

Milestone Fund LLC

INDIA FOCUSED REAL ESTATE FUND

July - September, 2014



MILESTONE
PRIVATE EQUITY

Dear Investors,

Please find enclosed the investment update for Milestone Fund LLC (the "Fund") for the quarter ended 30 September 2014.

Union budget 2014-15 was presented in July and Government has announced various steps to focus on improving growth by providing a fillip to manufacturing and keeping the inflation under check. RBI data indicates that GDP grew by 5.7% in Q1 2014 vs 4.4% in Q1 2013. Focus on lowering the current account deficit and reducing subsidies is likely to improve India's credit rating and attract foreign investment.

The Reserve Bank of India (RBI) kept the Repo Rate unchanged in the its Monetary Policy Review on August 05, 2014, but lowered the Statutory Liquidity Ratio (SLR) by 50 bps. This policy decision was driven by an expectation that Consumer Price Index (CPI) will remain high in the short term.

Demand for housing has remained subdued though it is expected to improve with the onset of festival season. Demand will mainly be led by commercial activity, job creation in suburb of major cities which are priced in the affordable range. Reduction in mortgage rates coupled with freebies is likely to drive the end user demand across all major cities.

We expect to partly exit Neptune Swarajya project in the coming quarter and are also hopeful that Richa Shivaji Park will receive approvals shortly to commence development. Team continue to focus on managing the portfolio and plan for exits during the fund life.

We thank you for your continued support.

Regards,

Board of Directors



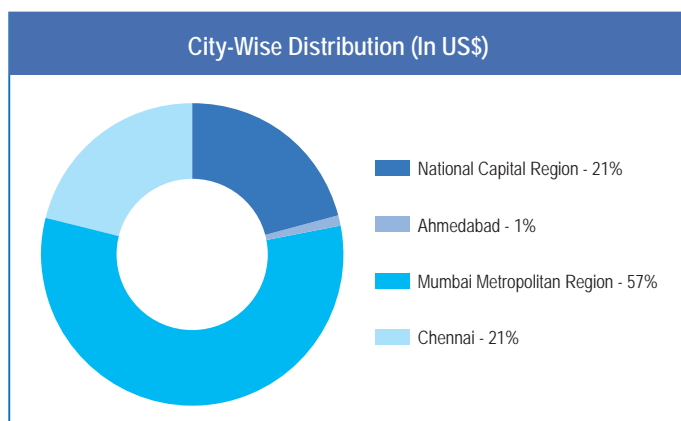
Fund Summary

Fund Summary as on September 30, 2014		
Funds Received*	INR 3410.0* mn	US\$ 75.3 mn
Final Closing Date	30th March, 2009	
Term	6 years + 1 year + 1 year	
No. of Investments	5	
Investment Amount	INR 2904.5 mn	US\$ 66.0 mn
Capital Divested	INR 282.5 mn (8.3%)	US\$ 5.0 mn (6.6%)
Income Generated (Pre-tax)	INR 559.6 mn	US\$ 9.2 mn
Total Exit Amount	INR 842.1 mn (24.4%)	US\$ 14.2 mn (18.7%)

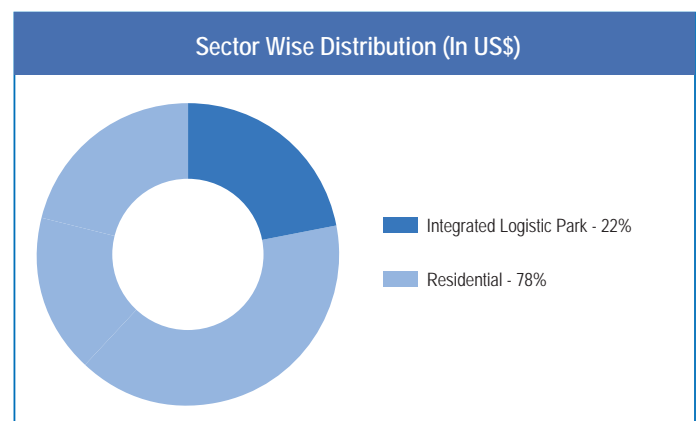
* Exchange rate 1 US\$ = INR 45.32 at the time of fund received

Investment Summary as on September 30, 2014						
No.	Project	Partner	Location	Initial Investment Date	Fund's Investment (INR mn)	Fund's Investment (US\$ mn)*
1	ACORN Warehouses	Milestone Group	Dharuhera, National Capital Region	Aug-09	620.80	15.35
2	ACORN Warehouses	Rudrapratap Developers	Kheda, Ahmedabad, Gujarat	Mar-10	37.70	0.85
3	Swarajya	Neptune Group	Ambivali, Mumbai Metropolitan Region	Sep-10	1036.00	24.00
4	Shivaji Park	Richa Realtors	Dadar, Mumbai Metropolitan Region	Feb-11	500.00	11.30
5	Land Marvel	Land Marvel	Chennai	July-12	710.00	14.50
Total					2904.50	66.00

*Actual US\$ rate at the time of investment dates.



Shown above is the city-wise distribution (in US\$) of the various projects in the portfolio



Shown above is the sector-wise distribution (in US\$) of the various projects in the portfolio

Fund Allocation

Portfolio Divestment Details upto September 30, 2014										
No.	Project	Location	Capital Invested		Capital Divested		Income Generated* (Pre-tax)		Total	
			INR Mn	USD Mn	INR Mn	USD Mn	INR Mn	USD Mn	INR Mn	USD Mn
1	ACORN Warehouses	Kheda, Ahmedabad, Gujarat	37.7	0.9	37.7	0.9	8.7	0.0	46.4	0.9
2	Neptune Swarajya	Ambivali, Mumbai Metropolitan Region	1,036.0	24.0	244.8	4.1	414.9	7.0	659.7	11.1
3	Shivaji Park	Dadar, Mumbai Metropolitan Region	500.0	11.3	-	-	81.0	1.3	81.0	1.3
4	ACORN Warehouses	Dharuhera, National Capital Region	620.8	15.4	-	-	-	-	-	-
5	Land Marvel	Chennai	710.0	14.5	-	-	55.1	0.9	55.1	0.9
			2,904.5	66.0	282.5	5.0	559.6	9.2	842.1	14.2

* Income generated is pre tax, & will be adjusted for with-holding tax & expenses at fund / SPV level.

Exchange rate 1 USD = Rs. 60 as on June 30, 2014

ACORN Warehouses and Logistics Parks, NCR



Location	Dharuhera, NCR
Partner	Milestone Group
Asset Class	Integrated Logistic Park
Investment Amount	US\$ 15.35 million
Date of Initial Investment	August 2009
Project Stage	Under Development
Land Area	66 Acres
Total Leasable Area	1.75 mn sq ft (approximately)
Approval Status	Layout & Buildings plan approved for 1.5 mn sq ft B.U. area equivalent to 1.7 mn sq ft leasable area
Construction Status	Constructed 4.8 lacs sq ft BUA

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 the industrial facilities in the region and Indira Gandhi International Airport leading to increased demand for warehouses in the region.

Project Plan

The overall project plan was to jointly develop 1.75 mn sq ft of state-of-the-art, 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 warehousing complex.

Current Status and Recent Developments

Three PEB Blocks aggregating to 432,000 sq ft leasable area is ready of which 292781 sq ft is leased out at an average rental of Rs 15 per sq ft. We are pursuing various leasing requirements through brokers and expect to finalise tenants for about 90,000 sq ft of vacant area in next few month at a rent of Rs. 13 per sq ft.

The fund is actively pursuing leads for lease of RCC warehouse blocks. Pharma & E-marketing companies have shown keen interest in the RCC blocks

Exit Strategy

The Fund is trying to sell built-up PEB blocks on strata title basis. In addition we are in discussions with prospective buyer to sell the entire project. Given the soft market for warehousing, our previous discussions with multiple prospects have not concluded into a sale.

We are working on various options to exit this investment.

ACORN Warehouses and Logistics Parks, Gujarat



Location	Kheda, Ahmedabad, Gujarat
Partner	Rudrapratap Developers
Asset Class	Integrated Logistic Park
Investment Amount	US\$ 0.85 million
Date of Initial Investment	March 2010
Project Status	Exited
Land Area	41.27 Acres

Current Status and Recent Developments

The Fund has exited from this project.



Location	Ambivali, Mumbai
Partner	Neptune Group
Asset Class	Residential (Affordable Housing)
Investment Amount	US\$ 24.00 million
Date of Initial Investment	September 2010
Project Stage	Under Development
Land Area	115 Acres
Total Saleable Area	5.7 mn sq ft (approximately)
Approval Status	Development approvals received for approximately 38 acres
Construction Status	Phase II – in progress
Sales Status	Sector 4B & 4C launched, around 250 units sold so far.

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 14 building are nearing completion. 94.6% of these units have been sold.

Sector 2 - Construction is ongoing in 27 out of 44 buildings. Out of the 27 Nos. about 13 buildings are nearing completion. 94% of units in this sector have been sold.

Phase 4- Additional 6 acres of land has been approved as Non-Agriculture (N.A.) which forms part of Phase 4. The Company has also launched Sectors 4B and 4C having 3 buildings each and 40% of units have been sold in these. Commencement Certificate (CC) for phase 4C has already been received and Layout approval and CC for balance phases are in process.

Additionally, conversion of 17 acres of land to N.A. is expected soon. Further NA applications are made for 21.0 acres and the same are expected in three to four months.

Way Forward and Exit Strategy

The Fund has partially divested from this project at gross IRR of 23%. The state government has announced that for residential developments on green field proposals in Municipal Corporation limited, the N.A. shall not be required for granting the commencement certificate. The process of N.A. is further being streamlined in a single window system. This will benefit this project where CC for large part of the land is pending due to N.A. process. The developer expects to get approvals for remaining sectors expeditiously. This will expedite the divestment of balance capital.

Shivaji Park Project, Mumbai



Location	Shivaji Park, Mumbai
Partner	Richa Realtors
Asset Class	Residential (Re-development)
Investment Amount	US\$ 11.30 million
Date of Initial Investment	February 2011
Project Stage	Construction yet to commence
Land Area	0.50 Acres
Total Saleable Area	1.8 mn sq ft (approximately)
Approval Status	Intimation Of Disapproval (equivalent to plan approvals) for rehab building received.
Construction Status	Not commenced
Sales Status	Not launched yet

Transaction Overview and Investment Rationale

The Fund has invested in a redevelopment project on Gokhale Road, 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 project. It is easily accessible from other important business districts like Bandra Kurla Complex and Lower Parel. Due to unavailability of land in this micro market, demand is high and supply is mainly through redevelopment of existing buildings.

The redevelopment is being done by Richa Realtors, a Mumbai based developer with over 15 years of experience.

Project Plan

The project plan is to develop new houses for the existing tenants at the developers cost. In lieu of the same, the developer is entitled for constructing and selling additional residential space on the project land. Richa has appointed M/s Callison LLC, a California based architecture and design firm, as the Consulting Architects for the project.

Current Status and Recent Developments

1. The plot is fully vacant post demolition of existing buildings.
2. Fire NOC and Traffic NOC received for sale building. Amended plan approval and Concessions Report is in final stages of approval and is expected by January 2015
3. Developer is preparing to do a soft launch by end of 2014 in the open market at around Rs 25,000 per sq.ft (USD 400 psf) of saleable area with additional charges for car parking, floor rise and other amenities.
4. In discussions with other private equity investors for refinancing to enable fund exit by end of Q1 2015.

Land Marvel, Chennai



Location	Land Marvel (Thaiyur and Kotivakkam), Chennai
Asset Class	Residential
Investment Amount	US\$ 14.50 million
Date of Initial Investment	July 2012
Project Stage	Development yet to commence
Land Area	Thaiyur - 10 Acres Kotivakkam - 0.9 Acres (approximately)
Total Saleable Area	1.4 mn sq ft
Construction Status	Yet to commence
Sales Status	Not launched

Transaction Overview and Investment Rationale

The Fund has invested in two residential projects in Chennai in Thaiyur and Kotivakkam. The projects are located off Rajiv Gandhi Salai, formerly known as Old Mahabalipuram Road (OMR).

Being an established IT corridor with a large catchment population, the Rajiv Gandhi Salai region has gained immense popularity and has nearly 43 per cent of the city's upcoming residential supply. This micro-market caters mainly to middle income segments.

Project Plan

At Thaiyur, the project is proposed to be developed as high rise residential building with 11 to 13 floors with 2 and 3 BHK units which will cater mainly to the mid-income group. Given the current supply situation in the micro market, fund and developer are jointly evaluating a plotted layout or a villa development.

At Kotivakkam, the project is planned as a high rise premium residential development consisting 2,3 and 4 BHK units with modern amenities.

Current Status

1. We have obtained charge on cash flows of another project of the developer as additional security to the tune of Rs. 30 crores to ensure alignment of developer interest.
2. We have received some JDA proposals from reputed developers for residential development on Kotivakkam & Thaiyur land which are under negotiations. This will expedite cash flows and exit from this project.
3. Refinancing options are being worked on to partially exit the project.

Disclaimer: The contents of this bulletin are for information purposes only and should not be construed as advice, representation or warranties from Milestone Fund LLC. You are advised to carry out an independent inquiry, investigation / analysis before relying on the information provided herein. Milestone Fund LLC will not be liable for any loss or damage of whatsoever nature arising as a result of any person acting or refraining from acting in reliance on any information contained herein or anything stated or omitted to be stated herein or for any other reason whatsoever. Milestone Fund LLC accepts no liability for any errors, misprints, inaccuracies or omissions in this bulletin.



Contact: Cedric Beguinot

International Financial Services Limited

IFS Court, TwentyEight, Cybercity, Ebene, Mauritius

Tel: (230) 467 3000 DID: (230) 467 4772 Fax: (230) 467 4000