



# Invitation for Expression of Interest

Date: November 13, 2018

## Sale of IL&FS' Equity Interests in IL&FS Securities Services Limited and ISSL Settlement & Transaction Services Limited

Pursuant to the *Report on Progress and Way Forward* dated October 30, 2018 (“**Report**”) submitted by Infrastructure Leasing & Financial Services Limited (“**IL&FS**”) to the Ministry of Corporate Affairs, Government of India and which in turn was filed with the Hon'ble National Law Tribunal Mumbai (Special) Bench (“**NCLT**”), expression of interest (“**EOI**”) is invited for a potential acquisition of:

- (1) 81.24% of the issued and outstanding equity shares of **IL&FS Securities Services Limited (“ISSL”)**, owned by IL&FS; along with
- (2) 100% of the issued and outstanding equity shares of **ISSL Settlement & Transaction Services Limited (“ISTSL”)**, owned by IL&FS.

The proposed sale of IL&FS's shareholding in ISSL together with ISTSL (collectively the “**Potential Sale**”) and the process for the Potential Sale is an integral part of the steps outlined in the Report, and is expected to assist the Board of Directors of IL&FS appointed pursuant to the orders of the NCLT in October 2018 (“**Board**”), in part, in evolving the resolution plan(s) outlined in the Report.

### Background - ISSL

ISSL is engaged in providing professional clearing services in the derivatives segment, custodian designated depository participant services, domestic fund accounting and other financial services.

IL&FS is the promoter shareholder of ISSL and owns 81.24% of the equity shares of ISSL. The other shareholders of ISSL are: (1) IL&FS Employee Welfare Trust (9.01%), (2) Orix Corporation, Japan (4.75%) and (3) Croupier Prive Mauritius (5%). IL&FS Employee Welfare Trust, Orix Corporation and Croupier Prive Mauritius are expected to participate in the Potential Sale, subject to their agreeing to the terms being offered for their respective shares in ISSL.

### Background - ISTSL

ISTSL is engaged in providing professional clearing services in the commodities derivatives segment. ISTSL is a wholly owned subsidiary of IL&FS.

**EOIs** are sought by the Board from applicants interested in the Potential Sale. Consummation of any transaction pursuant to the process initiated by this advertisement will be subject to requisite approvals, including, the approval of the Board, approvals required under applicable law and approval of the NCLT. The Board has engaged **Arpwood Capital Private Limited** and **JM Financial Limited** to assist in the Potential Sale.

Interested parties may refer to [www.ilfsindia.com/ad/](http://www.ilfsindia.com/ad/) for the eligibility criteria, preliminary information teaser, prescribed format of the EOI and other terms and conditions. Applicants fulfilling the eligibility criteria can submit the EOI in the prescribed format, along with the relevant supporting documents, latest by **5 pm Indian Standard Time on Friday, November 23, 2018**.

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