the court has taken on file.	The matter is posted to 16-7-2010for appearance of the accused.
JACKSONS MATTERS - ERNAKULAM		
MIL has given a work order to Jacksons for the supply of doors for its Hill Country Project but Jacksons deviated the specifications as mentioned in the work order, for which, MIL invoked the BG for a sum of Rs.35,00,000/- but SBT declined to encash the BG in favour of MIL. Jacksons filed this suit vide OS 446/2008 on the file of Sub Court, Ernakulam, Kerala and obtained stay.	MIL filed its counter along with an IA to vacate the stay. Accordingly, stay was vacated in a common order. MIL further filed written statement in the suit. In the mean while, Jacksons, the plaintiff preferred to file amendment of plaint petition vide IA 620/09 in OS 446/2008 by including the damages. The same got allowed on merits.	The matter is to be listed

As the stay on Bank Guarantee has been vacated, Jacksons has filed two FAOs vide FAO : 283/2008 and FAO : 287/2008 against order dated 19-07-2008 in IA No. 3085/2008 & IA No. 4011/2008 in O.S. No. 446/2008 of the Sub court Ernakulam	MIL has filed its objections for the said two FAOs.	Order has been passed and the lower court has been directed to examine if the Bank Guarantee is conditional or unconditional.
MIL has given a work order to Jacksons for the supply of doors for the Hill Country Project but Jacksons deviated the specifications as mentioned in the work order, for which, MIL invoked the BG for a sum of Rs.35,00,000/- but SBT declined to encash the BG in favour of MIL. Jacksons filed this suit vide OS 446/2008 on the file of Sub Court, Ernakulam, Kerala. Subsequently, Jacksons, the plaintiff preferred to file amendment of plaint petition vide IA 620/09 in OS 446/2008 by including the damages. The same got allowed on merits. MIL filed this writ petition to file the objections in the suit.	MIL filed the writ petition vide W.P.(C) 10523 of 2009 on the file of High Court of Kerala, Ernakulam for allowing MIL to file its objections in IA 620/09 in OS 446/2008. Accordingly, stay granted to file MIL's objections in the respective suit.	Jacksons has to file its reply. The matter is yet to be listed.
MIL has given a work order to Jacksons for the supply of doors for the Hill Country Project but Jacksons deviated the specifications as mentioned in the work order, for which, MIL invoked the BG for a sum of Rs.35,00,000/- but SBT declined to encash the BG in favour of MIL. Jacksons filed this suit vide OS 446/2008 on the file of Sub Court, Ernakulam, Kerala and obtained stay. However, the said stay got vacated, hence, MIL requested State Bank of Travancore (SBT) to release the fund wherein, SBT declined to release the fund. Hence, this writ.	MIL filed the writ vide WRIT (CVL) 28033/2008 on the file of High Court of Kerala, Ernakulam against the State Bank of Travancore for not releasing the BG Amount for Rs. 35,00,000/- and also prayed the Hon'ble Court to pass an order directing the SBT to release the payment of the Bank Guarantee amount.	The matter is yet to be listed.
IIT CHENNAI CASES		
IIT Chennai terminated the contract of MIL Agreement, Dt.28.09.2007 (C2 Type) due to slow progress and invoked the Bank Guarantees.	MIL has filed a suit vide O.S No.161/2009 on the file of II Additional Chief Judge, Hyderabad restraining IIT from invocation of BG and MIL as well filed Writ vide WP No. 7676/2009 on the file of Chennai High Court seeking declaration that the termination of the Agreement Dt.28.09.2007 by IIT Chennai is illegal and also asking deposit of the Bank Guarantees amounts encashed, to clear the unpaid dues, etc.	Suit had been withdrawn as the matter got settled amicably.

IIT Chennai terminated the Agreement, Dt.06.8.2008 (Sports Complex) due to slow progress and invoked the Bank Guarantees.	MIL has filed a suit vide O.S.211/2009 on the file of II Additional Chief Judge, Hyderabad restraining IIT from invocation of BG and MIL as well filed Writ vide WP No. 7677/2009 on the file of Chennai High Court filed seeking declaration that the termination of the Agreement Dt.06.8.2008 by IIT Chennai is illegal and also asking deposit of the Bank Guarantees amounts encashed, to clear the unpaid dues, etc.Writ filed seeking declaration that the termination of the Agreement Dt.06.8.2008 by IIT Chennai is illegal and also asking deposit of the Bank Guarantees amounts encashed, to clear the unpaid dues, etc.	Suit had been withdrawn as the matter got settled amicably.
MIL terminated the Agreement, (G-Project) due to failure on the part of IIT, Chennai wherein IIT, Chennai has invoked the Bank Guarantee for a sum of Rs.1,49,07,795/-	MIL filed this suit vide OS 212/2009 on the file of II Addl. Chief Judge, Hyderabad for injunction on the invocation of BG for an amount of Rs.1,49,07,795/- by IIT Chennai- G-Project and accordingly obtained stay.	Suit had been withdrawn as the matter got settled amicably accordingly MIL is resuming the work.
ASSAM WRITS		
The Employer i.e. NF Railway has terminated the project stating the reason as slow progress on the part of MIL. In fact, MIL informed that the work could not be in speed because of Force Majeure clause and filed this writ vide WP©4635/08 at Gauhati High Court.	MIL filed the Writ against the termination of Railway siding in Assam contract by the North Eastern Frontier Railways. Accordingly, writ was admitted.	No financial liability on MIL. The matter is yet to be listed.
The Employer i.e. NF Railway has terminated the project stating the reason as slow progress on the part of MIL. In fact, MIL informed that the work could not be in speed because of Force Majeure clause and filed this writ vide WP©4634/08 at Gauhati High Court.	MIL filed the Writ against the termination of Railway siding in Assam contract by the North Eastern Frontier Railways. Accordingly, writ was admitted.	No financial liability on MIL. The matter is yet to be listed.
UEEPL MATTERS		
UEEPL has terminated the MIL road project at Salem, Tamilnadu by claiming that the work is in slow progress. Whereas MIL has filed the petition vide Arb. Petition No.439/09 at Bombay High Court by challenging the termination of the contract awarded by UEEPL. Whereas, the said petition was not allowed, MIL opted to file this appeal vide Appeal No. 356 of 09 in Arb Petition No.439 of 2009	MIL filed this appeal against the order in Arb Petition 439/09 as the Hon'ble court did not allow to pass any order on the termination of the project	The matter is yet to be listed.

KOTI REDDY MATTERS		
One, Mr. Koti Reddy, Ex-employee of MIL has resigned without giving prior notice as per the terms & conditions of the appointment orders and during his tenure, he has not bid for some of the tenders wilfully. Hence, this suit.	MIL filed the suit OS No 676/08 at II Additional Chief Judge, Hyderabad for recovery of the amount in lieu of notice period and damages.	Settled out of court.
One, Mr. Koti Reddy, Ex-employee of MIL has resigned without giving prior notice as per the terms & conditions of the appointment orders and during his tenure, he has not bid for some of the tenders wilfully and misappropriating the MIL's money, therefore, MIL filed the criminal complaint.	MIL filed Private Compliant u/s 200 of Cr.P.C vide CC 453/2008 at XIV Addl.Chief Metropolitan Magistrate, Hyderabad and 403,406, 420 of IPC (Misappropriation of Money, Criminal Breach of Trust and Cheating) against an ex-employee of MIL Mr. Koti Reddy and his associates and wherein, Mr. Koti Reddy and others have obtained stay over the proceedings by moving Crl. P.8005 of 2009 before the High Court of AP.	In the process of settling out of court.
As Mr. Koti Reddy has resigned and not coming to office unilaterally MIL published a notice in the news paper. Hence, Mr. Koti Reddy took this publication as defamation and filed this complaint vide CC 1888/08 at III Addl. Chief Metropolitan Magistrate, Hyderabad.	MIL has moved Quash Proceedings vide Crl.P. No. 1301 of 2009 at High Court of AP against the proceedings on MIL initiated by Mr. Koti Reddy vide CC 1888/08 at III Addl. Chief Metropolitan Magistrate, Hyderabad. Accordingly, obtained a stay.	In the process of settling out of court.
As Mr. Koti Reddy has resigned and not coming to office unilaterally MIL published a notice in the news paper. Hence, Mr. Koti Reddy took this publication as defamation and filed filed this suit vide O.S.No. 124/08 I Addl. Chief Judge, CCC, Secunderabad for damages and compensation.	MIL has filed its written statement.	Settled out of court.
VEDANTA ALUMINIUM LIMITED		
MIL filed a complaint against Vedanta Aluminium Limited (VAL) for its wrongful termination of the contract awarded to MIL and invoked the BG. Hence, this complaint.	MIL filed Private complaint vide Cr.No.195/2009 XIV Metropolitan Magistrate, Nampally, Hyderabad against VAL-JHARSUGUDA u/s 406, 420 of IPC as VAL has wrongfully encashed the Bank Guarantees of MBG & PBG. Accordingly matter has been referred to Punjagutta PS to investigate the matter, and the same has	Quash Petition is yet to be listed, as such, the complaint has been posted further.

	been registered, wherein VAL has obtained a stay by moving the quash proceedings vide CRLP.1495/2009 at High Court of AP.	
VAL has moved a petition u/s 9 of the A&C Act vide Arb Pet No.193/09 at High Court of Bombay for demobilizing MIL's plant & machinery which is lying at VAL's site and MIL has moved a petition u/s 9 of the A&C Act vide Arb Pet No.217/2009 at High Court of Bombay for the joint measurement of the work and appointing a Valuationer to value the plant & machinery to conduct further proceedings and auction the material. Both the petitions have been disposed of with a common order by appointing a valuationer and auctioneer for the sale of Plant & machinery. Subsequent to this, MIL wants to take back the plant & machinery which is the subject matter of the above said petitions.	MIL moved the Notice of Motion before Bombay High Court for taking back the plant & machinery which is under the process of E-auction.	The auctioneer suspended the auction upon notice from MIL. The matter before the Bombay High court is yet to be listed
The Senegalese National Energy Company (SENELAC), the Electricity Board of the Government of Senegal had floated an international tender for 'Coal Fire Power Plant Project' with a capacity of 125 MW. A Swedish Company M/s. Nykomb Synergetics Development AB, Sweden (Nykomb) has won the project tender in August 2007 for the Development of Coal Power Plant Project under the 'Build Own Operate (BOO) basis'. The Power Purchase Agreement (PPA) was signed on January 2008. Nykomb had incorporated a Special Purpose Project Company in the name of 'Compagnie d'Electricite du Senegal (CESSA) on December 17th 2007 to develop the Power Project. CESSA has awarded the EPC Contract to Maytas vide EPC Contract dated31st March 2008 which was further amended on 12th June 2008. That, since the Employer has not issued the Notice to Proceed within ninety (90) days of this Contract and since there was no amendment to this period subsequent to the amendment on July 12,2008, either Party may terminate this Contract by notice to the other Party. Accordingly, MIL terminated the contract on 06-10-2009 since the Notice to Proceed has not been issued within 90 days from July 12, 2008 and the same termination intimation has been communicated to Senegal National Energy Company, Senegal, ECO Bank (Who had issued a BG in favour of CESSA on behalf of MIL on the counter guarantee given by ICICI, India	MIL filed a petition under section 9 of the Arbitration & Conciliation Act, 1996 to grant injunction against invocation/encashment of the Bank Guarantee.	The court granted ad interim injunction restraining the CESSA, ECO Bank and ICICI Bank from invoking, making payment and/or receiving any money under the guarantees viz. guarantees as incorporated in the swift message dated 15th July, 2008 and the counter guarantee issued by ICICI in favour of ECO Bank on 15th July, 2008 and the matter is posted to 02.12.2009.

and BHEL(who was the supplier to the subject mentioned contract and CESSA issued a reply to the letter of termination by invoking the BG clause.		

6.20 The Compliance Officer of MIL is Mr. G Venkateswar Reddy, Company Secretary. The contact details are:
Maytas Infra Limited,
6-3-1186/5/A, III Floor,
Amogh Plaza Begumpet,
Hyderabad 500 016 India.
Tel: +91-40-4040 9333
Fax: +91-40-2340 1107
Email: venkateswar_gogireddy@maytasinfra.com

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. Justification of Offer Price

7.1.1. The Shares of the Target Company are presently listed on BSE and NSE.

7.1.2. The annualized trading turnover of the equity shares of the Target Company during the six calendar months preceding the date of the PA (March 2009 - August 2009) on each of the stock exchanges on which the equity shares of the Target Company are listed is detailed below:

Name of Stock Exchange	Total no. of equity shares traded during the 6 calendar months prior to the month in which the PA was made	Total no. of listed equity shares as on August 31, 2009	Annualised trading turnover as % of total listed equity shares
BSE	41,450,351	58,850,856	141%
NSE	71,445,626	58,850,856	243%

(Source: www.bseindia.com and www.nseindia.com)

7.1.3. The equity shares of the Target Company are frequently traded on the Stock Exchanges within the meaning of explanation (i) of Regulation 20 (5) of the SEBI (SAST) Regulations and are most frequently traded on NSE.

7.1.4. The Offer Price of Rs. 112.80 (Rupees One hundred and twelve and eighty paise only) per equity share is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations as it is the highest of the following:

i.	The negotiated price to be paid by IL&FS to IFIN in terms of the letter agreement dated August 31, 2009 (based on the higher closing market price of equity shares on August 31, 2009	Rs. 112.80
ii.	Highest Price paid by Acquirer for any acquisition during the 26 week prior to the date of the PA (as per acquisition of shares detailed under para 3.1.4	Rs. 34.40
iii.	The average of the weekly high and low of the closing prices	Rs. 62.09

	of equity shares of the Target Company on NSE during the 26 week period preceding the date of the PA.	
iv.	The average of the daily high and low of the equity shares of the Target Company on NSE during the 2 week period preceding the date of the PA.	Rs. 96.62

7.1.5. The details of closing prices and volume on NSE for the 26-week period prior to the date of the Public Announcement are as under:

Week no.	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (no. of shares)
1	Tuesday, March 10, 2009	35.90	33.30	34.45	2,443,605
2	Tuesday, March 17, 2009	36.40	33.40	34.90	1,194,877
3	Tuesday, March 24, 2009	35.95	34.20	35.08	1,025,793
4	Tuesday, March 31, 2009	35.10	33.10	34.10	728,519
5	Tuesday, April 07, 2009	36.90	34.60	35.75	547,529
6	Tuesday, April 14, 2009	42.75	38.75	40.75	149,883
7	Tuesday, April 21, 2009	45.10	39.85	42.48	1,584,818
8	Tuesday, April 28, 2009	40.40	38.35	39.38	574,326
9	Tuesday, May 05, 2009	41.00	37.15	39.08	294,018
10	Tuesday, May 12, 2009	48.7	43.00	45.85	1,953,918
11	Tuesday, May 19, 2009	53.20	43.95	48.58	813,983
12	Tuesday, May 26, 2009	71.25	58.55	64.90	428,160
13	Tuesday, June 02, 2009	74.85	72.00	73.43	3,386,262
14	Tuesday, June 09, 2009	83.25	75.40	79.33	3,282,305
15	Tuesday, June 16, 2009	90.95	86.55	88.75	9,759,091
16	Tuesday, June 23, 2009	85.45	69.65	77.55	1,284,669
17	Tuesday, June 30, 2009	73.15	66.75	69.95	3,701,444
18	Tuesday, July 07, 2009	68.95	64.85	66.90	4,440,416
19	Tuesday, July 14, 2009	62.10	56.60	59.35	2,302,315
20	Tuesday, July 21, 2009	74.85	62.00	68.43	3,932,102
21	Tuesday, July 28, 2009	89.30	73.40	81.35	6,471,089
22	Tuesday, August 04, 2009	93.80	84.65	89.23	6,965,801
23	Tuesday, August 11, 2009	88.70	81.15	84.93	2,832,666
24	Tuesday, August 18, 2009	87.80	78.55	83.18	2,874,601
25	Tuesday, August 25, 2009	93.60	84.20	88.90	1,235,527
26	Tuesday, September 01, 2009	118.40	97.30	107.85	7,151,321
			26 – Weeks Average (Rs.)	62.09	

The details of intra-day price and volume on NSE for the 2-week period prior to the date of the Public Announcement are as below:

Day no.	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (no. of shares)
1	Wednesday, August 19, 2009	88.90	83.10	86.00	258,637
2	Thursday, August 20, 2009	87.35	83.00	85.18	135,113
3	Friday, August 21, 2009	87.50	82.15	84.83	256,347
4	Monday, August 24, 2009	89.10	85.50	87.30	322,468

5	Tuesday, August 25, 2009	93.60	92.90	93.25	262,962
6	Wednesday, August 26, 2009	98.30	92.50	95.40	2,750,353
7	Thursday, August 27, 2009	102.20	99.05	100.63	2,714,741
8	Friday, August 28, 2009	107.35	107.35	107.35	96,353
9	Monday, August 31, 2009	112.75	103.00	107.88	1,541,462
10	Tuesday, September 01, 2009	118.40	118.40	118.40	48,412
2- Weeks Average (Rs.)				96.92	

7.1.6. There are no partly-paid shares in MIL.

7.1.7. There is no non-compete agreement entered into by the Acquirer or PAC with the Target Company or its Promoters and Promoter Group.

7.1.8. In the opinion of the Manager to the Offer, the Offer Price of Rs 112.80 per equity share offered by the Acquirer to the Shareholders of the Target Company under the proposed Offer is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations.

7.1.9. It shall be ensured that the final offer price shall not be less than the highest price paid by the Acquirer (including PAC) for any acquisition of shares of Target Company from the date of PA upto 7 working days prior to the closure of the offer.

7.2. Financial Arrangements

7.2.1. The total funding requirement for the acquisition of 11,783,040 equity shares held by the Shareholders of the Target Company at Rs. 112.80 per equity share is Rs. 1,329,126,912 (Rupees One thousand three hundred and twenty nine million one hundred twenty six thousand and nine hundred twelve only).

7.2.2. The Acquirer, the Manager to the Offer and Yes Bank Limited, a company incorporated under the Companies Act and carrying business as a banking company under the Banking Regulation Act, 1949 having one of its branch offices at Yes Bank Limited, 2nd Floor, ION House, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 have entered into an Escrow Agreement for the Offer dated August 31, 2009 (the Escrow Agreement") in accordance with Regulation 28 of the SEBI (SAST) Regulations. The Acquirer has deposited Rs.1,340 mn in an escrow account named "MIL open offer- escrow account" No. 000180200000804. The said amount is higher than 100% of the value of the Maximum Consideration payable under the Offer (assuming full acceptance) as per Regulation 28 (2) of the SEBI (SAST) Regulations. The Manager to the Offer has been authorized to operate the escrow account in terms of the SEBI (SAST) Regulations.

7.2.3. M/s J D Bhagchandani & Co, Chartered Accountants, Membership no.41913, located at B-3, Ashok, The Guruprasad society, Hanuman Road, Vile Parle(East), Mumbai – 400 057 (Tel no. : +91-22-2832 1862 and fax no. : +91-22-2613 8038) have in their letter dated August 31, 2009 certified that the Acquirer has sufficient means to fulfill its financial obligations under the Open Offer to be made by the Acquirer in accordance with SEBI (SAST) Regulations.

7.2.4. The Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer as firm financial arrangement are in place to fulfill the obligations under the SEBI (SAST) Regulations.

8. TERMS AND CONDITIONS OF OFFER

8.1. Statutory Approvals required for the Offer

8.1.1. The Acquirer made an application dated September 14, 2009 seeking permission of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and /or the regulations made there under ("FEMA"), to acquire shares held by non-resident Shareholders. The acceptance of shares offered by such non-residents would be subject to such approval(s) being obtained. RBI vide its letter no. FE.CO.FID.9519/10.21.167/2009-10 dated October 6, 2009 has approved acquisition of upto 11,782,620 Equity Shares from non-resident shareholders and requires the Acquirer to seek specific prior approval for acquisition of Shares from Overseas Corporate Bodies. Given that the Offer size has increased to 11,783,040 Equity Shares, the Acquirer is in the process of applying to RBI for acquisition of the additional 420 shares from non-resident shareholders.

8.1.2. As of the date of the LOF, there are no other statutory approvals required to implement the Offer other than those specified above in para 8.1.1. If any other statutory approvals become applicable prior to completion of the Offer, the Offer will also be subject to obtaining such other statutory approvals

8.1.3. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to Shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of the willful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulation will also become applicable. Nothing herein contained shall bind the Acquirer to procure the necessary approvals under FEMA if the same are not forthcoming or are refused.

8.1.4. The Acquirer, and the PAC, the Acquirer and PAC do not require any approvals from financial institutions or banks for the Offer.

8.1.5. If any other approvals are required or become applicable subsequently, the Offer would be subject to such approvals. The Acquirer will have a right not to proceed with the Offer in the event the approvals are refused, in terms of Regulation 27(1)(b) of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement shall be made in the same newspapers in which the PA has been made.

8.2. Others

8.2.1. The Letter of Offer together with a Form of Acceptance-cum-Acknowledgement and Transfer Deed will be mailed on or before November 19, 2009 to all the Shareholders of the Target Company including persons resident outside India (except the Acquirer and the PAC) whose names appear in the register of members of the Target Company and the beneficial owners of the Equity Shares, whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on September 18, 2009 (the "Specified Date").

8.2.2. All Shareholders (registered or unregistered) of MIL (except the Acquirer and PAC) are eligible to participate in the Offer anytime before the closure of the Offer i.e. December 14, 2009. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of shares held, Number of shares offered, Distinctive Numbers, Folio Number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

8.2.3. The acceptance of locked-in shares by the Acquirer is subject to the continuation of the residual lock-in period in the hands of the Acquirer. The Manager to the Offer will ensure that there is no discrimination in the acceptance between locked in and non-locked in shares.

8.2.4. The acceptance of the Offer is entirely at the discretion of the Shareholders of MIL. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and offer acceptance documents during transit and the Shareholders of MIL are advised to adequately safeguard their interest in this regard.

8.2.5. Shares that are subject to any charge, lien or encumbrance are liable to be rejected. The Equity Shares of the Target Company will be acquired by the Acquirer under the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto.

8.2.6. Each Shareholder of MIL to whom this Offer is being made is free to offer his shareholding in MIL in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

Shareholders of the Target Company who wish to accept this Offer are free to offer their shareholding in whole or in part and should forward the under mentioned documents to Karvy Computershare Private Limited("Registrar to the Offer") at their office at Karvy Computershare Pvt. Ltd., Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081 Tel: +91-40-2342 0818-23; Fax : +91-40-2343 1551 either by hand delivery on weekdays or by registered post, on or before the closure of the Offer, or at the collection centres, so as to reach the Registrar to the Offer/collection centres on or before the close of business hours, i.e., no later than 3 pm on December 14, 2009 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance. Shareholders are advised to ensure that the Form of Acceptance and other documents are complete in all respects; otherwise the same is liable to be rejected. In the case of Shares in dematerialized form, Shareholders are advised to ensure that their Shares are credited in favour of the Special Depository Account before the closure of the Offer. The Form of Acceptance of such Shares in dematerialised form, not credited in favour of the Special Depository Account before the closure of the Offer, will be rejected.

i. For Shares held in physical form:

Registered Shareholders should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose names appear on the share certificates;
- Original share certificate(s); and
- Valid share transfer forms duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with MIL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this Letter of Offer.

Unregistered owners should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein;
- Original share certificate(s);

- Original broker contract note; and
- Valid share transfer form(s) as received from the market.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of IL&FS as buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

ii. For Shares held in dematerialised form:

Beneficial owners should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, as per the records of the DP; and
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP. For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.
- For Shareholders holding Shares in dematerialised form, the Registrar to the Offer has opened a special depository account with National Securities Depository Limited ("**NSDL**"). Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their equity shares in the special depository account:

DP Name	Karvy Stock Broking Ltd
DP ID	IN302470
Client ID	40236812
Account Name	Karvy MIL – Escrow Demat Account
Depository	NSDL

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("**CDSL**") have to use the inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Account with NSDL.

General

a) ***The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer, the Acquirer, the PAC or the Target Company.***

b) In the event of non-receipt of the Letter of Offer, Shareholders may obtain a copy of the same by writing to the Registrar to the Offer at their registered office address clearly marking the envelope "MIL-Open Offer". Alternatively, the Shareholders may send their acceptances on plain paper to the Registrar to the Offer stating their name, address, folio number, distinctive number, number of equity shares held, number of equity shares tendered, duly signed by all the holders along with the documents mentioned above to the Registrar to the Offer on or before the Offer Closing Date.

c) In the event of non-receipt of the Letter of Offer by beneficial owners, such beneficial owners can make an application to the Registrar to the Offer on plain paper stating their name, address, number of equity shares held, number of equity shares tendered, bank particulars, DP name, DP ID, beneficiary account number duly signed by all the holders and send the same along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode in favour of the special depository account, to the Registrar to the Offer on or before the Offer Closing Date. All beneficial holders maintaining an account with CDSL are requested to obtain, complete and submit an additional inter-depository slip together with the instructions to their respective DPs.

d) Alternatively, Shareholders can download the Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal placed on the SEBI website http://www.sebi.gov.in from the Offer Opening Date and send in their acceptance by filling the same.

e) Equity shares, if any, that are the subject matter of litigation wherein the Shareholder/s is/are/ may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/ orders from competent authority regarding these equity shares are not received together with the equity shares tendered under the Offer. The Acquirer, at its sole discretion, in such cases, may forward the Letter of Offer to the concerned competent authority for further action at their end.

f) Shareholders of MIL who have sent their equity shares for dematerialization need to ensure that the process of getting the equity shares dematerialized is completed well in time so that the credit in the special depository account should be received on or before the date of closure of the Offer, i.e., December 14, 2009, else the application would be rejected.

g) In case the number of Equity Shares tendered in the Offer are more than the Equity Shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the Shareholders on a proportionate basis as per Regulation 21(6) of the SEBI (SAST) Regulations in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is 1(one).

h) While tendering equity shares under the Offer, non-resident Indians ("NRIs"), Overseas Corporate Bodies ("OCBs") and other non-resident Shareholders will be required to submit RBI's approval (specific or general) which they would have obtained for acquiring the equity shares of the Target Company, failing which the Acquirer reserve the right to reject the equity shares.

i) While tendering their equity shares under the Offer, NRIs, OCBs and other non-resident Shareholders will be required to submit a No Objection Certificate or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from the Income-Tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum rate as may be applicable to the relevant category to which the Shareholder belongs on the entire consideration amount payable to such Shareholder.

j) The Shareholders who wish to avail of and accept the Offer can submit the Form of Acceptance-cum-Acknowledgement and the relevant documents at the following centers either by hand delivery (between 10.00 a.m. and 3 p.m. on all working days and between 10.30 a.m. and 1.00 p.m. on Saturdays) or by registered post, as specified below, on or before the Offer Closing Date ***(The documents should not be sent to the Manager to the Offer or the Acquirer or PAC or the Target Company.)***

Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
Mumbai	Karvy Computershare Pvt. Ltd. 26-30, Fort Foundation Bldg, Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms. Varija Salian/Nutan Shirke	+91-22-6638 2666	+91-22-6633 1135	Hand Delivery

Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
New Delhi	Karvy Computershare Pvt. Ltd. 105-108, Arunachal Bldg., 19, Barakhamba Road, New Delhi - 110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	+91-11-4350 9200	+91-11-4103 6370	Hand Delivery
Ahmedabad	Karvy Computershare Pvt. Ltd. 201-203, Shail, Opp: Madhusudhan House, Behind Girish Cold Drinks Off C G Road Ahmedabad - 380 006	Mr.Aditya Gupta/ Robert Joeboy	+91-79-2640 0528	+91-79-2656 5551	Hand Delivery
Chennai	Karvy Computershare Pvt. Ltd. No. 33/1, Venkatraman Street, T.Nagar, Chennai - 600017.	Mr. Gunashekhar	+91-44–2815 1793/ 2815 1794	+91-44-2815 3181	Hand Delivery
Hyderabad	Karvy Computershare Pvt. Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	+91-40-2342 0818-23	+91-40-2343 1551	Hand Delivery/ Registered Post
Kolkata	Karvy Computershare Pvt. Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata 700 029	Mr. Sujit Kundu/ Mr. Debnath	+91-33-2464 4891	+91-33-2464 4866	Hand Delivery
Bengaluru	Karvy Computershare Pvt. Ltd. No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kumaraswamy	+91-80-2662 1192	+91-80-2662 1169	Hand Delivery

Shareholders, who cannot hand deliver their documents at the collection centres referred above, may send the same by registered post, at their own risk and cost, to the Registrar to the Offer at the address given below:
Karvy Computershare Pvt. Ltd.
Plot No 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081
Tel: (91) – 40-2342 0818-23
Fax: (91) – 40-2343 1551
E-mail: murali@karvy.com
Contact Person: Mr. M. Murali Krishna

Withdrawal of acceptances

In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, Shareholders who have accepted the offer by tendering the requisite documents in terms of the PA and Letter of Offer can withdraw the same upto three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before December 09, 2009.

The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed with this Letter of Offer.

Shareholders should enclose the following:

For Shares held in dematerialized form:

Beneficial owners should enclose:
- Duly signed and completed Form of Withdrawal;
- Acknowledgement slip in original/copy of the submitted Form of Acceptance in case delivered by Registered A.D.; and

- Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP.

For Shares held in physical form:

Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal;
- Acknowledgement slip in original/ copy of the submitted Form of Acceptance in case delivered by Registered A.D.; and
- In case of partial withdrawal, valid share transfer form(s) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with MIL and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal; and
- Acknowledgement slip in original/ copy of the submitted Form of Acceptance in case delivered by Registered A.D.

In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical Shares: name; address; distinctive numbers; folio number; number of Shares tendered; and
- In case of Shares in dematerialised form: name; address; number of Shares offered; DP name; DP ID; beneficiary account number and a photocopy of the delivery instruction in “Offmarket” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the Special Depository Account.

The withdrawal of Shares will be available only for the share certificates or Shares that have been received by the Registrar to the Offer or special depository account.

The intimation of returned Shares to the Shareholders will be at the address as per the records of MIL or the Depositories as the case may be.

The Form of Withdrawal should be sent only to the Registrar to the Offer.

In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from MIL.

Partial withdrawal of tendered Shares can be done only by the registered Shareholders / beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

Settlement

- Payment to those Shareholders whose share certificates and/or other documents are found valid and in order and are approved by the Manager to the Offer and the Acquirer, will be by way of a crossed account payee cheque/ demand draft/ pay order. The decision regarding the acquisition (in part or full), or rejection of, the equity shares tendered pursuant to this Offer and (i) any corresponding payment for the acquired equity shares and/or (ii) share certificates for any rejected equity shares or equity shares withdrawn, will be dispatched to the Shareholders by registered post

or by ordinary post as the case may be*, at the Shareholder's sole risk. Equity shares held in dematerialised form to the extent not acquired or equity shares withdrawn will be credited back to the respective beneficiary account with their respective DPs as per the details furnished by the beneficial owners in the Form of Acceptance-cum-Acknowledgement.
** Dispatches involving payment of a value in excess of Rs.1,500 will be made by registered post at the Shareholder's sole risk. All other dispatches will be made by ordinary post at the Shareholder's sole risk.*

- All cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of equity shares, payment will be made in the name of the person stated in the contract note.

- The Registrar to the Offer will hold in trust the equity shares/share certificates, equity shares lying in credit of the special depository account and the transfer form(s), until the Acquirer completes its obligations under the Offer in accordance with the SEBI (SAST) Regulations.

- Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Issue will obtain, from the Depositories, the Shareholders' demographic details including address, bank account details, the nine digit Magnetic Ink Character Recognition ("MICR") code. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the PACs, the Manager to the Offer, Registrar to the Offer nor Yes Bank Limited shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay.

- Electronic Clearing System ("ECS") – Payment would be done through ECS for Shareholders having an account at any of the following 68 centers: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment through ECS is mandatory for Shareholders having a bank account at any of the abovementioned 68 centers, except where the Shareholder, being eligible, opts to receive payment through direct credit or RTGS.

- Direct Credit – Shareholders having bank accounts with Yes Bank Limited, as mentioned in the Acceptance cum Acknowledgement Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by Yes Bank Limited for the same would be borne by the Acquirer and PACs.

- Real Time Gross Settlement ("RTGS") – Shareholders having a bank account with a bank offering RTGS facility to its clients and whose purchase consideration amount exceeds Rs. 5 million, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the Indian Financial System Code ("IFSC") in the Acceptance-cum-acknowledgement form. In the event the same is not provided, payment shall be made through ECS/ or by a physical instrument as may be possible. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer and PACs. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholder.

- National Electronic Fund Transfer ("NEFT") – Payment shall be undertaken through NEFT wherever the Shareholder's bank has been assigned the IFSC, which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date prior to the date of payment, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes.

- For all other Shareholders, including physical Shareholders and those who have not updated their bank particulars with the MICR code, the payments will be despatched under certificate of posting for value upto Rs. 1,500 and through Speed Post/ Registered Post for payments above Rs. 1,500. Such payments will be made by way of a crossed account payee cheque, pay order or demand draft drawn on Yes Bank Limited and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders. All cheques/ pay orders/ demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of equity shares, payment will be made in the name of the person stated in the contract note.

10. TAX TO BE DEDUCTED AT SOURCE

Summary of various provisions related to Tax Deduction at Source (withholding tax) under the Income Tax Act, 1961.

a. All the Shareholders will be classified either as Resident or Non-Resident. The residential status of the Shareholder will be determined as per the provisions of Section 6 of the Income Tax Act, 1961. The Shareholder will have to declare his status under the provisions of Income Tax Act, 1961 and the Acquirer will rely upon the said declaration.

b. No tax will be required to deducted on payment of sale consideration to Resident Shareholders.

c. The Acquirer is obliged to deduct Tax at Source (TDS) u/s 195 of Income Tax Act, 1961 in respect of payment of sale consideration to the Non Resident Shareholders. As per the provisions of the section 2(37A) (iii) of the Income Tax Act, 1961, for the purposes of deduction of tax under section 195, the rate or rates of income-tax specified in this behalf in the Finance Act of the assessment year i.e. 2010-11 or the rates or rates of income tax specified in an agreement entered into by the Central Government under section 90, or an agreement notified by the Central Government under section 90A, whichever is applicable by virtue of the provisions of section 90, or section 90A, as the case may be, i.e. whichever beneficial, would be the applicable rate of TDS.

d. As per the provisions of Section 115E read with Section 115C, the capital gains in the hands of Non Resident Indians will be chargeable to tax as under :-

i) Investment income in the nature of Short Term Capital Gain	20.6% *
ii) Long Term Capital Gain	10.3% *

* The above rates are inclusive of Education cess and Secondary & Higher Education cess @ 3%.

e. The Acquirer is obliged to deduct tax at source in respect of payment of sale consideration to Non Resident Indians at the above rates. In the event the aforementioned categories of Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities under section 195(3) of the Income Tax Act, 1961 and submit the same to Acquirer while submitting the Bid Form. In the absence of any such certificate from the income tax authorities, the Acquirer will deduct tax as aforesaid, and a certificate in the prescribed form shall be issued to that effect.

f. As per the provisions of Section 115AD the Capital gains in the hands of Foreign Institutional Investor (FII) will be chargeable to tax as under :-

i) Short Term Capital Gain	30.9% *
ii) Long Term Capital Gain	10.3% *

* The above rates are inclusive of Education cess and Secondary & Higher Education cess @ 3%. If the status of FII is a foreign company then the applicable rate for short term capital gain will be 31.67% and in case of long term capital gain will be 10.56%.

g. The Acquirer is obliged to deduct tax at source in respect of payment of sale consideration to FII at the above rates. In the event the aforementioned categories of Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities under section 195(3) of the Income Tax Act, 1961 and submit the same to Acquirer while submitting the Bid Form. In the absence of any such certificate from the income tax authorities, the Acquirer will deduct tax as aforesaid, and a certificate in the prescribed form shall be issued to that effect.

h. In case of other Non Resident Shareholders the Capital gains will be chargeable to tax as under :-

i) Short Term Capital Gain	30.9% *
ii) Long Term Capital Gain	20.6% *

* The above rates are inclusive of Education cess and Secondary & Higher Education cess @ 3%. If the status of Non Resident is a Foreign company then the applicable rate for short term capital gain will be 31.67% and in case of long term capital gain will be 21.12%.

The Acquirer will have the right to deduct tax at source wherever applicable at the rates prescribed at the time of making payment. If there is any change in the rates of tax then the Acquirer will have a right to apply the amended rates prevailing at the time of making the payment.

Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective Assessing Officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

11. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by Shareholders of MIL at the Mumbai office of the Manager to the Offer, SBI Capital Markets Limited, from 10.30 a.m. to 1.00 p.m. on any day, except Saturdays, Sundays and Holidays, until the Offer closes:

1. Memorandum and Articles of Association of IL&FS.
2. Memorandum and Articles of Association of IFIN.
3. Memorandum and Articles of Association of MIL.
4. Order passed by the Hon'ble Company Law Board dated March 5, 2009.
5. CLB petition made by MIL Board based on the IL&FS proposal.
6. CLB Order passed by the Hon'ble Company Law Board dated August 31, 2009.
7. Audited financial statements of IL&FS for the financial years ended on March 31, 2009, March 31, 2008 and March 31, 2007.
8. Audited financial statements of IFIN for the financial years ended on March 31, 2009, March 31, 2008 and March 31, 2007.
9. Audited financial statements of MIL for the financial years ended March 31, 2009, March 31, 2008 and March 31, 2007.
10. Copy of the circular resolution passed by the Committee of Directors of IL&FS, the Acquirer dated August 31, 2009
11. Copy of the Escrow Agreement dated August 31, 2009 entered into between SBI Capital Markets Limited, Yes Bank Limited and IL&FS in accordance with Regulation 28 of the SEBI (SAST) Regulations.
12. Bank Statement received from Yes Bank Limited showing balance lying to the credit of Escrow Account.
13. Escrow agreement entered on August 31, 2009 between IL&FS, IFIN and SBICAP Trustee Company Limited for sale and transfer of pledged shares.
14. Copy of the agreement with Depository Participant and the Registrar to the Offer for opening a special depository account.
15. Copy of Public Announcement published on September 2, 2009.
16. Copy of corrigendum to Public Announcement dated November 17, 2009.
17. Copy of the letter from J.D.Bhagchandani & Co, Chartered Accountants dated August 31, 2009 confirming that the Acquirer has made firm arrangements to meet its financial obligations under the open offer to be made by the Acquirer to the Shareholders of the Target Company.
18. Letter dated September 4, 2009 addressed by IFIN to the Borrowers.
19. SEBI observation letter no. CFD/DCR/SG/SKS/181262/09 dated October 29, 2009.

12. DECLARATION BY ACQUIRER AND PAC

The Acquirer and the PAC have made this Offer based on publicly available information relating to MIL and certain information provided by MIL. Therefore, the Acquirer, the PAC and the directors of the Acquirer and the PAC have not independently verified the accuracy of details and hence do not accept responsibility for the details relating to the Target Company which are disclosed in this LOF.

Subject to the aforesaid, the directors of the Acquirer and PAC accept responsibility for the information contained in this Letter of Offer, Form of Acceptance and Form of Withdrawal. The Acquirer and the PAC are jointly and severally responsible for fulfillment of their respective obligations under the SEBI (SAST) Regulations.

Mr. Avinash Bagul, Company Secretary of IL&FS have been individually and severally authorised by IL&FS to sign the Letter of Offer; Mr. Tushar Shah, Chief Operating Officer of IFIN have been individually and severally authorised by IFIN to sign the Letter of Offer.

For **Infrastructure Leasing & Financial Services Limited** Sd/- Authorized Signatory Name: Avinash Bagul Designation: Company Secretary	For **IL&FS Financial Services Limited** Sd/- Authorized Signatory Name: Tushar Shah Designation: Chief Operating Officer
Date: November 17, 2009 Place: Mumbai	Date: November 17, 2009 Place: Mumbai

Enclosure :

Form of Acceptance cum withdrawal
Transfer deed

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to Karvy Computershare Private Limited at any of the collection centres as mentioned in Letter of Offer)

From

Name:

Address:

Tel No.: Fax No.:

E-mail:

OFFER	
OPENS ON	**Wednesday, November 25, 2009**
LAST DATE OF WITHDRAWAL	**Wednesday , December 9, 2009**
CLOSES ON	**Monday, December 14, 2009**

To,
The Acquirers : MIL - Open Offer
C/o Karvy Computershare Private Limited,
Plot No 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081

Dear Sir/Madam,

Sub: Open offer to acquire up to 11,783,040 fully paid-up equity shares of face value Rs. 10/- each, representing 20% of the Emerging Voting Capital of Maytas Infra Limited ('MIL') at a price of Rs. 112.80/- (Rupees One Hundred Twelve and Eighty Paise only) (the 'Offer Price') for each fully paid-up equity share of MIL, payable in cash ('Offer').

I/We refer to the Letter of Offer dated November 17, 2009 for acquiring the Equity Shares held by me/us in Maytas Infra Limited.

I/We, the undersigned, have read the Public Announcement, the corrigendum to the Public Announcement and the Letter of Offer and understood its contents and unconditionally accepted the terms and conditions as mentioned therein.

SHARES HELD IN PHYSICAL FORM

I/We, holding shares in physical form, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
Total No. of Equity Shares					

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

SHARES HELD IN DEMAT FORM

I/We, holding shares in dematerialized form, accept the Offer and enclose a photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by my/our DP in respect of my/our equity shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I/We have executed an off-market transaction for crediting the shares to the special depository account with Karvy Stock Broking Limited as the DP in NSDL styled **'Karvy MIL - Escrow Demat A/c'** whose particulars are:

DP Name : Karvy Stock Broking Ltd	**DP ID :** IN302470	**Client ID :** 40236812

Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

☐ Power of Attorney

☐ Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories

☐ Death Certificate/ Succession Certificate

☐ RBI approvals for acquiring shares of Maytas Infra Limited hereby tendered in the Offer, in case of non-resident shareholders

☐ Others (please specify): ____________________

– – – – – – – – – – – – – – Tear along this line – – – – – – – – – – – – – –

Acknowledgement Slip **Maytas Infra Limited – Open Offer** **Sr. No. ______**

(To be filled in by the shareholder) (Subject to verification)

Received from Mr./Ms./M/s.____________________

Address ____________________

Physical shares: Folio No. ____________/ Demat shares: DP ID ____________; Client ID____________

Form of Acceptance along with:

☐ Physical shares: No. of shares ____________; No. of certificates enclosed____________

☐ Demat shares: Copy of delivery instruction for ____________ number of shares enclosed

(Tick whichever is applicable)

Signature of Official ____________ Date of Receipt ____________

Stamp of Collection Centre

I/We confirm that the equity shares of Maytas Infra Limited, which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.
I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers pays the purchase consideration as mentioned in the Letter of Offer.
I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.
I/We authorize the Acquirer or the Registrar to the Offer to send by Speed Post/Registered Post/ or through electronic mode, as may be applicable, at my/our risk, the crossed account payee cheque/ demand draft/pay order, in full and final settlement due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned above.
I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.
I/We authorise the Acquirers to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirers to return to me/us, share certificate(s) in respect of which the offer is not found valid/not accepted.
I/We authorize the Acquirer to accept the shares so offered or such lesser number of shares that it may decide to accept in terms of the Letter of Offer
I/We authorize the Acquirer to split / consolidate the share certificates comprising the shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.
The Permanent Account No. (PAN/GIR No.) allotted under the Income Tax Act, 1961 is as under.

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN/GIR No.			
Ward No.			

So as to avoid fraudulent encashment in transit, shareholder(s) holding shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank ______________________ Branch ______________________ City ______________________

Account Number ______________________ Savings/Current/Others (please specify) ______________________

For equity shares that are tendered in electronic form, the bank account details as contained from the beneficiary position provided by the depository will be considered and the draft/ warrant/cheque will be issued with the said bank particulars.

For all shareholders

I / We, confirm that our residential status for the purposes of tax is:

☐ Resident
☐ Non-resident

I / We, confirm that our status is:

☐ Individual
☐ Firm
☐ Company
☐ Trust
☐ Any other - please specify ____________________

For FII Shareholders

I / We, confirm that the income arising from the transfer of shares tendered by me/ us is in the nature of: (*select whichever is applicable)*:

☐ Capital gains ☐ Any other income

I / We, have enclosed the following documents:

☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities
☐ SEBI Registration Certificate for FIIs
☐ Self attested copy of PAN card

For other Non-resident shareholders (except FIIs)

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities
☐ RBI approval for acquiring shares of Maytas Infra Limited tendered herein

For Resident shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Self declaration form in Form 15G / Form 15H, if applicable to be obtained in duplicate copy
☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities (applicable only for interest payment, if any)
☐ For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any)

Yours faithfully,

Signed and Delivered,

	Full name(s) of the holder	Signature(s)
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note: In case of joint holdings, all holders must sign. In case of body corporate, the Company seal should be affixed and necessary Board resolutions should be attached.

Place: Date:

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS / SHARES THAT ARE RECEIVED BY THE REGISTRAR TO THE OFFER AFTER THE CLOSE OF THE OFFER i.e. BY 3.00 P.M. ON MONDAY, DECEMBER 14, 2009 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

– – – – – – – – Tear along this line – – – – – – – –

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address:

Karvy Computershare Private Limited
Unit: Maytas Infra Limited - Open Offer,
Plot No. 17 to 24, Vithalrao Nagar,
Madhapur, Hyderabad - 500 081
Contact Person: Mr. Murali Krishna
Email id: murali@karvy.com
Telephone No: 040 23420818-23
Fax No: 040-23431551

INSTRUCTIONS

1. PLEASE NOTE THAT NO EQUITY SHARES/FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

2. The Form of Acceptance should be filled-up in English only.

3. In the case of dematerialized shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account, before the closure of the Offer i.e. **Monday, December 14, 2009.** The Form of Acceptance-cum-Acknowledgement of such dematerialized shares not credited in favour of the Special Depository Account, before the closure of the Offer will be rejected.

4. Shareholders should enclose the following:

   a. For Equity shares held in demat form:

   Beneficial owners should enclose-

   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the Depository Participant ('DP').

   - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP as per the instruction in the Letter of Offer.

b. For Equity shares held in physical form:

   Registered shareholders should enclose-

   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.

   - Original Share Certificate(s)

   - Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Maytas Infra Limited and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate or Notary Public or Bank Manager of a Bank where the shareholder holds an operative account, under their official seal.

   - The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirers as buyer will be filled by the Acquirers upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

   Unregistered owners should enclose-

   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.

   - Original Share Certificate(s)

   - Original broker contract note

   - Valid Share Transfer form(s) as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected

   - Owners of shares who have sent their shares for transfer should enclose along with this Form duly completed and signed, copy of the letter sent to the Target Company for transfer of shares and valid share transfer form(s).

5. All the shareholders are advised to refer to Section 10-Tax to be Deducted at Source in of the Letter of Offer in relation to important disclosures regarding the taxes to be deducted on the consideration to be received by them.

6. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to Karvy Computershare Private Limited, the Registrar to the Offer and not to SBI Capital Markets Limited, the Manager to the Offer, the Acquirer or Target Company.

7. Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in favour of the special depository account with NSDL.

8. While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the shares of the Target Company In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered.

9. FIIs are requested to enclose the SEBI Registration Letter.

10. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted at any of the Collection Centers of **Karvy Computershare Private Limited** as mentioned below.

11. The Form of Acceptance-cum-Acknowledgement along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar to the Offer at any of the collection centres below between 10.00 a.m. and 3 p.m. on all working days and between 10.30 a.m. and 1.00 p.m. on Saturdays.

12. All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

    (a) duly attested death certificate and succession certificate/ probate/ letter of administration (in case of single shareholder) if the original shareholder is deceased;

    (b) duly attested Power of Attorney if any person apart from the shareholder has signed the application form and/or transfer deed(s);

    (c) no objection certificates from the chargeholder/ lender, if the shares in respect of which the application is sent, are under any charge, lien or encumbrance;

    (d) in case of companies, the necessary corporate authorisation (including Board Resolutions);

13. Payment Consideration: Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgment, the Registrar to the Offer will obtain from the Depositories, the Shareholder's details including address, bank account and branch details. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders sole risk and neither the Acquirer, the Manager to the Offer, Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Shareholders for any loss caused to the Shareholders due to any such delay or liable to pay any interest for such delay. Physical shareholders are requested to fill up their bank account details in the 'Form of Acceptance cum Acknowledgment.

The tax deducted under this Offer is not the final liability of the Shareholders or in no way discharges the obligation of Shareholders to disclose the amount received pursuant to this Offer.

Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective Assessing Officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

The tax rates and other provisions may undergo changes.

Collection Centres

Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
Mumbai	Karvy Computershare Pvt. Ltd. 26-30, Fort Foundation Bldg,Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms. Varija Salian/ Nutan Shirke	+91-22-6638 2666	+91-22-6633 1135	Hand Delivery
New Delhi	Karvy Computershare Pvt. Ltd. 105-108, Arunachal Bldg., 19, Barakhamba Road, New Delhi -110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	+91-11-4350 9200	+91-11-4103 6370	Hand Delivery
Ahmedabad	Karvy Computershare Pvt. Ltd. 201-203, Shail, Opp: Madhusudhan House, Behind Girish Cold Drinks Off C G Road Ahmedabad - 380 006	Mr.Aditya Gupta/ Robert Joeboy	+91-79-2640 0528	+91-79-2656 5551	Hand Delivery
Chennai	Karvy Computershare Pvt. Ltd.No. 33/1, Venkatraman Street,T.Nagar, Chennai - 600017.	Mr. Gunashekhar	+91-44–2815 1793/ 2815 1794	+91-44-2815 3181	Hand Delivery
Hyderabad	Karvy Computershare Pvt. Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	+91-40-2342 0818-23	+91-40-2343 1551	Hand Delivery/ Registered Post
Kolkata	Karvy Computershare Pvt. Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata 700 029	Mr. Sujit Kundu/ Mr. Debnath	+91-33-2464 4891	+91-33-2464 4866	Hand Delivery
Bengaluru	Karvy Computershare Pvt. Ltd. No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kumaraswamy	+91-80-2662 1192	+91-80-2662 1169	Hand Delivery

Applicants who cannot hand deliver their documents at the Collection Centers, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at Karvy Computershare Private Limited, Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081, India so as to reach the Registrar to the Offer.

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS / SHARES THAT ARE RECEIVED BY THE REGISTRAR TO THE OFFER AFTER THE CLOSE OF THE OFFER I.E. BY 3.00 P.M. ON MONDAY DECEMBER 14, 2009 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to Karvy Computershare Private Limited at any of the collection centres as mentioned in Letter of Offer)

From

Name:

Address:

OFFER	
OPENS ON	Wednesday, November 25, 2009
LAST DATE OF WITHDRAWAL	Wednesday , December 9, 2009
CLOSES ON	Monday, December 14, 2009

Tel No.: Fax No.:

E-mail:

To,
The Acquirers : MIL - Open Offer
C/o Karvy Computershare Private Limited,
Plot No 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081

Dear Sir/Madam,

Sub: Open offer to acquire up to 11,783,040 fully paid-up equity shares of face value Rs. 10/- each, representing 20% of the Emerging Voting Capital of Maytas Infra Limited ('MIL') at a price of Rs. 112.80/- (Rupees One Hundred Twelve and Eighty Paise only) (the 'Offer Price') for each fully paid-up equity share of MIL, payable in cash ('Offer').

I/We refer to the Letter of Offer dated November 17, 2009 for acquiring the Equity Shares held by me/us in Maytas Infra Limited.

I/We, the undersigned, have read the Public Announcement, the corrigendum to the Public Announcement and the Letter of Offer and understood its contents and unconditionally accepted the terms and conditions as mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/we further authorise the Acquirer to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or mentioned overleaf as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. **Wednesday, December, 2009.**

I/We note that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirers will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the Depositories from time to time.

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
Total No. of Shares (in case of insufficient space, please attach a separate sheet)					

I/We hold the following Shares in dematerialised form and had done an off-market transaction for crediting the shares to the **'Karvy MIL - Escrow Demat A/c'** as per the following particulars:-

DP Name: Karvy Stock Broking Ltd	DP ID: IN302470	Client ID: 40236812

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our Shares have been tendered are as detailed below:-

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I/We note that the shares will be credited back only to that depository account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised shares, I/we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

Full name(s) of the Holder(s)		PAN Number(s)	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all shareholders must sign. In case of body corporate, the Company seal should be affixed and necessary Board resolutions should be attached.

Place: ______________________ Date: ______________

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Acknowledgement Slip **Maytas Infra Limited - Open Offer - Withdrawal Form** Sr. No. ____________

Received Form of Withdrawal from Mr. /Ms. ______________________

Address ______________________

Physical shares: Folio No.__________/Demat shares: DP ID __________ Client ID__________

for ________number of shares. Signature of Official __________ Date of Receipt __________

Stamp of Collection Centre

INSTRUCTIONS

1. Shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to Three (3) working days i.e. by **Wednesday, December 9, 2009** prior to the close of the Offer, i.e. **Monday, December 14, 2009.**
2. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance-cum-Acknowledgement.
3. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar to the Offer at any of the collection centres below between 10.00 a.m. and 3 p.m. on all working days and between 10.30 a.m. and 1.00 p.m. on Saturdays.

Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
Mumbai	Karvy Computershare Pvt. Ltd. 26-30, Fort Foundation Bldg, Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai - 400 023	Ms. Varija Salian/ Nutan Shirke	+91-22-6638 2666	+91-22-6633 1135	Hand Delivery
New Delhi	Karvy Computershare Pvt. Ltd. 105-108, Arunachal Bldg., 19, Barakhamba Road, New Delhi -110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	+91-11-4350 9200	+91-11-4103 6370	Hand Delivery
Ahmedabad	Karvy Computershare Pvt. Ltd. 201-203, Shail, Opp: Madhusudhan House, Behind Girish Cold Drinks Off C G Road Ahmedabad - 380 006	Mr.Aditya Gupta/ Robert Joeboy	+91-79-2640 0528	+91-79-2656 5551	Hand Delivery
Chennai	Karvy Computershare Pvt. Ltd. No. 33/1, Venkatraman Street, T.Nagar, Chennai - 600017.	Mr. Gunashekhar	+91-44-2815 1793/ 2815 1794	+91-44-2815 3181	Hand Delivery
Hyderabad	Karvy Computershare Pvt. Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	+91-40-2342 0818-23	+91-40-2343 1551	Hand Delivery/ Registered Post
Kolkata	Karvy Computershare Pvt. Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata 700 029	Mr. Sujit Kundu/ Mr. Debnath	+91-33-2464 4891	+91-33-2464 4866	Hand Delivery
Bengaluru	Karvy Computershare Pvt. Ltd. No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kumaraswamy	+91-80-2662 1192	+91-80-2662 1169	Hand Delivery

Tear along this line

All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

Karvy Computershare Private Limited
Unit: Maytas Infra Limited Open Offer

Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081; Contact Person: Mr. Murali Krishna; Email id: murali@karvy.com; Telephone No: 040 23420818-23; Fax No: 040-23431551