



October - December, 2013



MILESTONE DOMESTIC SCHEME - II

Dear Investors,

Wish you a Happy and Prosperous New Year.

Please find enclosed the investment update for Milestone Domestic Scheme – II (the “Fund”) for the quarter ended December 31, 2013.

Real growth in Indian economy has picked-up marginally, driven largely by agricultural activity and supported by an improvement in net exports. However, the weakness in industrial activity persists and subdued domestic consumption demand suggests continuing headwinds to growth. In its latest mid-quarter policy, RBI has indicated that the current inflation is too high and increase in inflation has been attributed mainly to food prices. While RBI is on wait and watch mode and has maintained status quo on key policy rates, it has indicated that its future action would depend on the food inflation and global macro environment.

After extensive interactions, SEBI has green-lighted REIT’s in India by releasing a second draft of the REIT regulations for public feedback. It is expected to be positive outcome for the developers who will be able to bring Grade A commercial properties to investors interested in rental income. A few critical issues on taxation and property valuation need to be addressed before REITs become a reality.

Investments in the real estate sector grew by 25% over the last year during the same period to Rs. 4710 crores . This amount is further expected to increase as PE investments further increase. Mumbai and NCR real estate market continue to witness slow sales on account of high prices and affordability issues. There is considerable inventory overhang in both these markets though reputed developers with good execution track records are able to achieve higher sales. Bangalore and Chennai real estate markets continue to be stable due to affordable sale price targeted at mid segment projects. Both markets are expected to witness new project launches and hence the inventories in these two cities may remain steady.

During this quarter, Fund has fully exited its investment in Insignia, Mumbai at a gross IRR of 20%. In addition, we are in receipt of payment towards partial exit from LB Road (Chennai) project. The right time & right price are essential in order to ensure that the Fund is able to achieve optimum value for its investment. The Fund Manager has therefore recommended to the Trustee, to extend the fund life by one more year till November 2014, which they have accepted.

We continue to focus on managing the portfolio and plan for exits during the extension of fund life.

We thank you for your continued support.

Regards,



Nitin Goel

Partner – Real Estate Investments

Milestone Domestic Scheme II

FUND SUMMARY AS ON DECEMBER 31, 2013

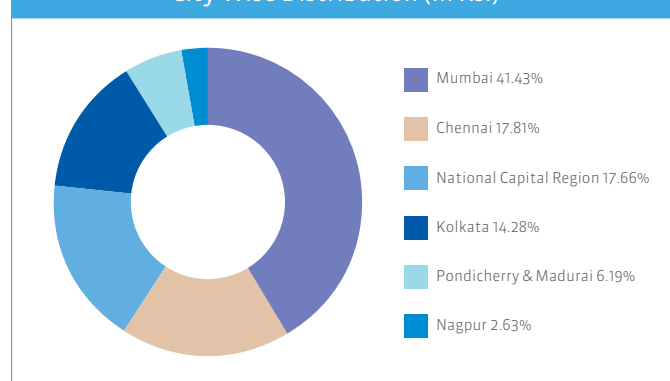
Total Fund Size	Rs. 425 Crores
Final Closing Date	30th November, 2008
Term	4 years + 1 year + 1 year
No. of Investments	13
Committed Amount	Rs. 322.85 Crores
Capital Divested	Rs. 147.03 Crores (35%)
Income Generated (Pre-tax)	Rs. 78.14 Crores
Total Exit Amount	Rs.225.17 Crores (53%)

INVESTMENT SUMMARY AS ON DECEMBER 31, 2013

Rs in Crore

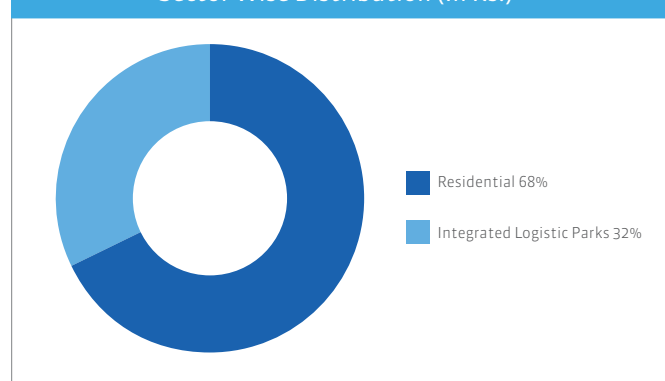
No.	Project	Location	Partner	Initial Investment Date	Fund's Commitment
1	Horizon	Shivaji Park, Mumbai	Richa Realtors	Jun 10	25.00
2	Sunder Nagar	Kalina, Mumbai	Richa Realtors	Oct 10	25.00
3	ACORN Warehouses	NCR	Milestone	Jun 08	57.00
4	ACORN Warehouses	Bhiwandi	Rudrapratap Developer	Jun 09	42.00
5	Prakriti	Kolkata	Godrej	Aug 09	46.10
6	Insignia	Mumbai	Dheeraj Realty	Feb 10	20.00
7	Belfort	Pondicherry	Pelican	Jul 10	20.00
8	Various	Chennai	Ramaniyam	Various	57.50
9	Swarajya	Mumbai	Neptune Group	May 11	21.75
10	Assa House II	Nagpur	Milestone	Oct 11	8.50

City-Wise Distribution (In Rs.)



Shown above is the city-wise distribution (in Rs.) of the various projects in the portfolio

Sector Wise Distribution (In Rs.)



Shown above is the sector-wise distribution (in Rs.) of the various projects in the portfolio

Milestone Domestic Scheme II

PORTFOLIO EXIT DETAILS AS ON DECEMBER 31, 2013							RS. CRORE	
No.	Project	Location	Capital Commitment	Capital Invested	Capital Divested	Income Generated (Pre Tax, Pre expenses)	Total Exit	% Capital Divested
				(A)	(B)	(C)	(B+C)	(B/A)
1	Horizon, Shivaji Park	Mumbai	50.0	50.0	50.0	22.9	72.9	100.0%
2	Sundernagar, Kalina	Mumbai						
3	ACORN Warehouse & Logistics Parks	Dharuhera, NCR	57.0	53.00	-	-	-	-
4	ACORN Warehouse & Logistics Parks	Bhiwandi, Mumbai	42.0	40.8	-	-	-	-
5	Prakriti (Godrej)	Sodepur, Kolkata	46.1	46.1	18.0	15.0	33.1	39.1%
6	Insignia (Dheeraj)	Kalina, Mumbai	20.0	20.0	20.0	13.0	33.0	100.0%
7	Belfort	Pondicherry	20.0	20.0	7.9	13.2	21.1	39.4%
8	Marvel I	Velachery, Chennai	9.0	9.0	5.9	0.04	5.9	65.0%
9	Kattima	Thoraipakkam,	2.0	2.0	-	-	-	-
10	Ramaniyam (4 Projects)	Chennai	34.5	34.5	25.8	7.3	33.1	74.7%
11	Pushkar II (Salaam Towers)	Shollinganallur, Chennai	12.0	12.0	-	-	-	-
12	Swarajya (Neptune)	Ambivali, Kalyan, Mumbai	21.8	21.8	19.5	6.6	26.2	89.8%
13	Assa House II	Kingsway, Nagpur	8.5	8.5	-	-	-	-
Total			322.9	317.6	147.0	78.1	225.2	

Horizon, Mumbai



Location	Shivaji Park, Mumbai
Partner	Richa Realtors
Asset Class	Residential
Committed Amount	Rs. 25 Crores
Disbursed Amount	Rs. 25 Crores
Date of Initial Investment	June 2010
Project Stage	Construction and Sales
Land Area	0.25 Acres
Total Saleable Area	30,000 sq ft (approximately)
Approval Status	In Place
Construction Status	Nearing Completion
Sales Status	In Progress
Disinvested Amount	Rs. 25.00 Crores
Income Generated	Rs. 11.05 Crores

Transaction Overview and Investment Rationale

The project is in partnership with Richa Realtors, a Mumbai based developer with over 15 years of experience.

The project is located in Shivaji Park, Dadar in the heart of Mumbai. The area is centrally located and connects South Mumbai to the suburbs. Dadar railway station, which is the connecting point for the Western and Central Railway line in Mumbai lies in close proximity to the property. Hence it is easily accessible from important business districts like Bandra Kurla Complex, Lower Parel and Dadar.

Project Plan

The plan is to redevelop two neighboring buildings at Shivaji Park. The building consists of ground level retail shops and two levels of office space. Additionally, the developer plans to construct premium residential apartments of 2.5-3 bedroom and a few duplex apartments.

Way Forward and Exit Strategy

The fund has exited from this project as per the investment plan

Sundernagar, Mumbai



*Prospective Image

Location	Kalina, Mumbai
Partner	Richa Realtors
Asset Class	Residential
Committed Amount	Rs. 25 Crores
Disbursed Amount	Rs. 25 Crores
Date of Initial Investment	October 2010
Project Stage	Construction and Sales
Land Area	0.25 Acres
Total Saleable Area	50,000 sq ft (approximately)
Approval Status	Pending for amended plans
Construction Status	In progress
Sales Status	Not launched
Disinvested Amount	Rs. 25.00 Crores
Income Generated	Rs. 11.61 Crores

Transaction Overview and Investment Rationale

The project is in partnership with Richa Realtors, a Mumbai based developer with over 15 years of experience.

The project is located in Kalina, Mumbai - just outside Bandra Kurla Complex, the secondary business district of Mumbai that is fast becoming the national head quarters for major international and national businesses.

Project Plan

The plan is to redevelop MHADA Building No 10 in Kalina, Mumbai. The redevelopment would include construction of apartments for existing tenants and an area for free sale for the developer.

Current Status and Recent Developments

Fund has exited from this project as per the investment plan

ACORN Warehouses and Logistics Parks, NCR



Location	Dharuhera, NCR
Partner	Milestone Group
Asset Class	Integrated Logistic Park
Committed Amount	Rs. 57.00 Crores
Disbursed Amount	Rs. 53.00 Crores
Date of Initial Investment	June 2008
Project Stage	Construction and Sales/Leasing
Land Area	66.00 Acres
Total Saleable Area	1,750,000 sq ft (approximately)
Approval Status	Layout & Buildings plan approved for 15,00,128 sq ft B.U. area equivalent to 17,04,000 sq ft leasable area
Construction Status	In Progress
Sales Status	In Progress

Transaction Overview and Investment Rationale

The Fund has invested in a warehousing facility in Dharuhera, in the National Capital Region.

The economic growth in the country and increased industrialisation has led to increased demand for warehousing facilities.

Dharuhera is evolving from an agrarian economy to an industrial one due to its close proximity to New Delhi and Indira Gandhi International Airport and hence demand for warehouses is expected to increase in the region.

Project Plan

The overall project plan was to jointly develop 1.65 mn sq ft of brand new, flexible, modern, state-of-the-art, industry neutral, general purpose warehousing units in Dharuhera. The units are proposed to be developed with full pre-engineered super structures (PEB) which will be part of an existing big warehousing complex.

Current Status and Recent Developments

Till date 3 PEB Blocks (W5, W6 and W7) totaling to 360,000 sq ft of Built up Area have been constructed, amounting to 432,000 sq ft leasable area. Additionally, 3 RCC Blocks (B, C and D) totaling to 121,000 sq ft of Built up Area are under construction. Out of these, Blocks B and C have been completed up to the warm shell condition and are ready for occupation.

Couple of tenant lock-in are coming to an end, and we are in discussions for renewal / extension of lease. There is downward pressure on rentals in the micro-market.

Rentals are now averaging Rs. 14.9 per sq ft per month on the leased area.

Way Forward and Exit Strategy

The Fund is exploring the option of selling the entire project on an "As Is Where Is" basis. Due to current slowdown the progress on sale efforts have met with limited success.

ACORN Warehouses and Logistics Parks, Mumbai



*Actual Photograph

Location	Bhiwandi, Mumbai
Partner	Rudrapratap Developers
Asset Class	Integrated Logistic Park
Committed Amount	Rs. 42.00 Crores
Disbursed Amount	Rs. 40.76 Crores
Date of Initial Investment	August 2009
Project Stage	Approvals
Land Area	60 Acres
Approval Status	Pending
Construction Status	Site Planning and Design in progress
Sales Status	Not commenced

Transaction Overview and Investment Rationale

Milestone has invested in a warehousing facility in Bhiwandi, on the outskirts of Mumbai.

The economic boom in the country and increase in consumption in particular has led to companies focusing on improving back end infrastructure of material handling and hence has resulted into a higher demand for warehousing facilities. Bhiwandi has been a front runner among all potential destinations due to its close proximity to Mumbai, India's commercial and financial hub.

Current Status and Recent Developments

Application for layout approval has been submitted but cannot be pursued until DDP of MMRDA is implemented.

Price of land has appreciated since our investment primarily due to affordable housing projects coming up in the micro market

Way Forward and Exit Strategy

The Fund has entered into a MoU with developer for exit, but the closing is taking more time due to delay in financing tie-up.

Developer has sought an extension and we expect to generate a good IRR at the time of exit.

Prakriti, Kolkata



Location	Sodepur, Kolkata
Partner	Godrej Properties
Asset Class	Residential
Committed Amount	Rs. 46.10 Crores
Disbursed Amount	Rs. 46.10 Crores
Date of Initial Investment	August 2009
Project Stage	Construction and Sales
Land Area	24.22 Acres
Total Saleable Area	2,900,000 sq ft (approximately)
Approval Status	In Place
Construction Status	In Progress
Sales Status	In progress
Disinvested Amount	Rs. 18.01 Crores
Income Generated	Rs. 15.05 Crores

Transaction Overview and Investment Rationale

The project is in partnership with Godrej Properties - a well established national brand that is known for its brand name, great value and excellent construction.

The project is located on Barrackpore Trunk Road (an arterial road in Kolkata) in Sodepur close to Rajarhat, the upcoming IT/ITeS hub in Kolkata.

Project Plan

The project plan is to develop an integrated residential community spread over 24.22 acres which offers all the comforts and conveniences of modern and urban living.

Current Status and Recent Developments

Phase I - Completely sold.

Phase II - 424 units sold.

Phase III - 276 units sold.

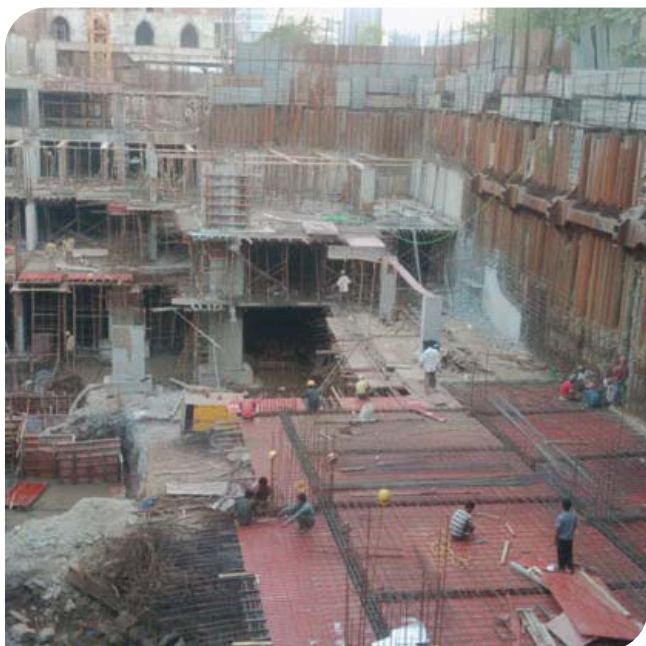
Phase IV - 324 units sold.

Phase V - 22 units sold.

Exit

We have partially sold our stake in the project and will exit completely by August 2014 as per agreement. Currently we expect an IRR of 19% (pre tax, pre expenses) on this investment.

Insignia, Mumbai



Location	Kalina, Mumbai
Partner	Dheeraj Realty
Asset Class	Residential
Committed Amount	Rs. 20 Crores
Disbursed Amount	Rs. 20 Crores
Date of Initial Investment	February 2010
Project Stage	Construction and Sales
Land Area	2.25 Acres
Total Saleable Area	580,000 sq ft (approximately)
Sales Status	80% sold
Disinvested Amount	Rs. 20.00 Crores
Income Generated	Rs. 12.98 Crores

Transaction Overview and Investment Rationale

The project is in partnership with Dheeraj Realty - an experienced and renowned name in the industry.

The project is located in Kalina, Mumbai - in the vicinity of Bandra Kurla Complex, the secondary business district of Mumbai that is fast becoming the national head quarters for major international and national businesses.

Project Plan

The project plan is to develop premium residential space close to Mumbai's commercial hub offering homes with state of the art amenities like an open-sky swimming pool, jogging track, children's play area with other amenities.

Exit Status

Fund has fully exited in December 2013 from the project at 20% IRR (pre-tax, pre-expenses).

Belfort, Pondicherry and Madurai



Location	Pondicherry and Madurai
Partner	Pelican Group
Asset Class	Residential
Committed Amount	Rs. 20 Crores
Disbursed Amount	Rs. 20 Crores
Date of Initial Investment	July 2010
Project Stage	Construction and Sales
Land Area	87 Acres
Total Saleable Area	1,900,000 sq ft (approximately)
Approval Status	In Place
Construction Status	In Progress
Sales Status	In Progress
Disinvested Amount	Rs. 7.89 Crores
Income Generated	Rs. 13.20 Crores

Transaction Overview and Investment Rationale

The project is in partnership with Pelican, a Chennai based real estate development company. The Company is currently developing & marketing projects in Pondicherry, Madurai, Chennai & Kodaikanal.

The Fund has invested in the plotted development, affordable housing segment and high end villas in Pondicherry and Madurai.

Project Plan

Belfort – Plotted Development (Affordable Housing) in Pondicherry totaling to 707 plots (approximately).

Sowebernika – Plotted Development (High End Villas) in Pondicherry of around 15 plots with an average area of 4,000 sq ft.

Subhiksha Bhoomi – Plotted Development in Madurai of around 383 land parcels with an average area of 1400 to 2400 sq ft with modern amenities and recreation facilities.

Current Status and Recent Developments

Belfort - Layout approval received from Pondicherry Planning Authority (PPA). Construction of mock house completed. 492 plots have been booked. Work has commenced on 80% of the plots and some bungalows are already handed over.

Way Forward and Exit Strategy

Fund has made partial exit at the originally agreed terms. Developer has been in discussions with few banks / financial institutions for refinancing to provide us full exit by mid 2014.

Marvel, Chennai



Location	Velacherry, Chennai
Partner	Ramaniyam Group
Asset Class	Residential
Committed Amount	Rs. 9 Crores
Disbursed Amount	Rs. 9 Crores
Date of Initial Investment	August 2010
Project Stage	Construction and Sales
Land Area	2.20 Acres
Total Saleable Area	178,000 sq ft (approximately)
Approval Status	In place
Construction Status	Nearing completion
Sales Status	Over 97% sold
Disinvested Amount	Rs. 5.85 Crores
Income Generated	Rs. 0.04 Crores

Transaction Overview and Investment Rationale

The project is in partnership with Ramaniyam Real Estates Pvt. Ltd. - a well established and experienced developer in Chennai.

The proposed project is a residential project that is located in Velacherry in the midst of a typical residential area of Chennai and about a 5 minute walk from the Perungudi railway station on the OH metro which has been operational for over 3 years.

Project Plan

Ramaniyam Group has entered into a Joint Development Agreement with M/s Land Marvel Homes for the development of the above mentioned residential development. Land Marvel Homes, a Chennai based real estate Developer owns 2.20 acre of land in Velacherry. Ramaniyam Group will construct 178,000 sq ft of residential space on this parcel of land.

Current Status and Recent Developments

Approvals are in place for existing plan.

Handover of flats in process.

Way Forward and Exit Strategy

The fund has made a partial exit from this project and a full exit is expected on completion

Kattima, Chennai



Location	Thoraipakkam, Chennai
Partner	Ramaniyam Group
Asset Class	Residential
Committed Amount	Rs. 2 Crores
Disbursed Amount	Rs. 2 Crores
Date of Initial Investment	February 2011
Project Stage	Construction and Sales
Land Area	2.32 Acres
Total Saleable Area	192,000 sq ft (approximately)
Approval Status	In place
Construction Status	Nearing Completion
Sales Status	In Progress

Transaction Overview and Investment Rationale

The project is in partnership with Ramaniyam Real Estates Pvt. Ltd. - a well established and experienced developer in Chennai.

The proposed project is a premium residential project that is located in Thoraipakkam, a suburb of Chennai that is located around Rajiv Gandhi Salai (OMR), an area that has evolved into a premier IT corridor.

Project Plan

The Katti-Ma Group, a reputed company in the Indian granite trade has tied up with the Ramaniyam Group to develop a premium residential project at Thoraipakkam, off Old Mahabalipuram Road. The plan is to develop around 100 spacious apartments of around 1500 sq ft to 2600 sq ft to service the target group of middle and higher income group working in the IT corridor of Chennai.

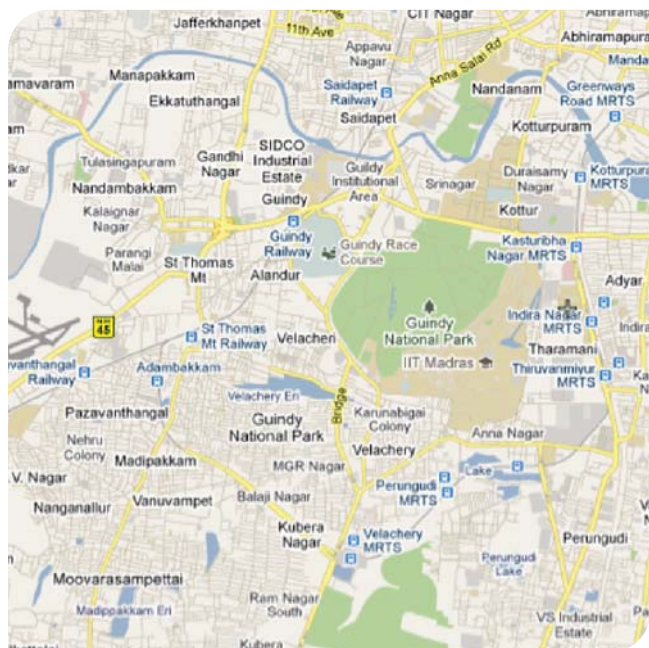
Current Status and Recent Developments

Completion Certificate has been obtained.

Project is in advance stage of construction. Finishing work is in progress.

Over 95% of the flats in this project have been sold.

Various, Chennai



Location	Thoraipakkam, Chennai
Location	1. Thiruvanmiyur (L.B. Road), Chennai 2. Mandaveli, Chennai 3. Thiruvanmiyur, Chennai 4. Velacherry, Chennai"
Partner	Ramaniyam Group
Asset Class	Residential
Committed Amount	Rs. 34.50 Crores
Disbursed Amount	Rs. 34.50 Crores
Date of Initial Investment	May 2011
Project Stage	Design Development
Total Saleable Area	550,000 sq ft (approximately)
Approval Status	In Progress
Construction Status	Preparatory work is in progress
Sales Status	Not launched
Disinvested Amount	Rs. 25.75 Crores
Income Generated	Rs. 7.30 Crores

Transaction Overview and Investment Rationale

The investment is in partnership with Ramaniyam Real Estates Pvt. Ltd. - a well established and experienced developer in Chennai.

The above investment is across four residential projects located across Chennai in Velacherry, Mandaveli and Thiruvanmiyur.

Project Plan

Ramaniyam Group has entered into a Joint Development Agreement majority with M/s Land Marvel Homes for the development of the above mentioned residential developments. Land Marvel Homes, a Chennai based real estate Developer owns the parcels of land in Velacherry, Mandaveli and Thiruvanmiyur on which Ramaniyam plans on developing residential projects.

Current Status and Recent Developments

Velacherry - Planning and design work is in progress.

Exit

Fund has partially exited from Thiruvanmiyur (L B Road) & Mandaveli project and received Rs. 7.30 cr. towards the same.

Fund has fully exited from Thiruvanmiyur project resulting in 18% IRR (pre-tax, pre-expenses).

Pushkar II, Chennai



Location	Sholinganallur, Chennai
Partner	Ramaniyam Group
Asset Class	Residential (Affordable Housing)
Committed Amount	Rs. 12 Crores
Disbursed Amount	Rs. 12 Crores
Date of Initial Investment	Jan 2012
Project Stage	Construction started
Land Area	1.98 Acres
Total Saleable Area	3,38,000 sq ft (approximately)
Approval Status	In place
Construction Status	Commenced
Sales Status	Launched

Transaction Overview and Investment Rationale

The project is in partnership with Ramaniyam Real Estates Pvt. Ltd. - a well established and experienced developer in Chennai. The proposed project is a residential project that is located on OMR-ECR road at Sholinganallur, a suburb of Chennai that has evolved into a premier IT corridor.

Project Plan

M/s Ramaniyam Group, a Chennai based real estate Developer, proposes to develop a residential project consisting a multistorey building with studio, 2 and 3 BHK apartments on the East Coast Road (ECR) and Rajiv Gandhi Salai (OMR) link road at Sholinganallur.

Current Status and Recent Developments

All approvals in place.

First floor slab complete.

Project launched @ Rs. 5250/- per sq. ft. and receiving good response and sold 42%.

Swarajya, Mumbai



Location	Ambivali, Mumbai
Partner	Neptune Group
Asset Class	Residential (Affordable Housing)
Committed Amount	Rs. 21.75 Crores
Disbursed Amount	Rs. 21.75 Crores
Date of Initial Investment	May 2011
Project Stage	Construction and Sales
Land Area	115 Acres
Total Saleable Area	5,700,000 sq ft
Approval Status	Initial approvals in place
Construction Status	In Progress
Sales Status	Phase I – 95% sold Phase II – 94% sold Phase IV B – 57% sold
Disinvested Amount	Rs. 19.54 Crores
Income Generated	Rs. 6.64 Crores

Transaction Overview and Investment Rationale

The Fund has invested in an affordable housing project located in a town called Ambivali near Kalyan in the Mumbai Metropolitan Region. The town is well connected and accessible by suburban railways as well as roadways from Mumbai. The presence of industrial areas in the vicinity provides a natural catchment for industrial workers. Additionally, there is a huge demand for affordable housing in Mumbai.

The project is being developed by Neptune Group, a Mumbai based developer, experienced in the development of residential projects, office complexes, shopping malls and IT Parks.

Project Plan

The proposed development aims at providing affordable housing to the Lower Income Group segment of the Mumbai Metropolitan Region. The project is spread across 115 acres and once completed will consist a total of 10,000 units spread across 6 Phases and 3 Sectors.

Current Status and Recent Developments

Sector 1 - 22 buildings are under construction, out of which 9 building are nearing completion. 94.6% of these units have been sold.

Sector 2 - Construction is ongoing in 27 out of 44 buildings. 94% of units in this sector have been sold. Sector 4B having 3 buildings, is launched at a rate of Rs. 3800/- psf and 184 bookings have been received. Further, 6 acres of land has been approved as Non-Agricultured (N.A.) and conversion of additional 28.5 acres of land to N.A. is expected soon.

Way Forward and Exit Strategy

The Fund has substantially divested from this project. Full exit expected within 2014.

Overall we expect an IRR of 20% (pre tax, pre expenses) plus on the investment.

Assa House II, Nagpur



*Prospective Image

Location	Kingsway, Nagpur
Partner	Milestone Group
Asset Class	Residential
Committed Amount	Rs. 8.50 Crores
Disbursed Amount	Rs. 8.50 Crores
Date of Initial Investment	October 2011
Project Stage	Development yet to commence
Land Area	0.25 Acres
Total Saleable Area	13,000 sq ft (FAR of 1.0x)
Approval Status	Few approvals pending
Construction Status	Not Commenced
Sales Status	Not Launched

Transaction Overview and Investment Rationale

The Fund has invested in a plot of land in order to construct a residential project in Nagpur. The land is located off Kingsway Road, on Jai Narayan Marg, Mohan Nagar, in the heart of Nagpur and offers tremendous opportunity due to its central location.

The development of the project is being carried out by the Milestone Group. The plot of land is adjacent to a commercial development carried out by the Milestone Group.

Project Plan

The proposed project plan is to develop approximately 13,000 sq ft of based on 1.0x FSI. A new Government Resolution for increase in FAR to 2.0x in congested areas has been published a few months back.

Current Status and Recent Developments

Based on this new GR, we are in the process of applying to NMC for grant of 2.0x FAR for Commercial/Residential development on the land.

We are also in discussions for sale of plot on 'as-is basis'.

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