



IDFC INFRASTRUCTURE
FINANCE LIMITED

IDFC INFRASTRUCTURE FINANCE LIMITED

(Formerly IDFC Infra Debt Fund Limited)

CIN-U67190MH2014PLC253944; www.idfcifl.com; info@idfcifl.com

Registered Office: Naman Chambers, C-32, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051. Tel: +91 22 4222 2000 Fax: +91 22 2654 0354.

PUBLIC NOTICE

This public notice is being jointly issued by: (i) IDFC Infrastructure Finance Limited ("**Company**"), which is registered with the Reserve Bank of India ("**RBI**") as a non-banking financial company – infrastructure debt fund, and (ii) National Investment and Infrastructure Fund II ("**NIIF Fund II**"), in terms of the Master Direction – Non-Banking Financial Company – Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016 and last amended on May 31, 2018.

Notice is hereby given to members of the public that IDFC Financial Holding Company Limited ("**Sponsor**"), the sponsor of the Company, intends to sell 51.48% (Fifty One Point Four Eight Percent) of the shares of the Company held by it, to NIIF Fund II after expiry of 30 days from the publication of this notice. After the proposed sale and purchase of such shares becomes effective, there shall be a transfer of ownership, management and control of the Company to NIIF Fund II. Further, upon satisfaction of certain conditions precedent, NIIF Fund II (through its proposed non-banking financial company – infrastructure finance company affiliate) may subsequently acquire the remaining 30% (Thirty Percent) holding of the Sponsor in the Company.

RBI vide letter dated November 29, 2018 has also granted its approval for change in control and ownership of the Company to NIIF Fund II.

NIIF Fund II is a trust, set up by the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India, on behalf of the Government of India ("**Gol**") under the Indian Trusts Act, 1882 and by way of the Indenture of Trust dated March 1, 2018. NIIF Fund II is registered with the Securities and Exchange Board of India ("**SEBI**") as a Category II – Alternative Investment Fund under the SEBI (Alternative Investment Funds) Regulations, 2012. NIIF Fund II is managed by National Investment and Infrastructure Fund Limited ("**NIIFL**"), a public limited company, incorporated under the Companies Act, 2013. The Gol is the largest shareholder in NIIFL, holding 49% (Forty Nine Percent) of the equity share capital of NIIFL.

The transfer of ownership, management and control of the Company has been proposed in light of the strategic realignment of the business.

The Company is registered as non-deposit taking company and does not propose to accept public deposits either before or after the change in shareholding of the Company. There were no public deposits outstanding as on the date of this notice. Any clarification in relation to this notice may be addressed to the Company Secretary, IDFC Infrastructure Finance Limited, Registered Office: Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051, within 30 days of the date of this notice.

Dated this 4th day of December 2018

Place: Mumbai

Sd/-

For IDFC Infrastructure Finance Limited

Sd/-

For National Investment and
Infrastructure Fund II

