



RED HERRING PROSPECTUS

Dated: March 8, 2015

Please read section 23, 26, 28 and 32 of the Companies Act, 2013

Book Built Issue

INOX WIND LIMITED

Our Company was incorporated on April 9, 2009 as 'Inox Wind Limited', a public limited company under the Companies Act, 1956. Our Company received a certificate of commencement of business on April 15, 2009 from the Registrar of Companies, Punjab, Chandigarh and Himachal Pradesh at Chandigarh. For further details relating to incorporation, corporate structure, change in registered office of our Company, please refer to the chapter "History and Other Corporate Matters" beginning on page 175.

Registered Office: Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal – 174 103, District Una, Himachal Pradesh, India; **Tel No:** +91 1975 272001; **Fax No:** +91 1975 272001

Corporate Office: Inox Towers, Plot No. 17, Sector-16A, Gautam Budh Nagar, District Noida – 201301, Uttar Pradesh, India; **Tel No:** +91 120 614 9600; **Fax No:** +91 120 614 9610

Contact Person: Ms. Ranju Goyal, Company Secretary and Compliance Officer; **Tel No:** +91 120 614 9600; **Fax No:** +91 120 614 9610;

E-mail: investors.iwl@inoxwind.com; **Website:** www.inoxwind.com; **Corporate Identification Number** U31901HP2009PLC031083

PROMOTER OF OUR COMPANY: GUJARAT FLUORO CHEMICALS LIMITED

PUBLIC ISSUE OF [●] EQUITY SHARES OF FACE VALUE ₹10 EACH ("EQUITY SHARES") OF INOX WIND LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹[●] MILLION CONSISTING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹7,000 MILLION* ("FRESH ISSUE") AND AN OFFER FOR SALE OF 10,000,000 EQUITY SHARES BY GUJARAT FLUORO CHEMICALS LIMITED ("THE SELLING SHAREHOLDER") AGGREGATING UP TO ₹[●] MILLION ("OFFER FOR SALE"). THE FRESH ISSUE AND THE OFFER FOR SALE ARE TOGETHER REFERRED TO AS THE "ISSUE". THE ISSUE INCLUDES A RESERVATION OF 500,000 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HERE-IN) ON A COMPETITIVE BASIS ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY IN CONSULTATION WITH THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS ("GC-BRLMS") AND THE BOOK RUNNING LEAD MANAGER ("BRLM") (TOGETHER REFERRED TO AS "MANAGERS") MAY DECIDE TO OFFER A DISCOUNT NOT EXCEEDING 10% OF THE ISSUE PRICE TO THE ELIGIBLE EMPLOYEES ("EMPLOYEE DISCOUNT") AND RETAIL INVESTORS ("RETAIL DISCOUNT").

**subject to adjustments as permissible under SEBI ICDR Regulations based on the actual subscription and Allotment in terms of the Basis of Allotment.*

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH.

PRICE BAND, EMPLOYEE DISCOUNT, RETAIL DISCOUNT AND THE MINIMUM BID LOT SIZE FOR THE ISSUE WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE MANAGERS AND ANNOUNCED AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE.

In case of revision in the Price Band, the Bid/ Issue Period shall be extended for at least three Working Days after such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), by issuing a press release and also by indicating the change on the websites of the Managers and at the terminals of the Syndicate Member.

Pursuant to Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), the Issue is being made for at least 10% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), where in 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs"). Our Company may, in consultation with the Managers, allocate up to 60% of the QIB Portion to Anchor Investors (the "Anchor Investor Portion") at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remaining Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above Issue Price. Further not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received from them at or above the Issue Price such that subject to availability of Equity Shares, each Retail Individual Bidder shall be Allotted not less than the minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Bidders on a proportionate basis. Further, 500,000 Equity Shares shall be reserved for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Issue price. All QIBs (other than Anchor Investors) and Non-Institutional Investors must compulsorily and Retail Individual Bidders and Eligible Employees may optionally participate in this Issue through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amounts will be blocked by the SCSBs. Kindly note that, our Company and Selling Shareholder shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies. Specific attention of investors is invited to the chapter "Issue Procedure" on page 415.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first issue of Equity Shares of our Company, there has been no formal market for our Equity Shares. The Face Value of the Equity Shares is ₹10 and the Floor Price is [●] times of the Face Value and the Cap Price is [●] times of the face value. The Issue Price (as determined and justified by our Company, the Selling Shareholder and the Managers) as stated under the chapter "Basis for Issue Price" beginning on page 115 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the chapter "Risk Factors" beginning on page 18.

ISSUER'S AND THE SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY




Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

Further, the Selling Shareholder, having made reasonable enquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all statements in relation to itself and the Equity Shares offered by it in the Offer for Sale which are material in the context of the Offer for Sale and that all such statements are true and correct in all material aspects and are not misleading in any material respect.

LISTING



The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the BSE and the NSE. The in-principle approvals of the Stock Exchanges for listing the Equity Shares have been received pursuant to letter no. DCS/IPO/NP/IP/120/2013-14 dated August 12, 2013 and letter no. NSE/LIST/212730-W dated August 8, 2013 received from BSE and NSE, respectively. For the purpose of this Issue, BSE shall be the Designated Stock Exchange.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS

 Axis Capital Limited 1 st Floor, Axis House, C-2 Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025, Maharashtra, India Tel.: +91 22 4325 2183 Fax: +91 22 4325 3000 Email: dg.iwl@axiscap.in Website: www.axiscapital.co.in Investor grievance email: complaints@axiscap.in Contact Person: Mr. Vivek Toshniwal SEBI Regn. No.: INM000010209	 DSP Merrill Lynch Limited 8 th Floor, Mafatal Centre, Nariman Point, Mumbai 400 021, Maharashtra, India Tel: +91 22 6632 8000 Fax: +91 22 2204 8518 Email: dg.inoxwind_ipo@bamf.com Investor grievance email: dg.india_merchantbanking@bamf.com Website: www.dspml.com Contact Person: Mr. Vikram Khaitan SEBI Regn. No.: INM000011625	 Edelweiss Financial Services Limited Edelweiss House, 14 th Floor, Off CST Road, Kalina, Mumbai 400 098, Maharashtra, India Tel: +91 22 4086 3535 Fax: +91 22 4086 3610 Email: iwl.ipo@edelweissfin.com Website: www.edelweissfin.com Investor grievance email: customerservice.mb@edelweissfin.com Contact Person: Mr. Siddharth Shah SEBI Regn. No.: INM0000010650
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BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE ISSUE

 YES Bank Limited 18 th Floor, YES Bank Tower, Indiabulls Finance Centre 2, Senapati Bapat Marg, Elphinstone (West), Mumbai 400 013, Maharashtra, India Tel: +91 22 3347 9000 Fax: +91 22 2421 4508 Email: dlprojectideal@yesbank.in Investor Grievance Email: merchantbanking@yesbank.in Website: www.yesbank.in Contact Person: Mr. Gautam Badalia SEBI Regn. No.: INM000010874	 Link Intime India Private Limited C- 13 Pannalal Silk Mills, Compound, LBS Marg, Bhandup (West), Mumbai 400 078, Maharashtra, India Tel: +91 22 6171 5400 Fax: +91 22 2596 0329 Toll free: 1-800-220-878 Email: iwl.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance email: iwl.ipo@linkintime.co.in Contact Person: Mr. Sachin Achar SEBI Regn. No.: INR000004058
BID/ISSUE OPENS ON: Wednesday, March 18, 2015	BID/ISSUE CLOSES ON: Friday, March 20, 2015

* The Anchor Investor shall bid on one Working Day prior to the Bid/ Issue Opening Date i.e. Tuesday, March 17, 2015.

A copy of this Red Herring Prospectus and written consents of various intermediaries as enumerated in "Material Contracts and Documents for Inspection" on page 486 has been delivered to the RoC, in terms of Sections 23, 26, 28 and 32 of the Companies Act, 2013 along with the requisite endorsed/certified copies of all requisite documents and have not been withdrawn as on the date of this Red Herring Prospectus.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto from time to time.

General Terms

Term	Description
“IWL”, “the Issuer”, “our Company” or “the Company”	Inox Wind Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal – 174 103, District Una, Himachal Pradesh, India
“We”, “us”, “Our”	“We”, “us” and “Our” means Inox Wind Limited and our wholly owned subsidiaries, Inox Wind Infrastructure Services Limited and Marut-Shakti Energy India Limited

Company Related Terms

Term	Description
Articles/Articles of Association/ AoA	Articles of Association of our Company
Auditor / Statutory Auditor	The statutory auditor of our Company, M/s Patankar & Associates
Barwani Unit	Our Company’s new turbine, blade and tower manufacturing unit currently under construction at plot no. 20 ID at Industrial Area Relwa Khurd (Khajuri), Barwani, Madhya Pradesh, India
Board/Board of Directors	The board of directors of our Company or a duly constituted committee thereof
Corporate Office	The corporate office of our Company located at Inox Towers, Plot No. 17, Sector-16A, Gautam Budh Nagar District, Noida – 201301, Uttar Pradesh, India
CSR Committee	The corporate social responsibility committee of the Board of Directors
Director(s)	The director(s) of our Company
Framework Agreement	Master framework agreement dated July 2, 2013 entered into between our Company, IWISL, Inox Renewables Limited and Gujarat Fluorochemicals Limited read with Amendment to the Master Framework Agreement dated February 7, 2015, more particularly described under “History and other Corporate Matters - Summary of key agreements” on page 177
Group Companies	Companies, firms and ventures promoted by our Promoters and disclosed in the chapter “Our Promoters, Promoter Group and Group Companies - Our Group Companies as on December 31, 2014” on page 204
Inox Group	Includes entities ultimately promoted and/or controlled by the Jain Family
Jain Family	Mr. Devendra Kumar Jain, Mr. Vivek Kumar Jain, Mr. Pavan Kumar Jain, Mr. Devansh Jain, Mr. Siddharth Jain and their immediate family members
Memorandum/ Memorandum of Association/ MOA	The memorandum of association of our Company
MSEIL	Marut-Shakti Energy India Limited, wholly owned subsidiary of our wholly owned subsidiary, IWISL
O&M Period	The period wherein we agree to undertake operations and maintenance services for the WTGs supplied
Project Sites	Wind Sites (i) which have been allotted to/ recommended in favour of/ for which agreements have been entered into with IRL and/or GFL in states of Gujarat and Rajasthan, as the case may be, and to which we have access, pursuant to the Framework Agreement or (ii) allotted to us in states of Madhya Pradesh, Gujarat and Andhra Pradesh. For details regarding Project Sites please refer to the chapter “Business – Our Inventory of Wind Sites” on page 152
Promoter/ GFL	The promoter of our Company, namely, Gujarat Fluorochemicals Limited
Promoter Group	Includes such persons and entities constituting promoter group in terms of Regulation 2 (1)(zb) of the SEBI ICDR Regulations

Term	Description
Registered Office	The registered office of our Company at Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal – 174 103, Himachal Pradesh, India
Rohika Unit	Our Company's blade and tower manufacturing unit located in a complex at Rohika in Bavla Taluka, Ahmedabad District, Gujarat
Subsidiaries	IWISL and MSEIL
Una Unit	Our Company's wind turbine manufacturing unit spread over a 17 acre area allocated at Industrial Area Basal Tehsil, District Una, Himachal Pradesh, India
Wind Sites Under Acquisition	Wind Sites which are at a preliminary stage of acquisition in states of Gujarat, Rajasthan, Madhya Pradesh and Andhra Pradesh by us or IRL, of which we shall acquire rights. We shall have the right to develop the said Wind Sites (i) upon allotment of such Wind Sites to us and (ii) pursuant to contractual arrangements with IRL through the Framework Agreement. For details regarding sites that are under acquisition please refer to the chapter " <i>Business –Our Inventory of Wind Sites</i> " on page 152
WISE Report	A report commissioned by our Company, prepared by World Institute of Sustainable Energy, Pune, India titled "Indian Wind Turbine Industry, Towards Leapfrogging – An Industry Study, August 2014" for the purposes of this Red Herring Prospectus

Issue Related Terms

Term	Description
Allot/ Allotment/ Allotted	Allotment/ Transfer of Equity Shares pursuant to this Issue to successful Bidders
Allottee	A successful Bidder to whom the Allotment is made
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders after the Basis of Allotment has been approved by the Designated Stock Exchange
Anchor Investor	A QIB, applying under the Anchor Investor Portion, with a minimum Bid of ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated in terms of this Red Herring Prospectus and the Prospectus to the Anchor Investors, which will be decided by our Company in consultation with the Managers on the Anchor Investor Bidding Date
Anchor Investor Bidding Date	One Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed i.e. Tuesday, March 17, 2015
Anchor Investor Issue Price	The final price at which Equity Shares will be issued and Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Managers
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with Managers, to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidder to make a Bid authorising a SCSB, to block the Bid Amount in their specified bank account maintained with the SCSB Bids by QIBs (except Anchor Investors) and Non-Institutional Bidders should be compulsorily made through ASBA. Anchor Investors are not permitted to participate through the ASBA process
ASBA Account	Account maintained with a SCSB which will be blocked by such SCSB to the extent of the appropriate Bid Amount specified by an ASBA Bidder in the Bid cum Application Form submitted by the ASBA bidder
ASBA Bidder(s)	Any Bidder, other than an Anchor Investor, who Bids in the Issue through the ASBA process
Axis	Axis Capital Limited

Term	Description
Bankers to the Issue	Escrow Collection Banks, Refund Bank and Public Issue Bank
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described under the chapter “ <i>Issue Procedure</i> ” on page 415
Bid(s)	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than Anchor Investors) or during the Anchor Investor Bidding Date by the Anchor Investors, to subscribe / purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto
Bid Amount	<p>The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder/ blocked in the ASBA Account on submission of a Bid in the Issue, which shall be net of Employee Discount and Retail Discount</p> <p>However for Eligible Employees applying in the Employee Reservation Portion Bidding at the Cut-Off Price, the Bid amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form net of Employee Discount/ Retail Discount as the case may be</p>
Bid cum Application Form	The form used by a Bidder, which is serially numbered comprising an eight digit application number, including ASBA Bidders, to make a Bid and which will be considered as the application for Allotment for the purposes of this Red Herring Prospectus and the Prospectus
Bid/ Issue Closing Date	Except in relation to Bids from Anchor Investor, the date after which the Syndicate, the designated branches of the SCSBs and Non-Syndicated Registered Brokers shall not accept any Bids for the Issue, i.e. Friday, March 20, 2015 and in case of any revision, the extended Bid/Issue Closing Date shall be notified in an advertisement in same newspapers in which the Bid/ Issue Opening advertisement was published and shall also be notified on the website and terminals of the Syndicate Member and SCSBs, as required under the SEBI ICDR Regulations. Our Company may consider closing the Bidding by QIB Bidders one Working Day prior to the Bid/Issue Closing Date, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published
Bid/ Issue Opening Date	Except in relation to Anchor Investor, the date on which the Syndicate, the SCSBs and the Non-Syndicate Registered Brokers shall start accepting Bids i.e. Wednesday, March 18, 2015
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders (except Anchor Investors) and the ASBA Bidders can submit their Bids, including any revisions thereof. Our Company may consider closing the Bidding by QIB Bidders one Working Day prior to the Bid/Issue Closing Date, which shall be notified in an advertisement in same newspapers in which the Bid/ Issue Opening advertisement was published and in such a case the Bid/Issue Period for the QIBs shall be determined accordingly
Bid Lot	[●]
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form, including an Anchor Investor unless stated or implied otherwise
Book Building Process/ Method	The book building route as provided under Schedule XI of the SEBI ICDR Regulations, in terms of which this Issue is being made
BRLM/ Book Running Lead Manager	The book running lead manager to the Issue, in this case being YES Bank Limited
CAN/ Confirmation of Allocation Note	The note or advice or intimation of allocation of Equity Shares sent to the successful Anchor Investors who have been allocated Equity Shares after discovery of the Anchor Investor Issue Price, including any revisions thereof
Cap Price	The higher end of the Price Band above which the Issue Price will not be finalized and above which no Bids will be accepted
Controlling Branch(es)	Such branches of the SCSBs which coordinate Bids under this Issue by the ASBA Bidders with the Managers, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in or at such other websites as may be prescribed by SEBI from time to time
Cut-off Price	The Issue Price, as finalised by our Company and the Selling Shareholder in

Term	Description
	consultation with the Managers. Only Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price, for a Bid Amount not exceeding ₹200,000 (which shall be net of Employee Discount/ Retail Discount). No other category of Bidders are entitled to Bid at the Cut-off Price
Debentures	Optionally fully convertible debentures of face value of ₹100 and issued at ₹100 each by our Company and each such optionally fully convertible debenture convertible into 10 Equity Shares each on or after three years after the date of the allotment at the option of debenture holders, issued pursuant to shareholders' resolution dated February 22, 2010
Demographic Details	The address, Bidders bank account details, MICR code and occupation of a Bidder
Designated Branch	Such branches of the SCSBs, which shall collect Bid cum Application Forms used by ASBA Bidders, a list of which is available on http://www.sebi.gov.in or at such other websites as may be prescribed by SEBI from time to time
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, or the amount blocked by the SCSB is transferred from the bank account of the ASBA Bidder to the Public Issue Account, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to successful Bidders in the Fresh Issue and the Selling Shareholder shall transfer the Equity Shares in the Offer for Sale
Depository	A depository registered with SEBI under the Depositories Act
Designated Stock Exchange/ DSE	BSE Limited
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated July 5, 2013 issued in accordance with the Companies Act, 1956 and SEBI ICDR Regulations, filed with SEBI and which does not contain complete particulars of the price at which the Equity Shares would be issued and the size of the Issue
DSPML	DSP Merrill Lynch Limited
Edelweiss	Edelweiss Financial Services Limited
Eligible Employees	<p>Permanent and full-time employees of our Company, our Subsidiaries or our Promoter (including our wholetime directors but excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) as at the date of filing of this Red Herring Prospectus with the RoC, who are Indian nationals and based, working and present in India and continue to be in the employment of our Company, our Subsidiary or of our Promoter, as the case may be, until submission of the Bid cum Application Form, as the case may be</p> <p>An employee of our Company, our Subsidiaries or our Promoter who is recruited against a regular vacancy, but is on probation, as on the date of submission of the Bid cum Application Form, as the case may be, will be deemed to be a 'permanent employee' of our Company, our Subsidiary or our Promoter, as the case may be.</p>
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe to or acquire the Equity Shares offered herein and who apply in the Issue on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants
Employee Discount	Our Company, in consultation with the Managers, may decide to offer a discount of ₹[●] to the issue price to Eligible Employees and which shall be announced at least five Working Days prior to the Bid/ Issue Opening Date
Employee Reservation Portion	Reservation of 500,000 Equity Shares, available for allocation to Eligible Employees on a proportionate basis, which shall not exceed 5% of our Company's post Issue paid-up capital
Equity Shares	Equity shares of our Company of ₹10 each, fully paid up, unless otherwise specified in the context thereof

Term	Description
Escrow Account	Account opened with the Escrow Collection Banks for the Issue and in whose favour the Bidder (except ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement dated March 5, 2015 between our Company, the Selling Shareholder, the Registrar to the Issue, Managers, the Syndicate Member and the Escrow Collection Bank(s), Public Issue Bank and the Refund Bank for collection of the Bid Amounts and where applicable, refunds of the amounts collected to the Bidders on the terms and conditions thereof
Escrow Collection Banks	The banks which are clearing members and registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994, with whom the Escrow Account(s) will be opened and in this case being Axis Bank Limited, ICICI Bank Limited, HDFC Bank Limited, IndusInd Bank Limited and ING Vysya Bank Limited
First / Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form
Floor Price	The lower end of the Price Band, at or above which the Issue Price will be finalized and below which no Bids will be accepted, including any revisions thereof
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹7,000 million by our Company offered for subscription pursuant to the terms of this Red Herring Prospectus
GC-BRLMs / Global Co-ordinators and Book Running Lead Managers	The Global Co-ordinators and Book Running Lead Managers to the Issue, in this case being Axis Capital Limited, DSP Merrill Lynch Limited and Edelweiss Financial Services Limited
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI, suitably modified and included in “ <i>Issue Procedure-General Information Document for Investing in Public Issues</i> ” on page 426
Insurance Companies	Any company registered with Insurance Regulatory and Development Authority as an insurance company
Issue	This public issue of [●] Equity Shares for cash at the Issue Price aggregating to ₹[●] and comprises of Fresh Issue and Offer for Sale
Issue Agreement	The agreement dated July 5, 2013 entered into among our Company, the Selling Shareholder and the Managers, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	<p>The final price, as determined by our Company and the Selling Shareholder in consultation with the Managers on the Pricing Date, at which the Equity Shares will be issued and allotted/ transferred in terms of this Red Herring Prospectus.</p> <p>Unless otherwise stated or the context otherwise implies, the term Issue Price refers to the Issue Price applicable to investors other than Anchor Investors and with respect to Eligible Employees, shall mean the Issue Price net of the Employee Discount/ Retail Discount</p>
Issue Proceeds	The proceeds of the Issue that would be available to our Company and the Selling Shareholder pursuant to the final listing and trading approvals
Listing Agreement	The listing agreement to be entered into by our Company with the Stock Exchanges
Managers	The Global Co-Ordinators and Book Running Lead Managers and the Book Running Lead Manager
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares available for allocation to Mutual Funds, out of the Net QIB Portion
Net Issue	The Issue minus the Employee Reservation Portion
Net Proceeds	The proceeds of the Fresh Issue less our Company’s share of the Issue related expenses. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter “ <i>Objects of the Issue</i> ” on page 97
Net QIB Portion	The portion of the QIB Portion, less the number of the Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders	All Bidders, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Bidders and

Term	Description
	who have Bid for Equity Shares for an cumulative amount more than ₹200,000
Non-Institutional Portion	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹200,000
Non-Resident	A person resident outside India, as defined under FEMA and includes an NRI, FII, FPIs, QFI and FVCI
Non-Syndicate Broker Centre	A broker centre of the Stock Exchanges with broker terminals, where in a Non-Syndicate Registered Broker may accept Bid cum Application Forms, a list of which is available on the website of the Stock Exchanges, and at such other websites as may be prescribed by SEBI from time to time
Non-Syndicate Registered Broker	A broker registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers Regulations), 1992, having office in any of the Non-Syndicate Broker Centres, and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Offer for Sale	The offer for sale of 10,000,000 Equity Shares aggregating up to ₹[●] million by the Selling Shareholder
Price Band	Price band of a minimum price (Floor Price) of ₹[●] and the maximum price (Cap Price) of ₹[●] and includes revisions thereof. The Price Band, the minimum Bid Lot size for the Issue and the Employee Discount/ Retail Discount will be decided by our Company and Selling Shareholder in consultation with the Managers and advertised at least five Working Days prior to the Bid/Issue Opening Date, national daily Business Standard (English and Hindi editions) and Delhi edition of Aaj Samaj, a regional newspaper where the Registered Office is situated, each with wide circulation
Pricing Date	The date on which our Company and the Selling Shareholder in consultation with the Managers finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Issue Price that is determined at the end of the Book Building process, the size of the Issue and certain other information
Public Issue Account	The bank accounts opened with the Public Issue Bank by our Company and the Selling Shareholder under section 40(3) of the Companies Act, 2013 to receive money from the Escrow Accounts on the Designated Date and where the funds shall be transferred by the SCSBs from the ASBA Accounts
Public Issue Banks	The banks which are clearing members and registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 with whom the Public Issue Account(s) will be opened and in this case being Axis Bank Limited, ICICI Bank Limited, HDFC Bank Limited, Indusind Bank Limited and ING Vyasya Bank Limited
QFIs or Qualified Foreign Investors	<p>Non-resident investors, other than SEBI registered FPIs / FIIs or sub-accounts or SEBI registered FVCIs, who meet ‘know your client’ requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organization of Securities Commission’s Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI</p> <p>Provided that such non-resident investor shall not be resident in a country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; and (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies</p>
Qualified Institutional Buyers or QIBs	Public financial institutions as specified in subsection 72 of section 2 of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, VCFs, AIFs, FPIs, FVCI, FPIs /FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with Insurance Regulatory

Term	Description
	and Development Authority, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India, eligible for biddings
QIB Portion	The portion of the Issue of [●] Equity Shares required to be allocated to QIBs
Red Herring Prospectus/ RHP	This red herring prospectus dated March 8, 2015 issued in accordance with section 26 of the Companies Act, 2013 and SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. This Red Herring Prospectus will become a Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account	The account(s) opened with Refund Bank(s), from which refunds (excluding to the ASBA Bidders), if any, of the whole or part of the Bid Amount shall be made
Refund Bank	The banks which are clearing members and registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 with whom the Refund Account will be opened, in this case being HDFC Bank Limited
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through NECS, Direct Credit, NEFT or RTGS, as applicable
Registrar/ Registrar to the Issue	Registrar to this Issue, in this case being Link Intime India Private Limited
Retail Individual Bidder(s)	Individual Bidders who have Bid for Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and eligible NRIs) other than Eligible Employees submitting Bids under the Employee Reservation Portion, who have not Bid for a Bid Amount more than ₹200,000
Retail Portion	The portion of the Issue being not less than [●] Equity Shares available for allocation to Retail Individual Bidder(s)
Revision Form	The form used by the Bidders, including ASBA Bidders, to modify the quantity of Equity Shares or the Bid Price in any of their Bid cum Application Forms or any previous Revision Form(s)
Securities Act	U.S. Securities Act of 1933
Self-Certified Syndicate Bank or SCSBs	Self-Certified Syndicate Bank is a Banker to an Issue registered with SEBI which offers the facility of making a Applications Supported by Blocked Amount and recognized as such by SEBI, a list of which is available on www.sebi.gov.in
Selling Shareholder	Gujarat Fluorochemicals Limited
Stock Exchanges	BSE and NSE
Sub Syndicate Member	A SEBI Registered member of BSE and / or NSE appointed by the Managers and / or Syndicate Member to act as a Sub Syndicate Member in the Issue
Syndicate	Includes the Managers and Syndicate Member
Syndicate Agreement	The agreement to be entered into between the Managers, the Selling Shareholder, the Syndicate Member and our Company in relation to the collection of Bids (excluding Bids by ASBA Bidders) in this Issue
Syndicate ASBA Centres	Bidding Centres where an ASBA Bidder can submit his Bid cum Application Form to the Syndicate Member and prescribed by SEBI from time to time
Syndicate Member	An intermediary registered with the SEBI to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Edelweiss Securities Limited
Transaction Registration Slip/ TRS	The slip or document issued by member of the Syndicate or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
U.S. QIB	Qualified institutional buyers, as defined in Rule 144A under Securities Act
Underwriters	The Managers and the Syndicate Member
Underwriting Agreement	The agreement among the Underwriters, the Selling Shareholder and our Company to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays and Sundays, on which commercial banks in Mumbai are open for business, provided however, for the purpose of the time period between the Bid/Issue Closing Date and listing of the Equity Shares on

Term	Description
	the Stock Exchanges, “Working Days” shall mean all days excluding Sundays and bank holidays in Delhi or Mumbai in accordance with the SEBI Circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010
YES Bank	YES Bank Limited

Technical/ Industry Related Terms / Abbreviations

Term	Description
AMSC	AMSC Austria GmbH
AMSC Corporation	American Superconductor Corporation, USA
C-WET	Center for Wind Energy Technology
CERC	Central Electricity Regulatory Commission
Class III – b WTG	WTG with annual average wind speed of 7.5 meters per second measured at the hub height, extreme gusts that are expected to occur over a 50 year period of 52.5 meters per second measured at the hub height, and a turbulence class at the wind site of 16%
ECS	Electric Control Systems
EPC	Engineering, procurement and construction
IPP	Independent Power Producers
IREDA	The Indian Renewable Energy Development Agency Limited
IRL	Inox Renewables Limited
IRJL	Inox Renewables (Jaisalmer) Limited
IWISL	The wholly-owned subsidiary of our Company, namely Inox Wind Infrastructure Services Limited
Gamesa	Gamesa Wind Turbines Private Limited
GBI	Generation Based Incentive
GE India	GE India Industrial Private Limited
GEDA	Gujarat Energy Development Agency
Global Wind Power	Global Wind Power Limited
GW	Giga Watts
Kenersys	Kenersys India Private Limited
KINFRA	Kerala Industrial Infrastructure Development Corporation
KW	Kilo Watts
kWh	Kilo Watt Hours
KVA	Kilo Volt Amperes
Leitwind Shiram	Leitwind Shriram Manufacturing Limited
MEDA	Maharashtra Energy Development Agency
MNRE	Ministry of New and Renewable Energy, Government of India
MOU	Memorandum of Understanding
MSEDCL	Maharashtra State Electricity Distribution Company Limited
MSETCL	Maharashtra State Electricity Transmission Company limited
MW	Mega Watts
NuPower Technologies	NuPower Technologies Limited
ReGen Powertech	ReGen Powertech Private Limited
REC	Renewable energy certificate
R&D	Research and Development
RLMM	Revised List of Models and Manufacturers
RPO	Renewable purchase obligation
Romax	Romax Technology Limited, U.K.
RRB Energy	RRB Energy Limited
RREC	Rajasthan Renewable Energy Corporation Limited
SEB(s)	State Electricity Board(s)
SERC	State Electricity Regulatory Commission
Sinovel DB India	Sinovel DB India Private Limited
Suzlon	Suzlon Energy Limited
Vestas India	Vestas Wind Technology India Private Limited
WTGs	Wind Turbine Generators
WinWinD	WinWinD Power Energy Private Limited

Term	Description
WINDnovation	WINDnovation Engineering Solutions GmbH
Wind Sites	Parcels of land suitable for installation of wind turbines
Wind World (Enercon)	Wind World (India) Limited (formerly Enercon India Limited)
WB488-2.0-3 rotor blades	The WINDblade 488-2.0-3 blades of length 48.8 m and a rotor diameter of 100 m for which our Company has entered into a license agreement dated March 1, 2013 with WINDnovation

Conventional and General Terms/ Abbreviations

Term	Description
Act or Companies Act or Companies Act, 2013	The Companies Act, 2013
Companies Act, 1956	The Companies Act, 1956
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the ICAI
AY	Assessment Year
BPLR	Bank Prime Lending Rate
BG	Bank Guarantee
BR	Base Rate
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CC	Cash Credit
CCI	Competition Commission of India
CDM	Clean Development Mechanism
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2014) dated April 17, 2014 issued by the Government of India, Ministry of Commerce and Industry
CTU	Central Transmission Utility
CRISIL	CRISIL Limited
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's Identification
EGM	Extraordinary General Meeting
Electricity Act	Electricity Act, 2003
EPS	Earnings Per Share
EOU	Export Oriented Unit
FCNR Account	Foreign currency non-resident account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder and amendments thereto
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal/ FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIPB	Foreign Investment Promotion Board
FLC	Foreign Letter of Credit
FVCI	Foreign Venture Capital Investor, as defined in and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross Domestic Product

Term	Description
GoI/Government	Government of India
GST	Goods and Services Tax
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
ILC	Inland Letter of Credit
I.T. Act	The Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
KMP/ Key Management Personnel/ Key Managerial Personnel	means key management personnel defined under Section 2 (s) of the SEBI ICDR Regulations and includes the officers vested with executive powers and the officers at the level immediately below the Board and defined more particularly in “ <i>Our Management – Key Management Personnel</i> ” on page 196
LER	Loan Equivalent Risk
LOC	Letters of Credit
LOU	Letter of Undertaking
LLP Act	Limited Liability Partnership Act, 2008
MAT	Minimum Alternate Tax
Mn / mn	Million
MOU	Memorandum of Understanding
MVA	Mega Volt Ampere
NA	Not Applicable
NAV/ Net Asset Value	Net Asset Value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of Profit and Loss account, divided by number of issued Equity Shares
NCR	National Capital Region
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	Net worth represents sum of paid up equity share capital and reserves and surplus (securities premium, foreign currency translation reserve, general reserve, debenture redemption reserve, housing project reserve and statement of profit and loss)
NOC	No Objection Certificate
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in this Issue, except with the specific permission of the RBI
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
PAT	Profit after tax
PBT	Profit before tax
PIO	Persons of Indian Origin
PLR	Prime Lending Rate
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RoC	The Registrar of Companies, Himachal Pradesh, at Chandigarh

Term	Description
RONW	Return on Net Worth
ROW	Right of Way
₹/Rs.	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
SIA	Secretariat of Industrial Assistance, Department of Industrial Policy & Promotion, Ministry of Commerce and Industry, Government of India
State Government	The government of a state of the Union of India
Stock Exchange (s)	BSE and/ or NSE, as the context may refer to
UIN	Unique Identification Number
US / USA	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/ US\$/U.S.\$	United States Dollars
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations
WC DL	Working Capital Demand Loan

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, including any terms and abbreviations used in the chapters “*Statement of Tax Benefits*”, “*Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Business*” and “*Main Provisions of the Articles of Association*” on pages 117, 220, 313, 132 and 464, respectively, shall have the meanings given to such terms in these respective chapters.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this Red Herring Prospectus are to the Republic of India, together with its territories and possessions and all references to the “US”, the “USA”, the “United States” or the “U.S.” are to the United States of America, together with its territories and possessions.

Financial Data

Unless stated otherwise, the financial information in this Red Herring Prospectus is derived from our audited and/ or restated audited consolidated financial statements as of and for the Financial Year 2012-13, 2013-14 and nine month period ended December 31, 2014 and audited and/ or restated audited unconsolidated financial statements as of and for the Financial Years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and nine month period ended December 31, 2014 and the related notes, schedules and annexure thereto. The restated audited consolidated financial statements as of and for the Financial Year 2012-13, 2013-14 and nine month period ended December 31, 2014 and the restated audited unconsolidated financial statements as of and for the Financial Years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and nine month period ended December 31, 2014 and the related notes, schedules and annexure thereto have been included in the chapter “*Financial Statements*” beginning on page 220, which have been prepared in accordance with Indian GAAP and the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations, and as described in the Auditor’s report on the restated financial statements dated February 2, 2015.

Our Company’s Financial Year ends on March 31 of each year. Accordingly, all references to a particular fiscal are to the 12 months period ended March 31 of that year, unless otherwise specified.

Our Company did not have any subsidiaries, associates, joint ventures or any other entity that would be required to be consolidated with our Company for the Financial Years 2009-10, 2010-11 and 2011-12. Accordingly, there were no consolidated financial statements for the Financial Years 2009-10, 2010-11 and 2011-12.

All financial and statistical information in this Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million, unless stated otherwise.

Our Company prepares our financial statements in accordance with Indian GAAP, which differs in certain material respects from IFRS and U.S. GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. Our Company has not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor does our Company provide reconciliation of our financial statements to those under U.S. GAAP or IFRS and therefore urges you to consult your own advisors regarding such differences and their impact on our financial data. For details in connection with risks involving difference between Indian GAAP and IFRS, please refer to “*Significant differences exist between Indian GAAP and other accounting principles, such as IFRS, which may be material to investors’ assessment of our financial condition*” in the chapter “*Risk Factors*” page 47.

In this Red Herring Prospectus, any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

Currency of Presentation

All references to “Rupees” or “Rs.” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “U.S. \$” and “U.S. Dollars” are to United States Dollars, the official currency of the United States of America. All references to “€” and the “Euro” are to Euro, the official currency of European Union’s member states.

Exchange Rates

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that

have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

Unless stated specifically, the exchange rates of the respective foreign currencies as on March 31, 2012, March 31, 2013 and March 31, 2014 as used in this Red Herring Prospectus are provided below:

Currency	Exchange rate into ₹as on the end of Financial Year March 31,		
	2012	2013	2014
1 EURO	68.34	69.54	82.58
1 USD	51.16	54.39	60.10

Source: www.rbi.gov.in

Market and Industry Data

The chapter “*Industry Overview*” quotes and otherwise includes information from WISE Report, for the purposes of this Red Herring Prospectus. We have commissioned the WISE Report to obtain an independent assessment of the opportunities, dynamics and competitive landscape of the wind energy equipment manufacturing industry in India. Except for the WISE Report, other market and industry data used in this Red Herring Prospectus has generally been obtained or derived from publicity available information as well as industry publications and sources. These publications typically state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made based on such information alone. Although our Company believes that industry data used in this Red Herring Prospectus is reliable, it has not been independently verified by us. *For further details, please refer to “Risk Factors - We have referred to the data derived from industry report commissioned from the World Institute of Sustainable Energy” in the chapter “Risk Factors” on page 41.*

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision investors must rely on their own examination of our Company and the terms of the offer, including the merits and risks involved.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered or sold only to (i) persons who are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs”) and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Each purchaser of Equity Shares that is located within the United States will be required to represent and agree, among other things, that such purchaser (i) is a U.S. QIB; and (ii) will only reoffer, resell, pledge or otherwise transfer the Equity Shares in an “offshore transaction” in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act.

Each other purchaser of Equity Shares will be required to represent and agree, among other things, that such purchaser is acquiring the Equity Shares in an “offshore transaction” in accordance with Regulation S.

Investors may be required to bear the financial risk of an investment in the Equity Shares for an indefinite period. The Equity Shares are not transferable except in compliance with the restrictions described in “*Other Regulatory and Statutory Disclosures—Important Information for Investors—Eligibility and Transfer Restrictions*” on page 394.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES (“RSA”) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

This Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area (“EEA”), from the requirement to produce a prospectus for offers of Equity Shares. The expression “Prospectus Directive” means Directive 2003/71/EC of the European Parliament and Council EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State (as defined below)) and includes any relevant implementing measure in each Relevant Member State. Accordingly, any person making or intending to make an offer within the EEA of Equity Shares which is the subject of the placement contemplated in this Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company or any of the Underwriters to produce a prospectus for such offer. None of our Company and the Underwriters has authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the

Underwriters which constitute the final placement of Equity Shares contemplated in this Red Herring Prospectus.

FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions.

All statements contained in this Red Herring Prospectus that are not statements of historical fact constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans, objectives, strategies, goals and prospects are forward-looking statements.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further, the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the wind power industry in India in which our Company operates and our ability to respond to them.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Our ability to successfully implement our strategy, growth and expansion plans
2. The outcome of legal or regulatory proceedings that our Company is or might become involved in
3. Contingent liabilities, environmental problems and uninsured losses
4. Government approvals
5. Changes in government policies and regulatory actions that apply to or affect our business
6. Developments affecting the Indian economy
7. Uncertainty in global financial markets

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Directors, the Syndicate and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the, underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company, the Selling Shareholder and the Managers will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permissions by the Stock Exchanges for the Equity Shares allotted pursuant to the Issue. The Selling Shareholder will ensure that investors are informed of material developments in relation to statements and undertakings made by the Selling Shareholder in the Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause our actual results to differ materially from those contemplated by the relevant forward looking statement. For further discussion of factors that could cause our actual results to differ from our expectations, please refer to the chapters “*Risk Factors*”, “*Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” beginning on pages 18, 132 and 290, respectively.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements and/ or restated audited financial statements prepared under Indian GAAP, and restated in accordance with the SEBI ICDR Regulations. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein.

For capitalized terms used but not defined in this chapter, please refer to the chapter “Definitions and Abbreviations” on page 2.

INTERNAL RISK FACTORS

- Our Company, Promoter, two of our Directors and certain Group Companies are involved in certain legal proceedings, which if determined against the above entities could have an adverse impact on the business and financial results of our Company.***

There are outstanding legal proceedings involving our Company, Promoter, two of our Directors and Group Companies which may adversely affect our business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals.

A classification of the legal proceedings instituted against and by our Promoter, one of our Directors and certain Group Companies, the monetary amount involved, wherever quantifiable, in these cases is mentioned in brief below.

Sr. No.	Party	By/ against	Nature of the litigation	Number of outstanding litigations	Aggregate amount ascertainable (₹) in million ⁽¹⁾	Relationship with Issuer
1.	Inox Wind Limited	Against	Criminal	Nil	Nil	Issuer
2.		Against	Civil	1	3.91	
3.		Against	Tax	1	24.41	
Total				2	28.32	
1.	Inox Wind Limited	By	Criminal	Nil	Nil	Issuer
2.		By	Civil	1	27.27	
3.		By	Tax	2	11.28	
Total				3	38.55	
1.	Inox Wind Infrastructure Services Limited	Against	Criminal	Nil	Nil	Subsidiary
2.		Against	Civil	1	50.22	
3.		Against	Tax	Nil	Nil	
Total				1	50.22	
1.	Inox Wind	By	Criminal	Nil	Nil	Subsidiary

Sr. No.	Party	By/ against	Nature of the litigation	Number of outstanding litigations	Aggregate amount ascertainable (₹) in million ⁽¹⁾	Relationship with Issuer
2.	Infrastructure Services Limited	By	Civil	1	44.37	
3.		By	Tax	Nil	Nil	
Total				1	44.37	
1.	Gujarat Fluorochemicals Limited	Against	Criminal	6	0.60	Promoter
2.		Against	Civil	12	1.42	
3.		Against	Tax	23	1,227.64	
Total				41	1,229.66	
1.	Gujarat Fluorochemicals Limited	By	Criminal	8	3.69	Promoter
2.		By	Civil	10	20.99	
3.		By	Tax	20	1,836.60	
Total				38	1,861.28	
1.	S Rama Iyer	Against	Criminal	1	24.46	Director
2.	Bindu Saxena	Against	Criminal	1	Not ascertainable	Director
Total				2	24.46	
1.	Inox Leisure Limited	By	Criminal	8	1.65	Group Company
2.		By	Civil	17	142.61	
3.		By	Tax	35	431.02	
Total				60	575.28	
1.	Inox Renewables Limited	By	Criminal	Nil	Nil	Group Company
2.		By	Civil	1	2,004.01	
3.		By	Tax	Nil	Nil	
Total				1	2,004.01	
1.	Erstwhile Fame India Limited (Since merged with Inox Leisure Limited)	By	Criminal	Nil	Nil	Group Company
2.		By	Civil	9	131.02	
3.		By	Tax	7	490.43	
Total				16	621.45	
1.	Erstwhile Fame Motion Pictures Limited (Since merged with Inox Leisure Limited)	By	Criminal	Nil	Nil	Group Company
2.		By	Civil	3	0.93	
3.		By	Tax	1	Unascertainable	
Total				4	0.93	
1.	Satyam Cineplexes Limited	By	Criminal	Nil	Nil	Group Company
2.		By	Civil	Nil	Nil	
3.		By	Tax	2	12.01	
Total				2	12.01	

Sr. No.	Party	By/ against	Nature of the litigation	Number of outstanding litigations	Aggregate amount ascertainable (₹) in million ⁽¹⁾	Relationship with Issuer
1.	Inox Leisure Limited	Against	Criminal	1	Unascertainable	Group Company
2.		Against	Civil	32	22.54	
3.		Against	Tax	15	665.72	
Total				48	688.26	
1.	Inox Renewables Limited	Against	Criminal	Nil	Nil	Group Company
2.		Against	Civil	3	93.47	
3.		Against	Tax	Nil	Nil	
Total				3	93.47	
1.	Erstwhile Fame India Limited (Since merged with Inox Leisure Limited)	Against	Criminal	Nil	Nil	Group Company
2.		Against	Civil	5	2.93	
3.		Against	Tax	4	170.65	
Total				9	173.58	
1.	Erstwhile Fame Motion Pictures Limited (Since merged with Inox Leisure Limited)	Against	Criminal	Nil	Nil	Group Company
2.		Against	Civil	1	Unascertainable	
3.		Against	Tax	Nil	Nil	
Total				1	-	

Note : (1) All amounts are approximate and not derived from audited financials.

Notices

Sr. No.	Party	By/ against	Nature of the litigation	Number of outstanding litigations	Aggregate amount ascertainable (₹) in million ⁽¹⁾	Relationship with Issuer
1.	Inox Wind Limited	Against	Civil	1	Unascertainable	Issuer
	Total			1	-	
1.	Gujarat Fluorochemicals Limited	Against	Criminal	Nil	Nil	Promoter
2.		Against	Civil	Nil	Nil	
3.		Against	Tax	46	151.65	
Total				46	151.65	
1.	Erstwhile Fame India Limited (Since merged with Inox Leisure Limited)	Against	Criminal	Nil	Nil	Group Company
2.		Against	Civil	4	1.00	
3.		Against	Tax	5	29.77	
Total				9	30.77	
1.	Inox Leisure Limited	Against	Criminal	Nil	Nil	Group Company
2.		Against	Civil	3	0.16	
3.		Against	Tax	13	477.01	
	Total			16	477.17	

Sr. No.	Party	By/ against	Nature of the litigation	Number of outstanding litigations	Aggregate amount ascertainable (₹) in million ⁽¹⁾	Relationship with Issuer
3.	Satyam Cineplexes Limited	Against	Civil	1	0.08	
		Against	Tax	3	236.75	Group Company
Total				4	236.83	

Note : (1) All amounts are approximate and not derived from audited financials.

We cannot provide any assurance that these matters will be decided in favour of the above mentioned entities or persons. Further, there is no assurance that similar proceedings will not be initiated against the above mentioned entities or persons in the future. For further details of the cases mentioned above, please refer to the chapter “Outstanding Litigation and Material Developments” on page 313.

2. Projects included in our order book may not ultimately be confirmed, may be modified or cancelled, or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations.

As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be cancelled or reduced or result in revenues or that we will receive payment as per the indicative terms of any such orders. Cancellations or changes in scope or schedule adjustments to indicative orders may occur. Adverse conditions in the global financial markets, any delay or failure to obtain the necessary permits, authorizations, permissions or other factors beyond our control or the control of our customers may cause our customers to postpone or cancel a project. There is also the possibility of cancellations or changes in the scope of the project and schedule because of the exercise of customer discretion, or problems encountered by us in the timely execution of the project for reasons outside our, or our customers', control or due to financing parties requiring such changes in order to finance our customers with respect to projects. Our agreements may not provide for liquidated damages in the event of cancellation by the customer, we may not receive any liquidated damages to which we may be entitled, and any liquidated damages that we do receive may be insufficient to offset our costs, including opportunity costs, associated with the relevant agreements.

Our customers may be unable to raise sufficient funds to develop and/or undertake the relevant projects, which would adversely affect our ability to derive income from such projects in the amounts contracted for in the relevant agreements, in a timely manner or at all. Furthermore, our binding agreements are sometimes subject to a financing condition which provides that the agreements can be terminated without penalty in the event the customer cannot obtain financing for the project.

Timely completion of our projects is also dependent on a number of other factors, including:

- our ability to fund equipment manufacture and project implementation activities from cash from operations or external financings;
- the timing and receipt of necessary governmental authorizations;
- the availability of materials, components and labour that meet our standards;
- the ability of contractors, subcontractors and other third parties to complete their work on schedule and the quality of such parties' work;
- delays associated with delivery of equipment, components and materials to Wind Sites;

- delays caused by adverse weather conditions; and
- our customers providing clear and agreed project specifications and not modifying the project specifications during the course of the project, and the conduct of our customers generally.

In addition, we may also encounter certain problems while executing a project as ordered, or executing it on a timely basis. If we are unable to commission the WTGs on schedule, we may have to pay liquidated damages to our customers and we may also suffer damage to our reputation, which could result in further terminations of orders. We cannot predict with certainty when, if or to what extent an order book project will be performed and will generate revenue. Accordingly, our order book should not be considered as representative of future revenues. Any delay, cancellation or payment default could adversely affect our cash flow position, revenues or profits, and adversely affect the trading price of the Equity Shares.

3. *Our acquisition of Project Sites and/ or Wind Sites Under Acquisition, as the case may be, and our ability to fulfill our contractual obligations in respect of facilitating the transfer of rights over Project Sites and/ or Wind Sites Under Acquisition, may be subject to legal uncertainties and defects.*

Through our wholly-owned subsidiaries, IWISL and MSEIL, we provide turnkey services for wind farm projects. As part of our turnkey solutions model for wind farm projects, we acquire and develop Wind Sites and facilitate the transfer of rights to such Wind Sites in favor of our customers pursuant to our project agreements with our customers. Our Wind Sites include Project Sites, which are at the advanced stages of acquisition, and Wind Sites Under Acquisition, which are either at a very preliminary stage of acquisition or have yet to be identified. Furthermore, while our rights in certain Wind Sites are held directly by us and our subsidiaries, our rights in the majority of our Wind Sites are held pursuant to our Framework Agreement with GFL and IRL, pursuant to which we have access to certain Wind Sites in which GFL and IRL have, or expect to have, rights. Including rights that we hold directly and rights that we have pursuant to the Framework Agreement, we have or expect to have access to Wind Sites in the states of Rajasthan, Gujarat, Madhya Pradesh and Andhra Pradesh. These rights entitle, or are expected to entitle, us, our subsidiaries or, with respect to rights that we have pursuant to the Framework Agreement, GFL or IRL, to enter into lease agreements with the applicable government authorities for such Wind Sites. We also have access, or expect to have access, to Wind Sites through memoranda of understanding with third party wind farm developers registered in Madhya Pradesh. For further details please refer to “*Procedure for Acquisition of Wind Sites*” and “*Our Inventory of Wind Sites*” in the chapter “*Business*” on page 151 and page 152, respectively. Pursuant to our agreements with our customers, we are required to facilitate the transfer of our Wind Sites free of encumbrance to our customers for the development of wind farm projects.

Some or all of the land comprising our Wind Sites may not be acquired by us for a variety of reasons, including that allotments of government land may be cancelled and that private land may not be available at competitive prices or at all. Our inability to acquire such Wind Sites may hinder our ability to successfully execute wind power projects for our customers in time or at all, which may in turn result in a material adverse effect to our business, prospects and results of operations.

There are a number of uncertainties relating to rights to immovable property in India, including, among other things, difficulties in obtaining title and fragmented or defective title. Title defects may result in the loss of our ability to fulfill our contractual obligations as a turnkey provider of wind solutions in respect of facilitating the transfer of rights over Wind Sites and could expose us to liability to pay liquidated damages. Wind Sites may also have irregularities of title, such as non-execution or non-registration of conveyance deeds and inadequate stamping, and may be subject to encumbrances of which we may not be aware. Such defects may also give rise to significant legal disputes with respect to title in connection with Project Sites acquired and/ or Wind Sites Under Acquisition to be acquired from private parties and there can be no assurance that such disputes will be resolved in our favor and without requiring us to expend significant time, expense and management attention. While we believe that leasehold rights acquired from regulatory authorities of the respective states in which we have, or expect to have, such leasehold rights are clear of any material encumbrances, we are required to comply with the terms and conditions of such leases. Failure to comply with the terms of any such lease may result in forfeiture of our rights. The uncertainty of title to a Project Site and/ or Wind Site Under Acquisition may impede our ability to facilitate transfer of title to the site, expose us to legal disputes, adversely affect the value of the Wind Site or delay commissioning of the applicable project, which may require us to pay liquidated damages. Legal disputes in respect of title to a Wind Site can take several years and considerable expense to resolve if they become the subject of court proceedings and their outcomes can be uncertain. There can be no

assurance that such disputes will not arise in the future and over the long term. We may lose our interests in Wind Site if we are, or the lessor is, unable to resolve such disputes. The Wind Site is a critical element of a successful wind farm project. We or a lessor's failure to obtain good title with respect to a Wind Site may materially prejudice the success of the project and may require us to write-off expenditures in respect of the wind farm.

We may not be able to assess or identify all the risks and liabilities associated with a Wind Site. For example, title defects with respect to a Wind Site, which may include faulty or disputed title, unregistered encumbrances or adverse possession rights, among others, may result in the cancellation of our development plans or delay development or commissioning of the applicable project, which could expose us to claims for liquidated damages. Any of the foregoing could adversely impact our business, results of operations and financial condition.

4. Demand for our products and services depends on the activity and new capital expenditure levels in the wind power sector.

All of our historical income has been, and we expect that our future income will for the foreseeable future be, derived from products and services sold in connection with wind power projects. Demand for our products and services is particularly sensitive to the commercial viability of wind power relative to the commercial viability of other sources of power. Capital expenditure in the wind power sector is influenced by, among other factors, demand for energy, prices for, and the pace of development and implementation of, competing energy sources, governmental regulations and policies including with respect to tax incentives, local and international political and economic conditions, cost and availability of capital, local demand and availability of supply of power. The price of oil, which is a competing energy source, has declined dramatically since the middle of calendar year 2014, which, if sustained or expected to be sustained for a significant period of time, could potentially result in reduced capital investment in the wind power industry. With respect to governmental policies, certain fiscal incentives including the ability to use accelerated depreciation for tax purposes, have spurred demand for WTGs by individuals and certain companies. While the stated policy objective of the Government of India, which is reflected in recently announced regulations, is to increase generation of power from renewable sources, a reduction of capital investment in the wind power industry due to changes to any of the above factors or for any other reason could have a material adverse effect on our results of operations and financial condition.

5. Our Group Companies and Promoter accounted for 15%, 34%, 100%, 100% and 100% of our revenue in the years ended March 31, 2014, 2013, 2012, 2011 and 2010, respectively. While our Group Companies and Promoter did not account for any of our revenue in the nine months ended December 31, 2014, they accounted for 4% of our order book as of December 31, 2014. We do not have an agreement to share revenues derived from wind farms that we develop for Group Companies or our Promoter.

IRL and Inox Renewables (Jaisalmer) Limited, which are Group Companies, and GFL, our Promoter, together accounted for 15%, 34%, 100%, 100% and 100% of our revenue from operations in the years ended March 31, 2014, 2013, 2012, 2011 and 2010, respectively. While our Group Companies and Promoter did not account for any of our revenue in the nine months ended December 31, 2014, as of December 31, 2014, 50 MW, or 4% of our order book, comprised orders from IRL. We and IRL do not have an agreement to share revenue derived from wind farms that we develop for Group Companies and GFL. Our project development contracts with our Promoter and Group Companies are typically entered into on an arm's length basis. As a WTG manufacturer, we do not earn revenue from operation of the wind farms that we have developed or will develop for our Promoter and Group Companies. Our business may be adversely affected if IRL experiences reduced demand for WTGs or purchases WTGs from other suppliers. While our Framework Agreement with IRL and GFL provides that IRL shall not engage in acquiring additional Wind Sites except for the benefit of IWL and IWISL and for its own purposes (i.e. other than third parties), there can be no assurance that IRL will not procure Wind Sites and compete with us, particularly with respect to the provision of services to Group Companies. Please refer to "Business - Framework Agreement with GFL and IRL" on page 152.

Because GFL controls IRL, Inox Renewables (Jaisalmer) Limited and us, our ability to enforce the provisions of such contracts is entirely within GFL's control. There can be no assurance that Group Companies will continue to procure products and services from us or that such orders will be on terms comparable to those we have experienced in the past or those that we are able to obtain from third parties. For details of such transactions, please refer to "Financial Statements - Restated Unconsolidated Statement of Related Party Transactions" on page 285.

6. *We intend to apply approximately 18.79% of the proceeds of the Fresh Issue to make an unsecured loan to our subsidiary, IWISL.*

We intend to apply a portion of the proceeds of this Issue to make an unsecured loan to our subsidiary, IWISL, for the purpose of developing power evacuation infrastructure and other infrastructure for Project Sites that IWISL has acquired in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and Wind Sites Under Acquisition that IWISL expects to acquire in Rajasthan, Gujarat, Madhya Pradesh and Andhra Pradesh. Our Company shall grant an unsecured loan to our Subsidiary of an amount of ₹2,100.00 million, of which ₹1,315.37 million shall be financed out of the proceeds of the Fresh Issue, which is approximately 18.79% of the proceeds of the Fresh Issue, and the balance out of the internal accruals of our Company. Please refer to “Objects of the Issue – 3. Investment in Subsidiary, IWISL, for the purpose of development of power evacuation infrastructure and other infrastructure development”. There can be no assurance that IWISL will repay this loan to us.

7. *We experienced negative cash flows in the nine months ending December 31, 2014 and the years ended March 31, 2014 and 2013 and we cannot assure you that we will be able to generate positive cash flows in the future.*

We experienced negative cash flows from operating activities of ₹447.73 million, ₹879.96 million and ₹1,210.15 million for the nine months ending December 31, 2014 and the years ended March 31, 2014 and March 31, 2013 respectively, primarily due to increases in debtors in connection with payments not yet collected from customers. We also experienced negative cash flows from investing activities of ₹712.13 million, 441.02 million, ₹1,354.72 million, ₹317.40 million and ₹433.87 million for the nine months ending December 31, 2014 and the years ended March 31, 2014, 2013, 2012 and 2011, respectively, primarily due to investments in our manufacturing facilities during each such period. In the years ended March 31, 2013 and nine months ending December 31, 2014, such negative cash flows were also due to interest-bearing inter-corporate deposits provided to Inox Renewables Limited, a Group Company. If we experience negative cash flows or are unable to generate positive cash flows in the future, this could adversely affect our results of operations and financial condition.

8. *Our operations are dependent on the timely supply of quality raw materials and components at commercially acceptable prices and we are dependent on a limited number of suppliers for key raw materials and components.*

Our products have significant raw materials requirements, including steel, epoxy and glass fabrics, and we outsource a variety of components for the manufacture of our wind turbines, including gearboxes, generators and electronic controls systems. We are dependent on external suppliers, including AMSC and its affiliates, Emerson Industrial Automation Electric Power Generation Private Limited, ABB Limited, Dalian Huarui Heavy Industry International Company Limited and Wikov Industry a.s. The cost of raw materials and components that we source from third parties constitutes a significant part of our operating expenses. The timely and cost-effective production of our products and services is dependent on the adequate and timely supply of key materials, in addition to components. Furthermore, delays in the delivery of key WTG components could delay the construction schedule and result in delays in revenue recognition with respect to our ongoing projects in our financial statements and could expose us to liability to pay liquidated damages. While we have the benefit of a supply chain with at least two suppliers approved by AMSC for each major component of our WTGs that we do not manufacture in-house other than ECS which we are contractually committed to ordering from AMSC Corporation and its affiliates, we cannot assure you that we will be able to procure adequate and quality supplies of key materials and components in the future, as and when we need them, on commercially acceptable terms or at all. The prices and supply of such raw materials and components depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and import duties. We may not be able to pass on unanticipated increases in the cost of equipment, materials or components to our customers, which may adversely affect our results of operations. Furthermore, we do not have direct control over the quality of the materials and components that are sourced from our suppliers.

Pursuant to our license with AMSC, we are required to order the ECS for our WTGs exclusively from AMSC and its affiliates on terms set forth in the agreement, including that the ECS shall be provided to us on terms no less favorable than those provided to any other customer. Our current negotiated supply contract with AMSC Corporation provides for the supply of ECS through March 2015. We are negotiating with AMSC for the supply of ECS beyond March 2015 but there can be no assurance that we will enter into a supply contract in a timely

manner on commercially reasonable terms or at all. Our license with AMSC, as amended, provides for a maximum price for ECS purchased from AMSC and its affiliates through September 2016. There can be no assurance that we will not incur significantly greater costs to acquire ECS following September 2016.

We typically use third-party transportation providers for the supply of most of our raw materials and components, and the delivery of our products to our customers' wind sites. Transportation strikes by members of various Indian truckers' unions and various legal or regulatory restrictions placed on transportation providers have had in the past, and could have in the future, an adverse effect on our receipt of supplies. If we are unable to procure the requisite quantities of raw materials in a timely manner and within our budgeted costs, our business, results of operations and financial condition may be adversely affected.

9. *AMSC, which is our technology licensor and the subsidiary company of our exclusive supplier of ECS, has experienced financial difficulties.*

We have produced, and expect to produce for the foreseeable future, 100% of our WTGs using technology that we have licensed from AMSC. AMSC has experienced certain well-publicized adverse developments, including financial difficulties, the potential loss of a key customer and changes to its senior management. Pursuant to our perpetual license from AMSC for the production and sale of 2 MW WTGs based on AMSC's proprietary technology, we are required to order the ECS for our WTGs from AMSC and its affiliates, our WTGs are generally reliant on AMSC's technology and we pay a nominal fixed annual fee for technology improvements developed by AMSC. Based on recent developments with respect to AMSC's business, there can be no assurance that AMSC will continue to update and upgrade the technology that we license from AMSC for our WTGs. Our agreement with AMSC provides that, upon our request, the source code for its ECS shall be held in escrow by an escrow agent and that, in the event (i) AMSC is subject to a voluntary or involuntary bankruptcy proceeding under any domestic or foreign bankruptcy or insolvency law; (ii) all of AMSC's associated rights and obligations are assigned to an entity that acquires all or substantially all of the assets of AMSC and such acquiring entity notifies IWL that it will no longer supply the product line related to the proprietary technology and related materials; or (iii) all of AMSC's associated rights and obligations are assigned to an entity that acquires all or substantially all of the assets of AMSC, and the acquiring entity does not confirm that it will continue to supply ECS or it confirms but does not supply, the source code shall be released to us. Pursuant to this provision, the source code has been held in escrow since January 2013. While we would be entitled to the source code for AMSC Corporation's ECS technology upon the liquidation of AMSC, there can be no assurance that we, or any third party engaged by us, would be successful in updating and upgrading such technology in a manner that enables us to keep pace with our competitors who use other technology for their WTGs. Furthermore, if AMSC is unable or unwilling to supply ECS to us, there can be no assurance that we will be able source ECS of comparable quality, and at comparable or lower cost, from another supplier in a timely manner or at all, or that we would not suffer liabilities for delays to customers or from other risks relating to our new supplier of ECS, if any. Please refer to "*History and other Corporate Matters – Summary of key agreements*" on page 177.

Any of the foregoing could have an adverse effect on our business, financial condition and results of operations.

10. *Our current manufacturing capacity of nacelles and hubs is 550 units per annum, while our manufacturing capacity of rotor blade sets is 256 per annum and our manufacturing capacity of towers is 150 units per annum, as a result, we are not able to make full use of our manufacturing capacity of nacelles and hubs without sourcing rotor blade sets and towers externally.*

While our current manufacturing capacity of nacelles and hubs is 550 units per annum, our manufacturing capacity of rotor blade sets is 256 per annum and our manufacturing capacity of towers is 150 units per annum. As a result we are not able to make full use of our manufacturing capacity of nacelles and hubs without sourcing rotor blade sets and towers externally. This increases the risk of bottlenecks, unproductive time, customer delays and consequent contractual obligations to pay liquidated damages to our customers, as well as inhibiting our ability to grow our business. While we intend to apply a portion of the Net Proceeds to expand our production capacity of rotor blade sets to 400 sets per annum and our production capacity of towers to 300 units per annum, there can be no assurance that we will succeed in doing so in a timely and cost-effective manner. For more details on our planned expenditures please refer to the chapter "*Objects of the Issue - Expansion and Upgradation of Existing Manufacturing Facilities*" on page 99.

11. *Our revenues depend on the prices at which we are able to sell our products and services.*

We sell our products and services in a competitive marketplace and, as a result, the prices we are able to charge are affected by both the demand for the products we sell and services we offer and the supply of competing products and services. Demand for and the prevailing market prices of our products and services may fall. In recent years, the demand for wind power has increasingly been driven by large IPPs, which often seek to reduce their costs by driving down prices for WTGs and related services. If we are forced to reduce the prices that we charge from IPPs or any other customers for our products and services, our business, financial condition and results of operations would be adversely affected.

12. Delays in announcing or changes in tariffs payable by power off takers may cause our customers to reduce or delay their investments in WTGs.

The power generated by our customers from their wind power projects is generally sold to state-owned utilities. States have traditionally specified fixed feed-in tariffs for wind power, which vary from period to period. Revisions to fixed feed-in tariffs could increase or decrease the tariff. Any material reduction in the feed-in tariffs could materially adversely affect the level of investment in wind power infrastructure, including WTGs in a particular state or in India as a whole. There can be no assurance that tariffs will increase in the future and will not be reduced. Furthermore, the extent to which tariffs for a state are not stable over the long-term but are subject to confirmation on a periodic basis, this uncertainty could materially adversely affect the level of investment in wind power infrastructure, including WTGs, even if tariffs ultimately increase over the long-term. Uncertainty in the structure or amount of tariffs has in the past, and could in the future, delay investment in wind power projects. In particular, if the finalization of a tariff is delayed beyond the date that it is expected to be set, our customers may postpone their investment decisions. Any of the foregoing could adversely affect our business, financial condition and results of operations.

13. Delays in and/ or non-uniform implementation of various incentive schemes by the regulatory authorities may cause our customers to reduce or delay their investments in WTGs.

With an aim to broaden the investor base and to facilitate entry of large independent power producers and foreign direct investors in the wind power sector, the regulators have declared various incentives to wind power producers, including a return to the Generation Based Incentive (GBI) Scheme for Wind Power Projects after the incentive was removed for financial year 2012-13. The Union Budget, which is the annual budget of the Republic of India, for financial year 2013-14 affords a GBI to wind electricity producers based on the volume of electricity fed in to the grid for a determined period. Furthermore, the Union Budget for financial year 2014-15 re-introduced accelerated depreciation for tax purposes to incentivize investment in wind power with effect from September 2014. Accelerated depreciation was previously available for wind power projects, but was removed for financial years 2012-13 and 2013-14, resulting in a period of reduced capital investment in wind power projects. Though various State Commissions have specified the RPO obligations for their distribution companies, as required under section 86(1)(e) of the Electricity Act, the implementation of the RPO schemes has not been uniform. State distribution companies, in the absence of strict implementation of the RPO schemes, have generally not met with their RPO obligations. In the absence of strict implementation of the RPO schemes, demand for the RECs is not very high and they are being traded at the lower end of the band specified by the regulatory authorities.

Any delays in, non-uniform implementation of and/or withdrawal of various incentives to wind power producers including in the implementation of the RPO scheme, GBI Scheme, or accelerated depreciation has in the past resulted, and may in the future result, in our customers reducing or delaying their investment decisions in our WTGs which could adversely affect our business, financial condition and results of operations.

Any of the foregoing could adversely affect our business, financial condition and results of operations.

14. We are dependent on the continuing operation of our manufacturing plants and any loss or breakdown of operations at any of our facilities could have an adverse effect on our business, financial condition and results of operations.

Our manufacturing plants are located in India. These plants are subject to the normal risks of industrial production, including equipment breakdowns, sub-standard performance of equipment, labour stoppages, natural disasters, directives from government agencies, power interruptions and transportation problems. While all of our plants have some back-up power generation capacity, it is only sufficient to maintain limited operations. As a result, any extended power supply interruption will result in reduced production at the affected plant. Any interruption to production at any of these plants could reduce our production, sales revenue and

profit. This in turn could have an adverse effect on our business, results of operations, financial condition and prospects.

Our facilities are subject to operating risks, such as the breakdown or failure of equipment, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks at any of our locations could adversely affect our operating results. In March 2014, a fire broke out at our rotor blade manufacturing facility at our Rohika Unit, resulting in approximately one month of unscheduled downtime. We estimate the cost of materials, fixed assets (net of salvage value) destroyed and expenditure incurred on repair and maintenance of equipment partially destroyed in the fire to be ₹314.37 million. While we have lodged an insurance claim with respect losses on resulting from this fire and we have already been paid a portion of the amount claimed claim, there can be no assurance that our losses will be reimbursed in full. Please refer to “- We may suffer uninsured losses or experience losses exceeding our insurance limits” on page 34. Furthermore, we are constructing a new plant at Barwani, Madhya Pradesh to manufacture nacelles and hubs, rotor blade sets and towers. There can be no assurance that this plant will be completed on time or at all, that the plant will function as planned, that installed equipment will not breakdown or fail and that the plant will generally perform at expected levels of output or efficiency. Although precautions are taken to minimize the risk of any significant operational issues at our facilities, and we have substantial excess capacity at our nacelles and hubs manufacturing facility, we do not currently have excess capacity for the manufacture of rotor blade sets and towers and our business, financial condition and results of operations may be adversely affected by any disruption of operations at our facilities, including due to any of the factors mentioned above.

15. We have certain contractual commitments not provided for in our financial statements, which may adversely affect our financial condition.

As of December 31, 2014, our contractual commitments not provided for in our consolidated balance sheet are as follows:

(in ₹million)	
Contractual Commitments	As of December 31, 2014
Estimated value of contracts remaining to be executed (net of advances)	1,412.49
Total	1,412.49

16. The Office of Deputy Director Industries, Una, Himachal Pradesh (the “Office of DDI”) has issued a show cause notice (the “SCN”) to our Company to explain why the surplus unutilised land at our Una Unit should not be liable to resumption and cancellation. In the event we are unable to satisfy or successfully defend the show cause notice issued by the Office of Deputy Director Industries, Una, Himachal Pradesh for resumption and cancellation of the land allotted to us at Una, we may lose our rights to the land in question.

On December 6, 2014, we received a SCN from the Office of DDI alleging non-compliance with the terms and conditions of the allotment letter as we had utilised only a part of the allotted land parcel of land within the prescribed period of two years from the date of allotment of land for our Una Unit. In our letter dated January 10, 2015, to Office of DDI we have defended the non-utilisation of the land and enumerated the steps undertaken by us in order to optimally use the floor space in the main plant and utilise the unutilised land parcel. In the event, we are unable to satisfy or successfully defend the show cause notice issued by the Office of DDI, the surplus unutilised land allotted to us at Una may be cancelled, which could adversely affect our future prospects. For further details please refer to “Outstanding Litigation and Defaults - Notices against our Company” on page 314.

17. Potential acquisitions may disrupt our ability to manage our business effectively, including our ability to successfully integrate acquired businesses, such as Marut-Shakti Energy India Limited, or MSEIL, into our existing operations.

We have in the past engaged, and may in the future engage, in acquisitions of new companies or businesses. Acquisitions and the subsequent integration of new companies or businesses require significant attention from our management. As part of our strategy of expansion, in September 2013 we acquired MSEIL, a company engaged in the development of wind power projects. We expect to continue to evaluate potential strategic acquisitions of businesses. Whether we realize the anticipated benefits from these transactions depends, to a significant extent, on the integration of MSEIL and any businesses that we may acquire in the future into our operations, the acquired company’s land holdings and order book, if any, and our management of the relevant

operations. We may not be able to successfully integrate MSEIL and any businesses that we may acquire in the future and the integration may divert our management's focus from our existing business and result in disruption to our normal business operations. We may spend time and resources on such acquisitions that do not ultimately increase our profitability, result in the incurrence of losses, unknown liabilities and contingencies, or cause loss of, or harm to, relationships with employees and customers as a result of the integration of such businesses. The diversion of our management's attention and any difficulties encountered in integration could have a material adverse effect on our ability to manage our business.

18. We have a limited operating history, which may make it difficult to evaluate our past performance and prospects.

Our Company was incorporated in April 2009, and commenced operations in March 2010 and, prior to the year ended March 31, 2013, all of our revenues were derived from sales to related parties. Given our limited operating history in the wind power business, we may not succeed in addressing certain risks pertaining to companies in an early stage of growth, including our ability to acquire and retain customers or maintain adequate control of our costs and expenses. We may also need to alter our business and strategies on an ongoing basis to manage our growth and to compete effectively with more established WTG manufacturers and service providers. Entering into new regions or spaces may pose challenges to our management, administrative, financial and operational resources. If we are unsuccessful in addressing business risks in time or at all, our business may be materially and adversely affected. Accordingly, investors should consider our business and prospects in light of the risks, losses and challenges that we face as an early-stage company.

For our business to succeed, amongst other things, we must successfully undertake the following activities:

- develop and increase our customer base;
- implement and successfully execute our business and marketing strategies;
- provide superior customer service and order fulfillment;
- manage costs to ensure we can maintain competitive pricing with attractive margins;
- continue to develop our technology;
- respond to competitive developments; and
- attract, retain and motivate qualified personnel.

There can be no assurance that we will be successful in undertaking such activities in time or at all. Our failure to successfully undertake one or more of the activities described above could materially adversely affect our business, prospects, financial condition and results of operations. Further, our limited operating history may not provide a meaningful basis for evaluating our business, financial performance, prospects or results of operations, or to make a decision about an investment in our Equity Shares.

For further details in this regard, please refer to the chapters "History and Other Corporate Matters", "Our Promoters, Promoter Group and Group Companies" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 175, 199 and 290, respectively.

19. We may not be able to successfully carry out our expansion plans and sustain our growth which may adversely affect our business, financial condition and results of operation.

Our growth strategy includes developing and marketing new and more cost-efficient WTGs, expanding our production capacity at existing plants and constructing a new integrated manufacturing plant. There can be no assurance that our growth strategy will continue to be successful or that we will be able to continue to expand our business further. Our success will depend on, among other things, our ability to secure financing at commercially viable rates or at all, our assessment of potential markets, the timing of our capital investments, our control over our input costs, and our ability to attract new customers, maintain and further enhance our current position with our customers, and maintain sufficient operational and financial controls. As a result, our growth strategy may place significant demands on our management and other resources.

We intend to apply a portion of the proceeds of this Issue to expand and improve our manufacturing facilities to meet expected increased demand for our WTGs based on our recent introduction of rotor blade sets with rotor diameters of 100 meters and planned introduction of rotor blade sets with rotor diameters of 113 meters. For example, we intend to expand the capacity of the rotor blade manufacturing facility at our Rohika Unit from the current capacity of 256 rotor blade sets to 400 rotor blade sets per annum, including adding the capability to produce rotor blade sets with rotor diameters of 113 meters. We also intend to expand the capacity of the tower manufacturing facility at our Rohika Unit from the current capacity of 150 towers per annum to 300 towers per annum. In addition, we intend to invest in new equipment at our Una Unit with a view to optimizing the capacity of our nacelle and hub manufacturing facility. We are also in the process of constructing a new plant at Barwani, Madhya Pradesh to manufacture nacelles and hubs, rotor blade sets and towers. There can be no assurance that these expansion plans, including our new plant, will be completed on time or at all and that our plants will generally perform at expected levels of output or efficiency. Equipment installed at our existing plant and our new plant under construction may not function as planned and may be subject to breakdown or failure.

Our growth strategies involve risks and difficulties, all or any of which may be beyond our control, and accordingly, there can be no assurance that we will be able to complete our scheduled expansions on time or at all and/or without incurring additional expenditures. If market conditions change, if operations do not generate sufficient cash flows or for any other reasons, we may decide to delay, modify or forego all or part of our growth strategies. Our future results of operations may be adversely affected if we are unable to implement our growth strategies successfully or at all.

20. We operate in a very competitive industry.

According to the WISE Report, the aggregate WTG manufacturing capacity in India is estimated to be 12 GW as of August 2014. Our ability to compete depends on various factors including performance of WTGs, cost-competitiveness price, site selection (including wind resource and energy production assessments), reliability, product quality, technology, price, and the scope and quality of services, including operation and maintenance services, and training offered to customers. We face competition from companies that may have greater financial resources and more favorable cost structures or strategic goals than we do. In recent years, at least one Chinese company has commenced the manufacture of WTGs and the provision of services in India that compete with our business, which could potentially have the effect of eroding any competitive cost advantages that we may currently have, particularly if current restrictions on imports of WTGs to India are weakened. Further, some of our competitors may have greater financial, technical and other resources and greater market share and goodwill which may enable them to compete effectively. There can be no assurance that we will be able to compete successfully with such companies or any other entrants to our industry. If we are unable to compete successfully for new customers and projects, our business financial condition and results of operations would be adversely affected. Please refer to “Business - Competition” on page 149.

21. Our top five customers contributed over 85% of our total income for the nine months ended December 31, 2014. We are dependent on a small number of customers and our business is dependent on our continuing relationships with our customers, with whom we have not entered into long term arrangements.

We derive a high proportion of our revenues from a small number of customers. Our top five customers contributed over 85% of our total income for the nine months ended December 31, 2014. In a given financial year, a single client may contribute significantly to our total income and then may not contribute significantly or at all in subsequent periods. We may not be successful in winning significant business each year from our existing or future clients as the award of project is dependent on various factors. Furthermore, we do not have long term arrangements with our customers to purchase our products and services in the future, at the current prices or at all. There is no assurance that we will be able to maintain historic levels of business from the existing customers or to retain existing customers, or that we will be able to replace our customer base in a timely manner or at all, in the event our existing customers do not continue to purchase products manufactured by us at the same rate as in the past or at all. Such loss of customers or customer orders may have an adverse effect on our revenues, cash flows and operations, including an interruption or partial or total work stoppage at our manufacturing facilities.

22. If wind patterns at sites that we have previously identified as suitable for wind farm projects change, our business, financial condition and results of operations could be adversely affected.

The viability of a wind power project is dependent on the availability of wind, which by its very nature is

intermittent. The viability of wind farm projects at sites we have identified is primarily dependent on the wind patterns at these sites conforming to the patterns that were used to determine the suitability of these sites for wind farm projects. Furthermore, there can be no assurance that the actual capacity of our Project Sites and Wind Sites Under Acquisition will not be less than the capacity that we have estimated with respect to such Project Sites and Wind Sites Under Acquisition. Although both the Government of India and we conduct wind resource assessments based on long-term wind patterns at identified Wind Sites, there can be no assurance that wind patterns at a particular site will remain constant. Changes in wind patterns at particular sites that we have previously identified as suitable for wind farm projects, and which we have acquired and developed, could affect our ability to provide turnkey solutions for such sites. Further, any change in wind patterns at sites we have identified as suitable for wind farms could also damage our reputation and the reputation of the wind power industry as a whole. Any of these could have a material adverse effect on our business, financial condition and results of operations.

23. The cost of implementing new technologies could be significant and could adversely affect our results of operations.

Our business requires us to keep pace with technological advances. We have acquired modern and sophisticated machinery for our operations. Our future success will depend in part on our ability to respond to technological advances and emerging standards and practices on a cost-effective and timely basis. Our technology license with AMSC is restricted to 2 MW WTGs, with rotor diameter between 75 meters and 120 meters. To the extent we seek to offer a new WTG model not covered by this license, we would be required to either develop the required technology in-house or amend the existing technology license with AMSC or enter into a separate technology license with AMSC or another global WTG technology company. We do not have experience developing technology in-house and we may not be able to successfully secure a license for such technology on terms similar to our present arrangements or at all. The cost of implementing new technologies could adversely affect our financial condition and results of operations. Further, our inability to acquire new and modern machinery may have an adverse effect on our financial conditions and results of operations.

24. If we are unable to maintain a satisfactory relationship with AMSC, or if other companies produce WTGs based on AMSC's technology that compete with our WTGs, our business may suffer.

We have a perpetual license from AMSC to manufacture 2 MW WTGs in India based on AMSC's proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. There can be no assurance that other licensees will not produce and sell WTGs that compete with our WTGs or that we will be able to compete successfully with such other licensees. In addition to our license in India, we also have a non-exclusive license to manufacture 2 MW WTGs worldwide based on AMSC's proprietary license. Our worldwide license is subject to the exceptions that we are not permitted to manufacture 2 MW WTGs in South Korea based on AMSC's technology and we are not permitted to manufacture or sell 2 MW WTGs based on AMSC's technology in any country to which exports from the United States are precluded by United States law. Pursuant to our license with AMSC, we are required to order the ECS for our WTGs exclusively from AMSC and its affiliates pursuant to the terms set forth in the license, including that the ECS shall be provided to us on terms no less favorable than those provided to any other customer. Our current negotiated supply contract with AMSC Corporation provides for the supply of ECS through March 2015. Our license with AMSC, as amended, provides for a maximum price for ECS purchased from AMSC and its affiliates through September 2016. There can be no assurance that we will not incur significantly greater costs to acquire ECS following September 2016. Under our agreement with AMSC we are required to pay (a) a fixed royalty per WTG for the first 450 WTGs with rotor diameters of 93.3 meters and 100 meters, and the first 245 WTGs with rotor diameters of 113 meters, that we produce pursuant to the agreement; (b) a fixed service fee payable in five tranches upon the achievement of specified milestones with respect to the development of our 113 meter rotor diameter WTG; and (c) a fixed annual fee for technology improvements developed by AMSC. We are not required to pay any royalty for WTGs produced and sold based on AMSC's technology beyond the first 450 WTGs with rotor diameters of less than 110 meters, and the first 245 WTGs with rotor diameters of more than 110 meters. As of December 31, 2014, we had produced a total of 526 WTGs with rotor diameters of less than 110 meters pursuant to our license from AMSC. We have not produced any WTGs with rotor diameters of more than 110 meters, as we have not yet commenced production of our planned WTGs with rotor diameters of 113 meters.

AMSC has 14 licensees worldwide and, according to the December 2014 performance letter that we received from AMSC, more than 9,300 WTG units worldwide, with more than 15,000 MW of aggregate production capacity, operate based on AMSC technology. If any such licensee, or its WTGs, experiences difficulties our

reputation may be adversely affected. Furthermore, if we are unable to maintain a satisfactory relationship with AMSC, or if AMSC establishes similar or more favorable relationships with one or more of our competitors or one of its other licensees, whether or not in violation of its contractual arrangements with us, our operating results and our business would be adversely affected. In certain circumstances, such as if we breach the terms of the license, AMSC may be entitled to terminate our license. We cannot assure you that AMSC will not terminate the existing license agreements to our disadvantage or that it will grant us additional licenses for any new products it may develop in the future. Under our license agreement with AMSC, we are not permitted to grant sublicenses or enter into joint ventures or similar partnerships with respect to technology licensed from AMSC without AMSC's consent. Any deterioration of our relationship with AMSC could harm our business, financial condition and results of operations.

25. *Failure to obtain or maintain our type certifications or pre-qualifications from customers or loss of our type certifications or pre-qualified status from our existing customers could adversely impact our business.*

Our turbines are type certified by TUV-SUD in accordance with the GL Guidelines 2010 (the "GL Guidelines"). Our manufacturing facilities are certified by TUV-SUD under ISO 9001:2008 with respect to quality systems, ISO 14001:2004 with respect to safety and the environment and OSHAS 18001:2007 with respect to occupational health and safety management system. In addition, the weld shop in our tower manufacturing facility, is certified by TUV-SUD under EN ISO 3834-2. Each of these certifications has an expiry date at which point we will lose the relevant certification unless is renewed. There can be no assurance that we will be eligible to maintain, and that we will succeed in maintaining, such certifications or obtaining any additional certifications that may be necessary or valuable for our business. Furthermore, some of our customers and potential customers generally require manufacturers to undergo pre-qualification processes. These processes evaluate both the technical ability to provide relevant products with the exact specifications needed by the end-user, and the production capabilities of the supplier. These processes generally take time to complete and involve our incurring significant up-front expenses in learning and meeting customer qualification requirements. There is no assurance that, after we incur such time and expenses, a potential customer will approve of, and qualify, us to supply WTGs to them. We continuously strive to retain our pre-qualification status as approved suppliers, with the existing customers. Our failure to obtain type certifications or pre-qualifications from new customers or the loss of our type certifications or prequalified status with respect to existing customers could have an adverse impact on our business, financial condition and results of operations.

26. *Most of our experience implementing projects is derived from projects we have implemented in the states of Rajasthan, Maharashtra and Gujarat. While our order book as of the date of this Red Herring Prospectus includes projects located in Madhya Pradesh in addition to Rajasthan, Gujarat and Maharashtra, we have limited experience implementing projects in Madhya Pradesh.*

Our completed projects are located in the states of Tamil Nadu, Rajasthan, Gujarat and Maharashtra. As a result, most of our experience implementing projects is derived from projects in Rajasthan, Maharashtra and Gujarat. Our order book is comprised entirely of projects in Gujarat, Rajasthan, Madhya Pradesh and Maharashtra and the majority of the Project Sites to which we have access or each of the Wind Sites Under Acquisition are located in these states. We have recently commissioned our first project in Madhya Pradesh. The experience that we have gained from our completed projects in Rajasthan, Maharashtra and Gujarat may not be fully relevant or applicable to the development of future wind energy projects in Madhya Pradesh. Approximately 20% of the planned aggregate capacity of our order book as of December 31, 2014 comprises projects located in Madhya Pradesh. Our limited experience in Madhya Pradesh may give rise to unexpected difficulties in the project implementation process, which could lead to delays and inefficiencies that could adversely impact our business, financial condition and results of operations.

27. *Our ability to pass higher costs on to our customers is limited by market prices and other factors.*

Factors that could potentially increase our costs for providing our products and services include shortages, or increased competition or market prices, for materials, equipment, skilled personnel and labour; adverse weather conditions; problems relating to transportation and logistics; natural disasters; labour disputes with contractors; accidents; changes in government priorities and policies; tax costs; changes in market conditions; delays in obtaining the requisite licenses, permits and approvals from the relevant authorities and other unforeseeable problems and circumstances. Our ability to pass on any increased costs to our customers is limited by market prices of WTGs and services and the pricing offered by our competitors. If the cost of manufacturing a product, or providing a service, exceeds our estimated costs it is possible that our revenues from the relevant contract

may not cover our costs, which would adversely affect our financial condition and results of operations.

28. *Delays or defaults in customer payments could adversely affect our profits and liquidity.*

We regularly commit resources to orders prior to receiving advances or other payments from customers in amounts sufficient to cover expenditures on orders as they are incurred. We may be subject to working capital shortages due to delays or defaults in customer payments. We also undertake significant expenditure in connection with the manufacture of WTGs and the provision of shared services and infrastructure related to the Wind Sites. There can be no assurance that we will not experience significant delays or defaults in customer payments. Any delays associated with our collection of receivables from customers could result in lower than expected cash flows from operating activities. For example, in the nine months ended December 31, 2014 and years ended March 31, 2014 and March 31, 2013, we experienced cash outflows from operating activities of ₹447.73 million, ₹879.96 million and ₹1,210.15 million respectively, notwithstanding a substantial increase in the number of WTGs that we produced and sold, due to payments not yet collected from customers. Our revenue from operations for the nine months ended December 31, 2014 and the years ended March 31, 2014 and 2013 was ₹17,794.93 million, ₹15,672.05 million and ₹10,589.10, respectively. Our trade receivables as of December 31, 2014 and March 31, 2014 and 2013 were ₹12,513.81 million, ₹7,099.74 million and ₹5,002.17 million, respectively. We do not have, nor have we had in the past, any provision for uncollectible trade receivables on our statement of assets and liabilities nor have we written any trade receivables as uncollectible but there can be no assurance that we will not do so in the future.

If customers default in their payments on an order to which we have devoted significant resources or if a project in which we have invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our business, financial condition, liquidity and results of operations and could cause the price of our Equity Shares to decline.

29. *We are exposed to significant risks from fixed price contracts that could cause us to incur losses.*

We have derived all of our revenue from fixed price contracts. Under the terms and conditions of such fixed-price contracts, we generally agree to a fixed price for providing our products and services in connection with wind power projects. The actual expense to us for executing such a contract may vary substantially from the assumptions underlying our bid for several reasons, including:

- unanticipated changes in design of the project;
- unanticipated increases in the cost of equipment, materials or manpower;
- adverse foreign exchange fluctuations;
- technical problems with the equipment;
- delays associated with the delivery of equipment and materials to the project site due to logistical bottlenecks or otherwise;
- inability to obtain requisite environmental and other approvals, resulting in delays and increased costs;
- delays caused by local weather conditions; and
- suppliers' or subcontractors' failure to perform.

Although we generally procure raw materials and components in advance of when they are required for project execution, unanticipated costs or delays in performing all or a portion of fixed price contracts can have compounding effects by increasing costs of performing other parts of the contract, including with respect to costs that we are unable to pass on to our customers. These variations and the risks generally inherent to our industry may result in our profits being different from those originally estimated and may result in our experiencing reduced profitability or losses on projects. Depending on the size of a project, these variations from estimated contract performance could have a significant effect on our results of operations.

30. *We could become liable to customers, suffer adverse publicity and incur substantial costs, including pursuant to any obligations to pay liquidated damages, as a result of defects or failure in our WTGs.*

We supply WTGs, which are fundamental to the operation of our customer's wind farms. Any failure on our part to manufacture WTGs to design specification could result in a claim or legal proceeding against us for substantial damages, regardless of our responsibility for such a failure or defect. In addition to potential monetary losses, our reputation could suffer as a result.

We provide our WTG customers with a warranty for defective components and workmanship, during the "defect liability period", which is generally for a period of two years, against all defects in components, materials, and engineering from the date a WTG is commissioned. For any failure due to defective supply or workmanship, we undertake free repair or replacement of such defective component, provided the WTGs are not operated upon or attempted to be repaired by any person other than us or any person appointed by us to do so. During the warranty period, we may be required to perform repairs to WTGs, replace parts of WTGs and otherwise address warranty claims.

As part of our business model, we also provide our customers with product guarantees relating to power curve and for projects where we provide operations and maintenance services relating to machine availability, reactive power, and transmission loss. Pursuant to our power curve guarantee, we guarantee that the power curve for our WTGs shall not be less than the certified power curve, by more than a specified percentage. Pursuant to our machine availability guarantee, we typically guarantee that machine availability, for all WTGs in a project taken together, shall not be less than a specified percentage per year in any year during the O&M Period. Pursuant to our reactive power guarantee, we guarantee that reactive power, for all WTGs in a project taken together, shall not be more than a specified percentage per year in any year during the O&M Period. Pursuant to our transmission loss guarantee, we guarantee that the transmission loss between the WTGs and the power distribution company, for all WTGs in a project taken together, shall not be more than a specified percentage per year in any year during the O&M Period. Our agreements typically provide for liquidated damages payments in the event of a breach of any of these warranties other than due to factors beyond our control, and, subject to a mutually agreed maximum liquidated damages payment. Based on past performance and technical assessment our financial statements do not make provisions for such claims arising from our warranties. However, there can be no assurance that there will not be any such claims, or that any provisions we may make in the future will be sufficient to cover any applicable claims. In the event there are such claims and such provisions have not been made or are not sufficient, the amount of claims arising from the failure of our WTGs to meet the warranties could have a material adverse effect on our business, financial condition and results of operations.

Depending on the number of WTGs that a customer has acquired and that do not perform as warranted or are damaged, there could be significant claims against us. Although our WTGs are tested comprehensively before delivery and ongoing production is subject to quality assurance measures, there can be no assurance that defects will not arise or latent defects will not become apparent during the operation of WTGs that would entitle our customers to seek compensation based on warranties or component breakdowns. While our liabilities under our operation and maintenance agreements are generally capped, the costs related to addressing and settling claims against us, including costs related to repairing and replacing WTG components, could have an adverse effect on our business, financial condition and results of operations, as well as our reputation and goodwill.

Product defect or warranty claims brought against us by our customers may adversely affect our financial condition and results of operations, particularly to the extent such claims exceed the limits of, or may not be covered by, our insurance policies and warranties provided by our suppliers, where applicable. There is also a risk that product liability claims, including claims arising from manufacturing defects, could also be filed against us by our customers or third parties who may be harmed by defective WTGs or WTG components that we have sold or may sell in the future. If we commence exporting our WTGs, potential liability for such claims in countries to which we export could be significant. Claims for damages brought by third parties against us could be substantial and could have material adverse effects on our business, financial position and results of operations. WTGs and its components supplied by us may get damaged due to wind and other loads at the locations where such WTGs are erected exceeding the design load. If our customers make claims against us, we may be required to bear such claims or replace the WTG or its components so damaged. Further, any WTG or WTG component malfunction or the failure of our WTGs to meet specified performance levels could damage the reputation of our products and therefore impair the marketability of our products, materially adversely affecting our business and results of operations.

Most contracts that we enter into are subject to certain completion schedule requirements and certain product warranties and guarantees. Such contracts typically require us to pay liquidated damages in the event schedules are not met as a result of circumstances within our control or if our product warranties and guarantees are not complied with. There can be no assurance that we will succeed in meeting the completion schedule requirements

for all such contracts or that our customers will not make claims pursuant to such warranties and guarantees, or that any back-to-back or insurance arrangements that we have entered into with our suppliers or insurers, as the case may be, will offset the value of such liquidated damages completely or at all. Payment of liquidated damages, if required to be made, could have a material adverse effect on our business, financial condition and results of operations.

31. We may be unable to seek compensation from suppliers for defective components or raw materials.

In the event we become subject to product liability or warranty claims caused by defective components or raw materials obtained from an outside supplier, we can attempt to seek compensation from the relevant supplier. However, our agreements with suppliers often include limitations or prohibitions on recovery for lost profits and indirect or consequential losses. In some cases, warranties provided by suppliers may be for shorter periods than the warranty periods we provide to our customers. Warranty claims against suppliers may also be subject to certain conditions precedent. We may also experience difficulties enforcing our contractual rights against suppliers in foreign jurisdictions. If no claim can be asserted against a supplier, or amounts that we claim cannot be recovered from either a supplier or from our insurer for any reason, and the defective raw materials or components affects a large number of the relevant WTG model or various WTG series using identical components or raw materials, our business, financial condition and results of operations could be materially adversely affected.

32. We may suffer uninsured losses or experience losses exceeding our insurance limits.

We may be subject to product liability with respect to the products that we sell. Furthermore, our plants and equipment could suffer physical damage from fire or other causes, resulting in losses, including loss of rent, which may not be fully compensated by insurance. In addition, there are certain types of losses, such as those due to floods, other natural disasters, terrorism or acts of war, which may be uninsurable or are not insurable at a reasonable premium. The proceeds of any insurance claim may be insufficient to cover our losses as a result of inflation, changes in regulations relating to infrastructure development, environmental issues as well as other factors. Should an uninsured loss or a loss in excess of insured limits occur, we may lose the capital invested in and the anticipated revenue from the affected property. In March 2014, a fire broke out at our rotor blade manufacturing facility at our Rohika Unit, resulting in approximately one month of unscheduled downtime during a season when our production is typically lower than normal. We estimate the cost of materials, fixed assets (net of salvage value) destroyed and expenditure incurred on repair and maintenance of equipment partially destroyed in the fire to be ₹314.37 million. While we have lodged an insurance claim with respect losses on resulting from this fire and we have already been paid a portion of the amount claimed claim, there can be no assurance that our losses will be reimbursed in full. See “- We are dependent on the continuing operation of our manufacturing plants and any loss or breakdown of operations at any of our facilities could have an adverse effect on our business, financial condition and results of operations” on page 26. We could also remain liable for any debt or other financial obligation related to that property. We cannot assure you that losses in excess of insurance proceeds will not occur in the future. In addition, any payments we make to cover any uninsured loss may have a material adverse effect on our business, financial condition and results of operations.

33. We have high working capital requirements and we may not be able to raise the required capital for future orders.

Because payments from customers are typically received several months after we commence work on particular projects, our business requires a large amount of working capital, used primarily to finance the purchase and processing of raw materials, and carrying inventory before they are sold and payments are received from customers. Our working capital requirements may increase if, under certain orders from our customers, payment terms do not include advance payments or such orders have payment schedules that shift payments toward the end of the order or otherwise increase our working capital requirements. In addition, our working capital requirements have increased in recent years because we have undertaken a growing number of orders within a similar timeframe, due to the growth of our Company's business generally and due to growth in our trade receivables as a result of payments not yet collected from customers. All of these factors may result, or have resulted, in increases in our working capital needs.

Our ability to arrange working capital financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our current projects and laws that are conducive to our raising capital in this manner. Our attempts to complete future financings may not be successful or on favorable terms.

In connection with projects that we implement, we may be required to provide bank guarantees or performance bonds in favor of customers to secure obligations under contracts. As of December 31, 2014, we had ₹5,600.43 million outstanding under such guarantees and performance bonds (derived from the relevant documents / records and is not audited). If we are unable to provide sufficient collateral to secure the bank guarantees or performance bonds, our ability to enter into new contracts could be limited. Providing security to obtain bank guarantees and performance bonds increases our working capital needs and limits our ability to provide other bonds and guarantees, incur capital expenditures and pay dividends. We may not be able to continue obtaining additional bank guarantees, and performance bonds in sufficient quantities to match our business requirements.

We maintain inventory of raw materials and components, work in progress and finished goods. Our level of inventory increases our risk of loss and storage costs as well as the working capital needed to operate our business. As our customers are not presently obliged to purchase our products or provide us with binding forecasts with respect to future production, there can be no assurance that our customers will require or purchase the goods we produce. Any of the foregoing, including if customer demand does not meet our production levels, could adversely affect our business, financial condition and results of operations.

34. Some of our Group Companies have incurred losses during the last three financial years.

Some of our Group Companies, including our Subsidiary, IWISL, have incurred losses during the last three financial years:

Sr. No.	Group Companies	Loss in the Financial Years		
		2013-14	2012-13	2011-12
1.	Inox Wind Infrastructure Services Limited	126.36	-	NA
2.	Marut-Shakti Energy India Limited	6.10	-	-
3.	Inox Renewables Limited	-	-	2.76
4.	Xuancheng HengYuan Chemical Science and Technology Company Limited	156.31	104.27	-
5.	Gujarat Fluorochemicals Americas LLC	8.94	9.68	-
6.	Swarnim Gujarat Fluorspar Private Limited	0.88	2.37	NA
7.	Shouri Properties Private Limited	1.15	1.36	1.13
8.	Inox Infrastructure Limited	0.18	-	-
9.	GFL GM Fluorspar SA	25.30	32.11	5.60

There can be no assurance that IWISL or other Group Companies, will not incur losses in the future.

35. One of our manufacturing facilities and our Corporate Office are held on a leasehold basis and the majority of the Wind Site inventory in the states of Rajasthan and Gujarat to which we have access pursuant to our Framework Agreement with our Promoter, GFL, and IRL, a Group company, is held by such companies on a leasehold basis.

Our Una Unit in Himachal Pradesh, where we manufacture nacelles and hubs, our Barwani Unit under construction in Madhya Pradesh, and our corporate headquarters in Noida, Uttar Pradesh are held pursuant to leases. We have made substantial investments in equipment and machinery for our Una Unit, and are in the process of making substantial investments in civil works, equipment and machinery for our Barwani Unit under construction, some of which may not be recoverable in the event we are forced to move either of these plants for any reason. Furthermore, our access to all of our Project Sites or Wind Sites Under Acquisition in the states of Rajasthan and Gujarat is pursuant to our Framework Agreement with our Promoter, GFL, and IRL, a Group Company. We do not have freehold or leasehold rights in such Wind Sites. Please refer to “Business – Framework Agreement with GFL and IRL” on page 152. All the Project Sites to which we have access pursuant to the Framework Agreement are either (i) held by GFL on a leasehold basis or (ii) allotted to GFL and IRL in Gujarat as per the extant policy or (iii) recommended for allotment in favour of IRL by RREC. There can be no assurance that we will succeed in developing such Project Sites at a time when the period left in the term of the lease exceeds the expected life of the planned wind farm. For further details please refer to “Procedure for Acquisition of Wind Sites” and “Our Inventory of Wind Sites” in the chapter “Business” on page 151 and 152, respectively. Any of the foregoing could adversely affect our business, financial condition and results of operations.

36. Certain data presented in this Red Herring Prospectus is based on management estimates.

Portions of the acreage and power generating capacity data presented in this Red Herring Prospectus are based on management estimates. As a result, the acreage that we actually use in the development of wind farms may differ from the amounts presented herein, based on various factors such as title defects, modifications of engineering or design specifications and any inability to obtain required regulatory approvals. For example, title defects may prevent us from holding development rights that are enforceable against third parties and could render our estimates of the acreage data presented in this Red Herring Prospectus incorrect and subject to uncertainty. There can be no assurance that our managements' estimates of the power generating capacity of our Project Sites and Wind Sites Under Acquisition is accurate and we may experience reduced revenue, or face liability to our customers, as a result of any inaccuracies. Any of the foregoing could adversely affect our business, financial condition and results of operations.

37. We may be unable to acquire our targeted Wind Sites or to develop wind farms on the specific Wind Sites that we target.

Our customers typically seek a turnkey solution for wind power, pursuant to which we identify and procure the Wind Site and provide other services, in addition to supplying and installing WTGs. The Wind Site inventory to which we have access pursuant to our Framework Agreement with our Promoter, GFL, and IRL, a Group Company, comprises Project Sites and Wind Sites Under Acquisition in the states of Rajasthan, Gujarat and Madhya Pradesh, which we believe are suitable for the installation of an aggregate of at least 4,052 MW of capacity, of which Project Sites suitable for the installation of an aggregate of 2,130 MW of capacity is expected to be utilized to fill orders in our order book as of such date. Please refer to “*Business - Our Inventory of Wind Sites*” on page 152. There can be no assurance that we will succeed in procuring access to targeted Wind Sites or that any Wind Sites to which we have acquired access, or acquire access in the future, will adequately meet the needs of our customers' projects. While we have in the past succeeded in obtaining rights to Wind Sites at reasonable prices, there can be no assurance that we will be able to acquire Wind Sites in the future on reasonable terms, if at all, and there can be no assurance that such sites will not be subject to contingencies such as the need to rehabilitate inhabitants of such locations or potential title defects. Any failure to acquire access to Wind Sites at a reasonable cost and without defects, contingencies and community opposition could impede our ability to offer turnkey solutions to our customers. Any of the foregoing could adversely affect our business, financial condition and results of operations.

38. The construction and operation of wind power projects in a number of countries has faced opposition from local communities and other parties.

The construction and operation of wind power plants in a number of countries has faced opposition from the local communities where these plants are located and from special interest groups. WTGs cause noise and are considered by some to be aesthetically unappealing. Certain environmental organizations have expressed opposition to wind turbines on the allegation that wind farms cause the killing of birds and have other adverse effects on flora and fauna. For instance in India, some communities have claimed that the local climate has been adversely affected by the operation of WTGs. Legislation is in place in many countries, which regulate the accepted distance between wind power plants and urban areas to guard especially against the effects of noise. It is possible that such legislation could be amended to place further restrictions on distance, or to limit the size or height of WTGs in a given area, to prohibit the installation of WTGs at certain sites, or to impose other restrictions, such as noise requirements. A significant increase in the extent of such legislation or other restrictions could cause significant constraints on the growth of the wind power industry as a whole. This would have a material adverse effect on our business, financial condition and results of operations.

39. We can provide no assurance that our new products will be commercially successful.

Our growth depends on designing, developing and marketing new and more cost-efficient WTGs. Our arrangement with AMSC is limited to 2 MW WTGs and we would be required to enter into a separate license with AMSC or another WTG technology provider, or develop the technology in-house, if we were to seek to offer other turbines. The development of new WTG models requires significant investments. There can be no assurance that we will be able to enter into new license agreements with AMSC or any other WTG technology provider or successfully develop any technology in-house, nor that any new WTGs for which we may license or develop technology will be accepted by and be successful in the market. In addition, we may not recoup the costs of developing any new WTG technology. Furthermore, we recently commenced the production of WTGs with rotor blade sets of 100 meters in diameter, and we intend to manufacture WTGs with rotor blade sets of 113 meters in diameter in the future, as we have recently licensed the relevant technology from AMSC. There can be no assurance that customers and potential customers will accept these new products or that we will

succeed in manufacturing, selling, erecting and commissioning and operating and maintaining such WTGs or that the proceeds of any such products and services will offset our expenditures to manufacture and produce such WTGs and provide such services in full, in a timely manner or at all. For a variety of reasons, including uncertainties in forecasting future developments in technology, the success of our products cannot be predicted with any certainty. There can be no guarantee that we will succeed in introducing new products into the market in a timely manner, that the newly introduced products will be accepted in the market, or that such acceptance will continue for any period of time. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

40. *We have significant planned capital expenditures and we may require additional financing in order to make such capital expenditures. Our capital expenditure plans may not yield the benefits intended. The capital expenditure mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.*

Our operations require significant capital expenditure to be made for the purpose of expanding our existing manufacturing facilities and investing in new equipment. We also have other planned expenditures. For more details on our planned expenditures please refer to the chapter “*Objects of the Issue - Expansion and Upgradation of Existing Manufacturing Facilities (“Expansion Project”)*” on page 99.

The figures in our capital expenditure plans are based on management estimates and have not been appraised by any bank, financial institution or other independent organization. In addition, our capital expenditure plans are subject to a number of variables, including possible cost overruns, construction/development delays or defects, receipt of certain governmental approvals that have been applied for, availability of financing on acceptable terms and changes in management’s views of the desirability of current plans, among others. We may also require additional financing to expand and upgrade our existing facilities. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes, weather-related delays and technological changes. Some of the equipment we intend to deploy is expected to be imported and must be paid for in foreign currency. Changes in foreign exchange rates adversely affecting the value of the Rupee may adversely affect the cost of some of the projects. There can be no assurance that any capacity addition or improvement at our facilities will be completed as planned or on schedule or that we will achieve our planned capacity, operational efficiency or product base, or our targeted return on investment. We cannot assure you that we will be able to execute our capital expenditure plans as contemplated. If we experience significant delays or mishaps in the implementation of our capital expenditure plans or if there are significant cost overruns, the overall benefit of such plans to our revenues and profitability may decline. To the extent that completed capital expenditures do not produce anticipated or desired revenue or cost-reduction outcomes, our profitability and financial condition will be adversely affected.

41. *Our indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we so desire.*

As of December 31, 2014, we had total outstanding debt of ₹7,547.93 million. We may incur additional indebtedness in the future. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow may be used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate could be limited;
- we could be subject to higher interest expense in the event of increases in interest rates, as all of our debt bears interest at variable rates;
- we could incur additional expenses by hedging interest rate exposures of our debt and exposure to hedging counterparties’ failure to pay under such hedging arrangements, which would reduce the funds available for us for our operations;

- in the event we were to default, we could lose all or a substantial portion of our assets, over which our lenders have taken or will take security;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and
- we may be more vulnerable to economic downturns, may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

Most of our financing arrangements are secured by our movable and immovable assets. Many of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. Specifically, we may require, and may be unable to obtain, lender consents to incur additional debt, issue equity, change our capital structure, increase or modify our capital expenditure plans, undertake any expansion, provide additional guarantees, change our management structure, or merge with or acquire other companies, whether or not there is any failure by us to comply with the other terms of such agreements.

We believe that our relationships with our lenders are good, and we have in the past obtained consents from them to undertake various actions and have informed them of our activities from time to time. Compliance with the various terms is, however, subject to interpretation and we cannot assure you that we have requested or received all consents from our lenders that are required by our financing documents. As a result, it is possible that a lender could assert that we have not complied with all terms under our existing financing documents. Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities and trigger cross default provisions under certain of our other financing agreements, and may adversely affect our ability to conduct our business and operations or implement our business plans.

42. Our success depends upon our senior management and key management personnel and our ability to retain them and attract new key personnel when necessary. Certain members of our key management personnel have recently joined us.

Our success depends on our ability to retain our senior executives and key management personnel. Our continued success will depend on our ability to attract, recruit and retain a large group of experienced professionals and staff. If any senior executives or key employees were to leave, they may not be easily and quickly replaced. Furthermore, we do not maintain “key person” insurance with respect to any of our personnel. Their departure and our delay or failure to replace such key personnel could have a negative impact on our business, including our ability to bid for and execute new projects on time as well as on our ability to meet our earnings and profitability targets and to pursue our growth strategies. Certain members of our key personnel are, and we expect will continue to be, employed by other Group Companies and there can be no assurance that they will continue to devote a sufficient amount of their time to us and our business. In addition, certain members of our key personnel have joined us, or have been transferred to us from other Group Companies, in the recent past and so have been associated with our Company only for a brief period. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

43. Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or other disputes with our employees or our contractors’ employees.

Our operations are labour-intensive. As of December 31, 2014, we had 1,397 full-time employees. None of our employees are affiliated with any labour unions. However, there can be no assurance that our or other Inox Group companies’ employees will not form a union, join any existing union or otherwise organize themselves. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Furthermore, we committed to the Government of Himachal Pradesh that 70% of our employees at our Una manufacturing facility will be residents of the state of Himachal Pradesh. Although, we currently have harmonious relations with our employees and

they are not unionized at present, there can be no assurance that we will continue to have such relations. If our relations with our employees are strained, it may become difficult for us to maintain our existing labour policies, and our business may be adversely affected.

44. *We rely on third party contractors for a substantial portion of our activities.*

We engage independent third party contractors to provide a substantial portion of our activities, including (a) fabrication and painting of towers at our Rohika Unit and (b) infrastructure development at wind farm sites, which includes building group and unit sub-stations, transmission lines, roads, foundations of turbines, electrical work at site, erection including crane services etc. There can be no assurance that the work performed by such contractors will be of satisfactory quality, completed in a timely manner, or at all. If the work is not completed and/or is not of acceptable quality, we may incur substantial additional costs to remedy any defects and our reputation could be significantly harmed. Moreover, there can be no assurance that skilled contractors will continue to be available at reasonable rates and in proximity to our manufacturing facilities, and our customers' projects, or at all. Furthermore, there is a risk that major contractors may experience financial or other difficulties, which may affect their ability to carry out work, thus delaying the completion of our projects or resulting in additional costs to us. Any of the foregoing could have an adverse effect on our business, financial condition and results of operations.

45. *We are subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.*

Changes in interest rates could significantly affect our financial condition and results of operations. As of December 31, 2014, we had total outstanding debt of ₹7,547.93 million. All of our borrowings incur interest at a floating rate. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may adversely impact our results of operations, planned capital expenditures and cash flows. Although we enter into hedging arrangements against interest rate risks from time to time, there can be no assurance that these arrangements will successfully protect us from losses due to fluctuations in interest rates.

46. *Our Promoter and our affiliates have certain interests that are similar to ours and this may result in potential conflicts of interest with us.*

Our Promoter, GFL, which currently holds 75% of our Equity Shares, has a subsidiary, Inox Renewables Limited, or IRL, which is engaged in the development and operation of wind farms and acquires Wind Sites for the development of its own projects. There can be no assurance that we will be allocated Wind Sites, or other resources, that IRL or any other Group Company may seek to use for its own activities.

Conflicts may also arise in the ordinary course of our decision-making. Among other situations, conflicts may arise in connection with our negotiations and dealings with Inox Group companies with respect to services that they are expected to provide to us and the arrangements that we may enter into with them. Conflicts may also arise in the allocation of resources, including key personnel, contractors and intellectual property, between other Inox Group companies, including GFL and us.

In addition, as part of the Inox Group we benefit from certain management and technical expertise of other Group Companies. The costs of such management and technical expertise may increase from time to time, which could adversely affect our results of operations. Furthermore, there can be no assurance that the services currently provided by such individuals to us will continue to be provided by them on comparable terms or at all or that we would be successful in replacing such individuals on market terms or at all in the event their services were no longer available to us.

We have had and also expect to have a substantial amount of ongoing transactions with our Group Companies. Our first customers were IRL and Inox Renewables (Jaisalmer) Limited, each of which is a Group Company, and GFL, our Promoter. These three companies together accounted for nil, 15%, 34%, 100%, 100% and 100% of our revenue from operations for the nine months ended December 31, 2014 and years ended March 31, 2014, 2013, 2012, 2011 and 2010. As of December 31, 2014, 4% of our order book comprised orders from Group Companies.

We have in the past provided inter-corporate deposits to, and received inter-corporate deposits from, Group Companies. As of December 31, 2014, the balance of inter-corporate deposits provided by us to Group

Companies was ₹1,403.99 million. There can be no assurance that this amount will be repaid to us in full in a timely manner or at all, that GFL will not cause us to provide further inter-corporate deposits to Group Companies, nor that Group Companies will provide inter-corporate deposits to us in the future.

In June 2013 we entered into a Framework Agreement with our Promoter, GFL, and IRLs, a Group Company, pursuant to which IRL has agreed to make certain specified Project Sites and related facilities and Wind Sites Under Acquisition and related facilities to us, or their customers. While our Framework Agreement with IRL and GFL provides that IRL shall not engage in acquiring additional Wind Sites except for the benefit of IWL and IWISL and for its own purposes. However, we cannot assure you that GFL, IRL or other entities in which our Promoter has interests will not become involved in any business which competes with ours in the future. Please refer to “*Business - Framework Agreement with GFL and IRL*” on page 152.

Other than pursuant to the Framework Agreement, our Promoter and our affiliates have no obligation to direct any opportunities to us in respect of common business objectives, including but not limited to opportunities to acquire Wind Sites or procure WTGs for the development of wind farms. In addition, key management personnel and employees may also encounter conflicts of interest in the above situations, among others. Our Company may not be able to enforce the provisions of the Framework Agreement with GFL and IRL, which are our Promoter and Group Company respectively, and there can be no assurance that GFL, IRL and other Group Companies will not compete with us or that we will have the benefit of access to Wind Sites and related infrastructure and services pursuant to our Framework Agreement with GFL and IRL and this may adversely affect our business, financial conditions and result of operations. For details of such transactions, please refer to “*Financial Statements - Restated Unconsolidated Statement of Related Party Transactions*” on page 285.

47. Upon completion of this Issue, our Promoter will continue to exercise significant control over our Company, which will allow it to influence the outcome of the matters submitted to Shareholders for approval.

GFL currently owns 75% of our Equity Shares and will, after the completion of this Issue, continue to own a substantial portion of our paid-up capital. Consequently, GFL will continue to have the ability to control us and the power to elect and remove our directors and therefore determine the outcome of most proposals for corporate action requiring approval of our Board of Directors or shareholders, such as proposed annual plans, revenue budgets, capital expenditure, dividend policy, transactions with GFL and its subsidiaries, or the assertion of claims against such companies and/or other companies. The interests of GFL may be different from our interests or the interests of our other shareholders. GFL could, by exercising its powers of control, delay or defer a change of control of our Company or a change in our capital structure, delay or defer a merger, consolidation, takeover or other business combinations involving us, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, even if such a transaction may be beneficial to us and our other shareholders, and in such circumstances our Promoter could take decisions that may materially and adversely affect your investment in the Equity Shares. GFL is our counterparty under the Framework Agreement and, as our controlling shareholder, GFL has the ability to cause us not to enforce the Framework Agreement. Furthermore, while GFL has historically been our customer, and its subsidiary IRL currently is our customer, there can be no assurance that GFL and IRL will continue to buy products and services from us.

Under the Companies Act, shareholders may appoint a Director to our Board by way of an ordinary resolution (a resolution passed by a majority of the votes of shareholders present and voting). Shareholders may also remove a Director from our Board by an ordinary resolution passed after giving special notice to the shareholders. As our majority shareholder, GFL may exercise these rights or impose other restrictions on us. For more details, please refer to the chapter “*Main Provisions of the Articles of Association*” on page 464. Any of the foregoing could adversely affect our business, financial condition and results of operations.

48. There may be investor grievances against our listed Promoter and Group Companies. In addition, our Promoter has made sales in countries subject to sanctions.

Shares of our Promoter, GFL and Inox Leisure Limited, one our Group Companies, are listed on the Stock Exchanges. While there have been no pending investor grievances against any of these companies in the last financial year, we cannot assure you that going forward all complaints and grievances of investors in relation to the securities of these entities would be redressed in time, or at all.

Our Promoter has businesses other than those of us and our Subsidiary, and through such other businesses has in

the past made sales to entities based in certain countries which are subject to sanctions by, among other organizations, the Office of Foreign Assets Control of the U.S. Treasury Department (OFAC). In the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013 and 2012, GFL's income from countries subject to OFAC sanctions represented nil, nil, 0.11%, 0.01% and 0.08%, respectively, of GFL's total income for the year. None of these sales benefitted us or were made by us or our subsidiary, and we have no intention to make any sales to, or enter into any transactions with, any entities located in countries subject to sanctions by, among other organizations, the Office of Foreign Assets Control of the U.S. Treasury Department. None of the proceeds of this Issue will be used to facilitate any transaction with any entity located in any such country.

49. The proceeds from the Offer for Sale will not be available to us.

This Issue includes an Offer for Sale of 10,000,000 Equity Shares aggregating to ₹[●] million by our Promoter. Therefore, the proceeds to the Offer for Sale shall be remitted to the Selling Shareholder and our Company will not benefit from such proceeds.

50. We have referred to the data derived from industry report commissioned from the World Institute of Sustainable Energy ("WISE").

We have retained the services of an independent third party research agency, World Institute of Sustainable Energy, Pune, to prepare a report on the Indian Wind Turbine Industry, excerpts from which have been included in this Red Herring Prospectus. The report prepared by WISE is subject to various limitations and based upon certain assumptions that are subjective in nature. There can be no assurance that the assumptions adopted by this third party agency for the purposes of preparing their research report will prove to be accurate. If any of these assumptions are incorrect, the understanding of the wind turbine industry in India could be materially different from that set forth in the reports.

51. We cannot guarantee the accuracy of statistical and other information with respect to India, the Indian economy or the wind power industry contained in this Red Herring Prospectus.

Certain statistical and other information in this Red Herring Prospectus relating to India, the Indian economy or the wind power industry have been derived from various government publications and obtained in communications with various Indian government agencies that we believe to be reliable. However, we cannot guarantee the quality or reliability of such source of materials. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, any of the Book Running Lead Managers or any of our or their respective affiliates or advisors and, therefore, we make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside India and we undertake no obligation to update such facts and statistics. These facts and other statistics include but are not limited to certain facts and statistics included in the section titled "Industry" in this Red Herring Prospectus. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. In all cases, investors should give consideration as to how much weight or importance they should attach to, or place on, such facts or statistics.

52. We have not yet placed orders for majority of the items that we intend to purchase using the Net Proceeds of the Issue and the actual cost of such items may exceed our estimates.

We have not yet placed orders for majority of the items that we intend to purchase with Net Proceeds of the Issue. Our current estimates of the cost of such items are based on quotations received by us and management estimates. Quotations that we have received are generally valid only through a specified date. If the actual cost of such items exceeds our estimates our business, financial condition and results of operations would be adversely affected.

53. Our management will have significant flexibility in applying the Net Proceeds.

We intend to use the net proceeds of the Issue in the manner as described in the chapter "Objects of the Issue" on page 97. We cannot assure you that the Issue proceeds will be utilized in conformity with the costs or schedules of implementation of the projects proposed to be implemented as described in such chapter. It is

possible that the utilization of Issue proceeds may vary due to various factors that may be beyond our control, including factors that we do not currently foresee. We may have to revise our estimates from time to time on account of changes in planned spending and the initiatives which we may pursue. Our funding requirements for the Objects and the deployment schedule of the Net Proceeds are based on current conditions and are subject to change in light of external factors which may not be in our control. This may include rescheduling the proposed utilization of Net Proceeds at the discretion of our management. Our Company may make necessary changes to such utilization in such cases in conformity with the provisions of the Companies Act in relation to the change in the objects in a public issue. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to enter into arrangements for utilization of the Issue proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer. Pending utilization for the purposes described above, we intend to temporarily invest the proceeds of this Issue in interest bearing liquid instruments including deposits with banks and mutual funds. We do not intend to invest the proceeds of this Issue in equities and/or real estate products or related products. In addition, a portion of the Net Proceeds will be allocated to general corporate purposes and will be used at the discretion of the management in the order of priority mentioned in the chapter "*Objects of the Issue – General Corporate Purposes*" on page 112.

54. *Any loss of certain tax exemptions and benefits currently available to our Company in accordance with applicable laws will increase our tax liabilities and correspondingly decrease profits, or increase losses, in the future.*

Presently, our manufacturing facility in the Una district of the state of Himachal Pradesh enjoys a tax benefit which is scheduled to expire over the next few years. Specifically, our Una Unit benefits from a 30% exemption from the year ended March 31, 2015 through the year ended March 31, 2019; an excise exemption under the Central Excise Act, 1944 and a concessional rate of central sales tax. With respect to central excise duty and central sales tax, one or both of these taxes may be replaced by a central GST and there can be no assurance that we will continue to enjoy a concessional rate of tax and that our tax liability will not increase. When our tax benefits expire or terminate, our tax expenses could materially increase, reducing our profitability. The statutory corporate income tax rate in India for the years ended March 31, 2014 and 2015 is 30%. This tax rate is subject to the following surcharge and cess: (a) for a corporation with taxable income exceeding ₹10 million but not exceeding ₹100 million, a 5% surcharge and 3% education cess apply, resulting in an effective tax rate of 32.445%; and (b) for a corporation with taxable income exceeding ₹100 million, a 10% surcharge and 3% education cess apply, resulting in an effective tax rate of 33.99%. We cannot assure you that the tax rate or the surcharge will not be increased further in the future.

55. *Our flexibility in managing our operations is limited by the regulatory environment in which we operate. This environment is undergoing reform and we may not be able to respond effectively.*

Our business is subject to complex regulations, both local as well as central government, supervised by multiple regulatory authorities and government bodies. For more information, please refer to the chapters "*Key Industry Regulations and Policies*" and "*License and Approvals*" on page 155 and 383, respectively. To conduct our business, we must obtain licenses, permits and approvals, for which we may have made, or are in the process of making, an initial or renewal application. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. Furthermore, our Government approvals and licenses are subject to numerous conditions, some of which are onerous and require expenditure. If we fail to comply or a regulator claims that we have not complied with these conditions, we may be required to incur costs to remedy the lack of compliance and/or the damage caused as a result or pay fines or other penalties for non-compliance, in which case our business, prospects, financial condition and results of operations could be materially adversely affected. We cannot assure you that we would be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses or approvals, which may result in the interruption of our operations and may adversely affect our business, financial condition and results of operations. If we fail to obtain necessary approvals required by us to undertake our business, or if these approvals are cancelled/terminated and/or expired, our business, financial condition and results of operations could be adversely affected. Safety, health and environmental laws and regulations in India have become increasingly stringent, and it is possible that these laws and regulations will become more stringent in the future. The adoption of new safety, health and environmental laws and regulations, new interpretations of existing laws, increased governmental enforcement of environmental laws or other developments in the future may require additional capital expenditures or the incurrence of additional operating expenses in order to comply with such

laws and to maintain current operations. Furthermore, if the measures implemented by us to comply with these new laws and regulations are deemed insufficient by the government, compliance costs may significantly exceed current estimates. For example, our manufacturing processes result in the production of certain waste materials which are not biodegradable. There can be no assurance that we will succeed in identifying suitable landfill sites or that we will be permitted to dispose of such material in landfill sites in the future.

There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, the costs of which could materially and adversely affect our cash flow, results of operations and financial condition.

56. During the year ended March 31, 2014, the Indian Income Tax Department undertook a survey of our Rohika Unit, our Una Unit and our corporate offices pursuant to Section 133A of the Indian Income Tax Act, 1961. While no notices have been issued against our Company so far, there can be no assurance that the Income Tax Department will not take any action against our Company.



During the year ended March 31, 2014, the Indian Income Tax Department undertook a survey of our Rohika Unit, our Una Unit and our corporate offices pursuant to Section 133A of the Indian Income Tax Act, 1961. We have submitted certain documents requested by the Income Tax Department with respect to various matters raised during the course of this survey. While the Income Tax Department has not issued any notice to our Company or requested further submissions in connection with this survey, there can be no assurance that the Income Tax Department will not claim that we owe additional taxes based on their finding in this survey, in which case we may be required to pay additional taxes and/or devote management resources and attention to dispute any claims of additional tax liability.

57. The failure to keep our technical knowledge confidential could erode our competitive advantage.

Like many of our competitors, we possess extensive technical knowledge about our products. Our know-how is a significant independent asset, which may not be protected by intellectual property rights such as patents, but is protected only by keeping it secret. As a result, we cannot be certain that our know-how will remain confidential in the long run. Employment contracts with certain of our employees who have special technical knowledge about our products or our business contain a general obligation to keep all such knowledge confidential and such obligation extends for a period of two years after the termination of employment. In addition to the confidentiality provisions, these employment agreements typically contain non-competition clauses. If either the confidentiality provisions or the non-competition clauses are unenforceable, we may not be able to maintain the confidentiality of our know-how. Even if every possible precaution, whether contractual or otherwise, is taken to protect confidential technical knowledge about our products or our business, there is still a danger that such information may be disclosed to others or become public knowledge in circumstances beyond our control including by other licensees of technical knowledge. In the event that confidential technical information or know-how about our products or our business becomes available to third parties or to the public, our competitive advantage over other companies in the wind energy industry could be harmed, which could have a material adverse effect on our current business, future prospects, financial condition and results of operations.

58. The trademark “Inox” is owned and is licensed to us, by members of the Jain Family and the registration of our logo is pending.

Our Company and our Subsidiary currently do not own our trademarks and have entered into a name license agreement with the Jain Family represented by Mr. Pavan Kumar Jain, to use right to use the name “Inox” in our corporate names, logos, websites, trading styles, product names, marketing and other materials, for and in connection with our respective activities. There can be no assurance that the Jain Family will not withdraw our rights pursuant to the name license agreement. In particular, the name license agreement provides that the name license agreement may be terminated upon GFL’s effective ownership in our Company being reduced below 51% or upon our Board of Directors not including any member of the Jain Family, among other events. Furthermore, activities by other Group Companies could harm the goodwill attached to the Inox name, which could harm our reputation and our business.

Our Company has also submitted an application before the Registrar of Trade Mark under classes 6, 7, 9, 19, 37, 40 and 42 of the Trademark Act, 1999 for registering the trademarks “” and “”. The registration of any trademark is a time-consuming process, and there can be no assurance that any such registration will be granted. Our application may not be allowed or any of our competitors may challenge the

validity or scope of our trademark. There can be no assurance that infringement claims will not be asserted against us.

Because our trademark is not registered we cannot prohibit other persons from using the same or similar marks, which may materially and adversely affect our goodwill and business. Furthermore, until such time as registration of our trademarks is granted to us, we can only seek relief against “passing off”. We cannot give any assurance that third parties will not infringe upon our trademark, logos or brand name, or that we will be able to adequately protect against any such infringement, any of which could cause damage to our business prospects, reputation or goodwill and adversely affect our business, financial condition and results of operations.

59. We may infringe on the intellectual property rights of others.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are unknowingly infringing upon any existing third-party intellectual property rights which may force us to alter our technologies, obtain licenses or significantly cease some portions of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. Regardless of whether such claims that we are infringing patents or other intellectual property rights have any merit, those claims could adversely affect our relationships with current or future customers; result in costly litigation; cause product shipment delays or stoppages; divert management’s attention and resources; subject us to significant liabilities; require us to enter into royalty or licensing agreements; and require us to cease certain activities. An adverse ruling arising out of any intellectual property dispute could subject us to significant liability for damages, prevent us from using technologies or developing products, or require us to negotiate licenses to disputed rights from third parties. Although patent and intellectual property disputes in the technology area are often settled through licensing or similar arrangements, costs associated with these arrangements may be substantial and could include license fees and ongoing royalties, which could be prohibitively expensive. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could materially and adversely affect our business, results of operations and financial condition.

60. Our revenues and results of operations fluctuate depending on many factors, particularly on the timing of sales, and can vary significantly from period to period, which could adversely affect our results of operations and could cause our share price to decline.

In India, WTGs sales have tended to be higher during the second and fourth quarters of each fiscal year. We believe that this is primarily for two reasons, namely commissioning of WTGs in time to take advantage of the high wind season and the availability of accelerated depreciation prior to the end of the fiscal year or half year. Because we have operated only in India, a large portion of our revenue is generated, and a large portion of our cost of materials is incurred, during the second and fourth quarters. However, a significant portion of our overhead expenses cannot be adjusted for seasonal variations in business activity. As a result, a reduction in sales revenue in one quarter may have a disproportionately adverse effect on our results of operations in such quarter. Our revenues and results of operations may therefore vary significantly in the future from period to period. Therefore, we believe that period-to-period comparisons of our results of operations may not be necessarily meaningful and may not be relied upon as an indication of our future performance. Furthermore, it is possible that in the future some of our results of operations may be below the expectations of market analysts and our investors, which could cause the price of our Equity Shares to decline significantly.

It is possible that seasonal variations in our revenue generation and cost incurrence will be affected by market developments. For example, independent power producers, or IPPs, tend to be focused on maximizing generation based incentive (GBI) rather than accelerated depreciation and are therefore less focused on commissioning WTGs during the second and fourth quarters as compared with our other customers. To the extent IPPs represent an increasing proportion of our customer base going forward, the historical trend of generating a large portion of our revenues, and incurring a large portion of our costs (other than our overhead expenses, a significant portion of which cannot be adjusted for seasonal variations), during the second and fourth quarters may not continue. Any fluctuation in our revenues generated and costs incurred, whether due to seasonal factors or otherwise, could materially and adversely affect our business, results of operations and financial condition.

61. Any downgrade of our indebtedness by ratings agencies could adversely impact our business, financial condition and results of operations.

We have in the past been subject to a ratings downgrade by a ratings agency. On June 12, 2013, the short-term rating for our banking facilities and commercial paper was downgraded by CRISIL Ratings from “CRISIL A1” to “CRISIL A2+”. In the “Rating Rationale” with respect to the downgrade, CRISIL cited deterioration in our liquidity over the past year because of an increase in our working capital requirements resulting from a large inflow of orders and CRISIL noted that our debtor days increased to 172 days as of March 31, 2013 from 43 days as of March 31, 2012. Our most recent short-term rating for our banking facilities from CRISIL was “CRISIL A1” as of December 31, 2014. We cannot assure you that our indebtedness will not be subject to further downgrades in the future. Any such downgrade could have a material adverse effect on our ability to raise financing for our business and the cost and terms of any financing that we do raise, which could have a material adverse effect on our business, financial condition and results of operations.

62. Any failure in our information technology systems could adversely impact our business.

We have implemented an integrated information technology system throughout our Company. Any failure in our information technology systems could disrupt our ability to track, record and analyze work in progress or cause loss of data and disruption to our operations, including an inability to assess the progress of our projects, process financial information or manage creditors/debtors or engage in normal business activities. Any such disruption could have an adverse effect on our business.

63. We cannot assure you that we will make dividend payments.

We may not pay dividends to shareholders. Such payments will depend upon a number of factors, including our results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions including our debt covenants, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

64. Our ability to allot Equity Shares in the Issue is dependent upon receipt of Bids equivalent to at least 25% of the Net Issue from Mutual Funds and/or Insurance Companies.

Our Company and the Selling Shareholders shall proceed with Allotment of Equity Shares in the Issue, amongst other conditions mentioned in this Red Herring Prospectus, only if Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are obtained from Mutual Funds and/or Insurance Companies. In the event such sufficient number of Bids is not received from Mutual Funds and Insurance Companies, our Issue may fail even though we may otherwise receive full subscription in the Issue, and consequently, we may not be able to Allot the Equity Shares.

EXTERNAL RISK FACTORS

65. Our business is dependent on economic growth in India.

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affects agricultural production. For example, in the monsoon of 2009 several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries including the power generation and power generation equipment manufacturing sector. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

66. If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected.

In recent years, India’s wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the price of transportation, wages, raw materials or any other expenses. In particular, the prices of raw materials required for construction of our projects are subject to increase due to a variety of factors beyond our control, including global commodities prices and economic conditions. If this trend continues, we may be unable to reduce our costs or pass our increased costs on to our customers and our results of operations and financial condition may be materially and adversely affected.

67. Fluctuation in the value of the Rupee against foreign currencies may have an adverse effect on our results of operations.

While all of our revenues will be denominated in Rupees, we enter into certain agreements, and may enter into additional agreements in the future, including agreements to acquire raw materials, and components and capital equipment, which are denominated in foreign currencies and require us to bear the cost of adverse exchange rate movements. In particular, we acquire ECS from a supplier based in the United States (pursuant to contracts denominated in Euros) and gearboxes from suppliers located in China (pursuant to contracts denominated in U.S. Dollars) and the Czech Republic (pursuant to contracts denominated in Euros), and a significant portion of our planned capital expenditures will be denominated in foreign currencies, including U.S. Dollars, Euros and British pounds. Royalties and technology fees that we are required to pay pursuant to our technology licenses are denominated in Euros and British pounds. Accordingly, any fluctuation in the value of the Rupee against these currencies will affect the Rupee cost to us of servicing and repaying any obligations we may incur that expose us to exchange rate risk. Furthermore, in the event that we commence exports of WTGs and/or providing services to customers outside of India, the relevant portion of our revenues would most likely be denominated in a foreign currency. We may enter into currency or other hedging contracts or financial arrangements in the future to minimize our exposure to exchange rate fluctuations. However, we cannot assure you that we will be able to do so on commercially reasonable terms or that any such agreements we enter into will protect us fully against these risks. While appreciation of the Rupee against foreign currencies may improve our results of operations and financial condition, if we are unable to recover the costs of foreign exchange variations through our revenues, the depreciation of the Rupee against foreign currencies may adversely impact our results of operations and financial condition.

68. The extent and reliability of India's infrastructure could adversely impact our results of operations and financial conditions. Any disruption in the supply of power, raw materials and telecommunication or other services could disrupt our business process or subject us to additional costs.

India's physical infrastructure is less developed than that of many developed nations. Any congestion or disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. Disruption in basic infrastructure could negatively impact our business since we may not be able to procure raw materials on time, ship finished goods as per schedule and provide timely and adequate operation and maintenance and other services to our clients. We do not maintain business interruption insurance and may not be covered for any claims or damages if the supply of power, raw materials and telecommunication or other services are disrupted. This may result in the loss of customer, impose additional costs on us and have an adverse effect on our business, financial condition and results of operations.

69. We are substantially dependent on revenues from sales to Indian customers. Changes in or termination of policies of state governments in India that encourage investment in power projects, including renewable energy projects, may have a material adverse effect on wind power projects and our business.

Since our incorporation, all of our revenues have been derived from Indian customers. We anticipate that the contribution of revenues from Indian customers will continue to comprise a substantial portion of our total revenues. Consequently, our future success, to a large extent, will depend on continued demand for and market acceptance of our WTGs in India, our ability to provide turnkey wind power solutions and the overall Indian market for renewable energy sources. Competition, technological change and changes in government policies or incentives, as well as other factors, could reduce demand for, or market acceptance of, our WTGs and this could have a material adverse effect on our business, financial condition and results of operations.

Several state governments in India have adopted policies that encourage investment in wind power projects. Among these policies is the ability of companies to establish captive power generating facilities with relatively low wheeling charges imposed by SEBs, exemption from cross-subsidy surcharge and electricity duty, as well as allowing private sector power generating facilities to sell electricity directly to third parties. Given the intermittent nature of power generated using wind energy, certain state policies also provide facilities for banking and evacuation of power. As a result, many entities, particularly those with high power usage, have established generating facilities, including facilities utilizing wind energy by installing WTGs. Many of our key customers have purchased WTGs and participated in wind farm projects due to incentives provided by the state policies.

Any withdrawal of such policies could adversely affect the demand for wind power and thereby adversely affect our business, financial conditions and result of operations.

70. Significant differences exist between Indian GAAP and other accounting principles, such as and IFRS, which may be material to investors' assessment of our financial condition.

The financial data included in this Red Herring Prospectus has been prepared in accordance with Indian GAAP. There are significant differences between Indian GAAP and IFRS. We have not attempted to explain those differences or quantify their impact on the financial data included herein and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

71. The mandatory adoption of IFRS may have a material adverse effect on our results of operations.

The Institute of Chartered Accountants of India, the accounting body that regulates the accounting firms in India, had announced a road map for the adoption of and convergence with the IFRS, pursuant to which some public companies in India were to be required to prepare their annual and interim financial statements under Indian GAAP converged with IFRS. On March 3, 2011, the Central Government in consultation with National Advisory Committee on Accounting Standards ("NACAS"), prescribed accounting standards converged with IFRS, called Indian Accounting Standards (Ind-ASs) to be applied by certain classes of companies from a date which is yet to be notified. We will be covered in the first phase of convergence. However, pending notification for date of adoption, we have not determined, the impact that such adoption will have on its financial reporting. There can be no assurance that our financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under IFRS than under Indian GAAP. As we transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. There can be no assurance that our adoption of IFRS and any failure to successfully adopt IFRS will not have a material adverse effect on our reported results of operations and financial condition.

72. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have recently come into effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offering documents, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in futures trading. We are also required to spend, in each financial year, at least 2% of our average net profits during three immediately preceding financial years towards corporate social responsibility activities. Further, the Companies Act, 2013 imposes greater monetary and other liability on us and our directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to the limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

73. *Our performance is linked to the stability of policies and the political situation in India.*

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

Since 1991, successive Indian governments have pursued policies of economic liberalization and financial sector reforms. The current Government has announced its general intention to continue India's current economic and financial sector liberalization and deregulation policies. However there can be no assurance that such policies will be continued and a significant change in the government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, prospects, financial condition and results of operations.

Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the power generation and power generation equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

74. *There is no guarantee that the Equity Shares will be listed on the BSE and the NSE in a timely manner, or at all.*

In accordance with Indian law and practice, permission for listing of the Equity Shares will not be granted until after those Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the BSE and/or the NSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

75. *After the Issue, the price of our Equity Shares may become highly volatile and an active trading market for our Equity Shares may not develop.*

The price of our Equity Shares on the Stock Exchanges may fluctuate after the Issue as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance or those of GFL or other Inox Group companies; performance of our competitors; the perception in the market with respect to wind power and other renewable energy sources; adverse media reports about us or the Indian renewable power sector or the power sector generally; changes in the estimates of our, GFL or other Inox Group companies, performance or recommendations by financial analysts; changes to the market price of the listed shares of GFL or Inox Leisure Limited; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal regulations. There has been no public market for the Equity Shares of our Company and the price of the Equity Shares may fluctuate after the Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue, or that the price at which the Equity Shares are issued will correspond to the price at which the Equity Shares will trade in the market subsequent to the Issue.

76. *Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business.*

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

77. If communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy and our business.

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income.

The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighboring countries are particularly threatening because India and certain of its neighbors possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

78. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- Catastrophic loss of life due to natural or man-made disasters could cause us to pay benefits at higher levels and/or materially earlier than anticipated and could lead to unexpected changes in persistency rates.
- A natural or man-made disaster, could result in losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.
- Pandemic disease, caused by a virus such as the “Ebola” virus, H5N1, the “avian flu” virus, or H1N1, the “swine flu” virus, could have a severe adverse effect on our business. The potential impact of a pandemic on our results of operations and financial position is highly speculative, and would depend on numerous factors, including: the probability of the virus mutating to a form that can be passed from human to human; the rate of contagion if and when that occurs; the regions of the world most affected; the effectiveness of treatment of the infected population; the rates of mortality and morbidity among various segments of the insured versus the uninsured population; our insurance coverage and related exclusions; and many other variables.

79. Terrorist attacks and other acts of violence or war involving India and other countries could adversely affect the financial markets, result in a loss of business confidence and adversely affect our business, prospects, financial condition and results of operations.

There has recently been an increase in the frequency and scale of terrorism in India and globally. In November 2008, terrorists attacked two hotels, a railway station, restaurant, hospital, and other locations in Mumbai causing casualties. In July 2006, a series of seven explosions were launched by extremists on commuter trains and stations in India. Though most of the projects we implement are in remote rural areas which are typically not the target of terrorism, our business, like other businesses, is vulnerable to terrorism, whether due to physical damage, reduced usage or increased fuel, insurance or other costs. Terrorism is inherently unpredictable and difficult to protect against. Moreover, even the threat or perception of terrorism can have devastating economic consequences. Almost all of our insurance policies specifically exclude recovery for damage that results from terrorism. Any damage to any of our businesses as a result of actual or perceived terrorist activities could reduce our revenues and/or increase our costs, which would adversely affect our business, results of operations and financial condition.

80. Financial instability in Indian financial markets could materially and adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other

countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

81. It may not be possible for you to enforce any judgment obtained outside India against us, our management or any of our respective affiliates in India, except by way of a suit in India on such judgment.

We are incorporated under the laws of India and all our Directors and executive officers reside in India. All our assets, and the assets of our Directors and officers, are also located in India. As a result, you may be unable to effect service of process outside of India upon us and such other persons or entities; or enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities.

Section 44A of the Civil Procedure Code, provides that where a foreign judgment has been rendered by a court in any country or territory outside India, which the Government of India has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. The United Kingdom has been declared by the Government of India to be a reciprocating territory for the purposes of section 44A. However, the United States has not been declared by the Government of India to be a reciprocating territory for the purposes of section 44A. A judgment of a court in the United States may be enforced in India only by a suit upon the judgment, subject to section 13 of the Civil Procedure Code and not by proceedings in execution. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. Generally, there are considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under FEMA to repatriate any amount recovered.

82. You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.

Under the Companies Act, a company incorporated in India must offer its holders of equity shares preemptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution unless we have obtained government approval to issue without such rights. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian would receive upon the sale of such securities, if any, and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by you, your proportional interest in us would be reduced.

83. Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins.

Wage costs in India have historically been significantly lower than the wage costs in the developed countries, which has been one of our competitive strengths. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our Company's, and our Indian competitors', profit margins. This could impact our performance, profit margins and may have a material adverse effect on our business.

84. You will not be able to immediately sell any of the Equity Shares you purchase in this Issue on the Stock Exchanges.

Under the SEBI Regulations, we are permitted to allot Equity Shares within 12 Working Days of the Bid/Issue Closing Date. Consequently, the Equity Shares you purchase in the Issue may not be credited to your book or dematerialized account with Depository Participants until 12 Working Days after the Bid/Issue Closing Date. You can start trading in the Equity Shares only after they have been credited to your dematerialized account and listing and trading permissions are received from the Stock Exchanges.

85. *The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.*

The Issue Price of our Equity Shares will be determined by our Company and the Selling Shareholder in consultation with the Managers through the Book Building Process. This price will be based on numerous factors refer to chapter “Basis for Issue Price” on page 115 and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Issue Price.

86. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder’s ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Following the Issue, our listed Equity Shares will be subject to a daily “circuit breaker” imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges will not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

87. *Additional sales of Equity Shares may dilute your holdings or adversely affect the market price of the Equity Shares.*

Any future issuance of our Equity Shares or securities linked to our Equity Shares may dilute holdings of our shareholders. After the completion of the Issue, our Promoter will own, directly and indirectly, a substantial majority of our outstanding Equity Shares. Sales of a large number of our Equity Shares by our Promoter could adversely affect the market price of our Equity Shares. Similarly, the perception that any such primary or secondary sale may occur could adversely affect the market price of our Equity Shares.

Prominent Notes:

1. Issue of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million, consisting of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹7,000 million by our Company and an Offer for Sale of 10,000,000 Equity Shares by the Selling Shareholder aggregating up to ₹[●] million. The Issue shall constitute [●] % of the fully diluted post issue paid-up equity share capital of our Company. The Fresh Issue and the Offer for Sale are together referred to as the “Issue”. The Issue includes a reservation of 500,000 Equity Shares in the Employee Reservation Portion. The Issue and the Net Issue will constitute [●] % and [●] %, respectively, of the post-Issue paid-up Equity Share capital of our Company.
2. Our Company and Selling Shareholder may, in consultation with the Managers, offer a discount of ₹[●] and ₹[●] to the Issue Price to Eligible Employees and Retail Discount.
3. The Net Worth of our Company was ₹4,197.91 million and ₹5,976.07 million on a restated consolidated basis as of March 31, 2014 and December 31, 2014, respectively. Further, the Net Worth of our Company was ₹4,297.03 million and ₹6,258.57 million on a restated unconsolidated basis as of March 31, 2014 and December 31, 2014, respectively.
4. The Net Asset Value per Equity Share was ₹20.99 and ₹29.88 on a restated consolidated basis as of March

31, 2014 and December 31, 2014, respectively and ₹21.49 and ₹31.29 on a restated unconsolidated basis as of March 31, 2013 and December 31, 2014 respectively. For further details, please refer to the chapter “Financial Statements” on page 220.

5. The average cost of acquisition per Equity Share by our Promoter is ₹2. For further details, please refer to the chapter “Capital Structure - Build-up of Promoter’s Shareholding, Promoter’s contribution and Lock-in” on page 88. The average cost of acquisition per Equity Share by our Promoter has been calculated by taking the average of the amounts paid by our Promoter to acquire Equity Shares.
6. During the period commencing from six months immediately preceding the date of filing of this Red Herring Prospectus through the date of this Red Herring Prospectus, no financing arrangements existed pursuant to which our Promoter, directors of our Promoter, Promoter Group, Directors or their relatives have financed the purchase of Equity Shares by any other person.
7. There has been no change in our Company’s name or in the object clause of the MOA since incorporation. For information on changes in our Registered Office, please refer to the chapter “History and Other Corporate Matters - Changes in the Registered Office” on page 175.
8. Except as disclosed in the chapter “Financial Statements - Restated Unconsolidated Statement of Related Party Transactions” on page 285, there have been no transactions between our Company, our Subsidiary, our Promoter and Group Companies or KMPs, that are related parties as per AS-18, during the last year. The details of transactions by our Company with our Promoters and Group Companies or KMPs, that are ‘related parties’ as per AS-18, during Financial Year 2013-14, including the nature and cumulative value of the transactions, are as follows:

Transactions during the period/year	In financial year 2013-14		
	Directors	Promoter	Promoter Group / Group Companies
Inter-corporate deposits given			
Inox Wind Infrastructure Services Limited	-	-	2,319.25
Inox Renewables Limited	-	-	1,511.09
Inox Renewables (Jaisalmer) Limited	-	-	17.00
Total	-	-	3,847.34
Inter-corporate deposits received back			
Inox Wind Infrastructure Services Limited	-	-	467.60
Inox Renewables Limited	-	-	1,932.10
Inox Renewables (Jaisalmer) Limited	-	-	17.00
Total	-	-	2,416.70
Interest received			
Inox Wind Infrastructure Services Limited	-	-	106.03
Inox Renewables Limited	-	-	69.75
Inox Renewables (Jaisalmer) Limited	-	-	1.06
Total	-	-	176.84
Purchase of goods and services			
Inox Wind Infrastructure Services Limited	-	-	68.31
Gujarat Fluorochemicals Limited	-	0.80	-
Total	-	0.80	68.31
Reimbursement of expenses paid / payments made on behalf of the Company			
Gujarat Fluorochemicals Limited	-	0.66	-
Inox Wind Infrastructure Services Limited	-	-	31.84
Inox Renewables Limited	-	-	-
Total		0.66	31.84
Reimbursement of expenses received / payments made on behalf by the Company			
Gujarat Fluorochemicals Limited	-	0.06	-
Inox Wind Infrastructure Services Limited	-	-	91.98
Inox Renewables Limited	-	-	0.13
Inox Renewables (Jaisalmer) Limited	-	-	10.37
Marut-Shakti Energy India Ltd	-	-	6.48

Transactions during the period/year	In financial year 2013-14		
	Directors	Promoter	Promoter Group / Group Companies
Total	-	0.06	108.96
Sales (net of sales return/cancellation and discounts)			
Gujarat Fluorochemicals Limited	-	5.96	-
Inox Renewables Limited	-	-	2,083.78
Inox Wind Infrastructure Services Limited	-	-	3.56
Total	-	5.96	2,087.34
Rent paid			
Gujarat Fluorochemicals Limited	-	2.70	-
Total		2.70	
Managerial Remuneration			
Mr. Devansh Jain	12.06	-	-
Mr. Rajeev Gupta	5.10	-	-
Total	17.16		
Advertisement services availed			
Inox Leisure Limited	-	-	2.87
Total			2.87

9. Any clarification or information relating to the Issue shall be made available by the Managers and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact any of the Managers who have submitted the due diligence certificate to SEBI for any complaints pertaining to the Issue.
10. All grievances pertaining to the Issue and all future communications in connection with queries related to Allotment, credit of Equity Shares, refunds, non-receipt of Allotment Advice and other post-Issue matters should be addressed to the Registrar to the Issue. All grievances relating to ASBA process may be addressed either to (i) the concerned member of the Syndicate and the relevant SCSB, in the event of a Bid submitted by an ASBA Bidder at any of the Syndicate ASBA Centres, or (ii) the Designated Branch of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidder, giving full details such as name, address of the Bidder, number of Equity Shares applied for, amount paid on application, in the event of a Bid submitted directly with a Designated Branch by an ASBA Bidder, in both cases with a copy to the Registrar to the Issue and (iii) the Non-Syndicate Registered Broker, in case of applications submitted by ASBA Bidders at the Non-Syndicate Broker Centres.

SECTION III: INTRODUCTION

INDUSTRY OVERVIEW

India is the fourth largest energy consumer in the world trailing only the United States, China and Russia. Despite overall increases in electricity consumption, India's per capita electricity consumption remains fairly low. As of March 2013, the per capita consumption was estimated to be 917.20 kWh which is lower than that of the developed countries and the other BRICS (Brazil, Russia, India, China and South Africa) countries.

India's generation capacity has grown from 85.80 GW as of March 1997 to 243.00 GW as of March 2014. As of March 2014, coal based projects account for approximately 59.80% of the total installed power generation capacity in India and renewable energy based projects account for approximately 12.10% of installed capacity. However, renewable energy's share of energy output is approximately 6% in India due to low capacity utilization.

Although there has been an increase in installed capacity, actual installations have been well below targets. Conventional fuel based capacity additions have faced challenges such as fuel supply shortfalls, land acquisition challenges, delays in state and environment clearances, equipment shortages in the market and difficulties with passing on higher costs of fuel to off-takers. At the same time, renewable energy capacity additions have exceeded planned targets. During the 11th Five Year Plan, 14.70 GW of renewal energy capacity was added against a target of 14.00 GW.

Despite an increase in generation capacity, a power supply deficit continues to exist in India. The average energy deficit and peak demand deficit for India over the past six years from the year ended March 31, 2008 to the year ended March 31, 2014 was in the range of 8.70% and 10.50% respectively.

The table below sets forth electricity demand and capacity addition targets as estimated by Central Electricity Authority and the Planning Commission of India for the 12th and the 13th Five Year Plan periods to meet growing energy requirements.

Organization	Year of projection	Electricity and peak load demand, BU /GW	
		by end of 12 th Five Year Plan	by end of 13 th Five Year Plan
National Electricity Plan - 2012 (Central Electricity Authority)	2012	1,354 / 199.5	1,904 / 283.5
18 th Electricity Power Survey (Central Electricity Authority)	2013	1,348 / 199.54	1,872 / 283.47
Planning Commission of India, (Electricity demand)	2012	1,403	1,993

Renewable Energy in India

Over the recent past conventional energy costs have been increasing even as fuel supply risks have spiked. As a result renewable energy technologies have become increasingly more viable and have been further supported by a number of fiscal and policy initiatives taken by the central and various state governments. During the past five years, approximately 17.23 GW renewable capacity has been added resulting in an increase in the share of renewable capacity on a percentage of total capacity from 9.8% in the year ended March 31, 2009 to 13.01% in the year ended March 31, 2014.

Under the National Action Plan on Climate Change (NAPCC), the Government of India has set a target of having 15% renewable energy in the electricity generation mix by 2020, implying a total installed base of approximately 100 GW of renewable energy generation capacity.

Despite the recent growth in expansion of renewable energy capacity, a large part of the country's renewable energy potential remains untapped. During the 12th Five Year Plan, the government of India aims to add 29.5 GW of renewable energy capacity.

Key Drivers for Renewable Energy

- Demand supply gap;
- Rising fossil fuel prices;

- Increase in marginal power purchase cost;
- Policy support including fiscal benefits;
- Feed-in Tariffs; and
- Kyoto protocol and CDM market.

The table below sets forth planned renewable energy generation capacity for the 12th and the 13th Five Year Plan periods.

Organization	12 th Five Year Plan			13 th Five Year Plan		
	Conventional	Wind	Other renewable energy	Conventional	Wind	Other renewable energy
Central Electricity Authority (GW)	76.5	15.0	15.0	77.0	20.0	25.0
Power Grid Corporation of India Limited (GW)	NA	30.4	9.9	NA	46.0	11.4

Challenges for the Indian Renewable Energy Sector

The renewable energy technology sector faces several impediments, including, among others, the high rate of interest for debt due to high capital expenditure requirements for the industry, challenges associated with land acquisition and clearance, and the lack of regulatory enforcement of renewable purchase obligations.

Wind Power Market

During 2013, global installed capacity for wind power increased by 12.50% to approximately 318.00 GW. India ranked at fifth position for cumulative installations with a 6.30% share and fourth position for annual installations with a 5% share at the end of 2013.

During the last 21 years, wind power capacity addition in India has taken place at a compounded annual growth rate (CAGR) of 32.87% from a modest installed capacity base of 54 MW in the year ended March 31, 1993 to 21.10 GW by March 2014.

Annual installation reached 3.2 GW during the year ended March 31, 2012. However, during March 31, 2013, wind installations came down to 1.7 GW mainly due to the withdrawal of accelerated depreciation and the discontinuation of GBI for wind power. However, the reintroduction of GBI for the year ended March 31, 2014, the annual installation reached 2.00 GW for the year ended March 31, 2014. Introduction of Accelerated Depreciation during 2014-15 is likely to further increase annual installations for the year ended March 31, 2015.

Among Indian states, Tamil Nadu ranks highest in wind power, both in terms of capacity installations and in terms of energy generation, with shares of 35% and 49%, respectively. Other states like Gujarat, Maharashtra and Rajasthan have seen significant growth in wind capacity addition during the last four to five years, mainly due to stable policy and regulatory regimes.

Projected Capacity of Wind Installations

The average capacity addition targeted or projected for next five years are in the range of 2.50 GW to 3.60 GW per year according to the estimates and projections of various government and private entities.

Changing Customer Profile

Larger size projects, especially 10 MW and above, are playing increasingly greater roles in the annual capacity additions. The average project size is increasing and large capacity projects with project sizes of 50 MW and above are becoming the norm especially for independent power producers.

WTG Manufacturing in India

The increased domestic demand for wind power in India has led to the growth of the WTG manufacturing business. WTG manufacturers either used self-developed machines or cooperated with global manufacturers to serve this growing market. This cooperation was either in the form of technical collaborations or joint ventures with subsidiaries of global manufacturers or license/sub-license arrangements.

Although more than 15 WTG manufacturers have set up manufacturing facilities with aggregate manufacturing capacity of approximately 12 GW per annum, for the year ended March 31, 2014, approximately 88% of total annual capacity installations were attributable to six manufacturers, including us, according to the WISE Report. Amongst the newer entrants, Gamesa India, Inox and Regen have gradually established themselves as leading WTG manufacturers in the country.

Key Success Factors

Advanced technology WTGs

With the emergence of wind IPPs, the focus has shifted towards utilizing higher efficiency technologies to maximize project returns. The historical trends show that megawatt scale turbines are becoming more popular as compared to smaller capacity turbines. The average WTG size for annual installations has increased gradually touching 805 kW during the year ended March 31, 2014. At the same time, with focus on developing low wind speed sites, WTGs suited to such conditions are being preferred. The technology in India is moving towards bigger rotor diameters with better aerodynamic design, lighter blades and higher hub heights. These developments have taken place in context of extracting wind energy with lowest cost of energy from the low wind pockets prevalent in India.

Ability to offer turnkey solutions

In India, for wind power development, the 'turnkey' solution approach is preferred by wind farm developers and small investors since they don't have in-house capabilities to undertake project development on a large scale. Although recently a few large customers /independent power producers have initiated in-house project development activities, a majority of capacity addition is expected to continue to be driven by 'turnkey' solution providers, at least over the short to medium term.

Identification of wind potential areas and acquisition of land

An integral part of the 'turnkey' solution approach is to have a ready inventory of project sites. To offer 'turnkey' solutions which is a prevailing business model in India, having a land bank of potential wind sites is considered as one of the key parameter for success in the Indian wind power business. It is also to be noted that most of the class I and II type sites are already explored and occupied. The development focus is shifting towards class-II/III types of sites, which are low wind speed sites.

Efficient management of working capital

WTG manufacturing typically entails large requirements of working capital. In the coming years, WTG manufacturers with well capitalised balance sheets are likely to be in a position to manage their working capital requirements and effectively manage growth of the wind turbine business.

Annual maintenance contract for Operations and Maintenance (O&M)

With the emergence of larger customers, the reliance on O&M has increased. Wind independent power producers typically seek operational efficiencies to improve profitability and typically rely on the OEMs to manage wind farms including regular maintenance, replacement of worn out parts and spares management.

SUMMARY OF OUR BUSINESS, STRENGTHS AND STRATEGY

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements and/ or restated audited financial statements prepared under Indian GAAP, and restated in accordance with the SEBI ICDR Regulations.

We are one of India's leading wind power solutions providers. We manufacture wind turbine generators, or WTGs, and provide turnkey solutions by supplying WTGs and offering services including wind resource assessment, site acquisition, infrastructure development, erection and commissioning, and also long term operations and maintenance of wind power projects.

Our Company was incorporated in April 2009, commenced operations in March 2010. We manufacture the key components of WTGs in-house with a view to ensuring high quality, advanced technology and reliability and maintaining cost competitiveness. We have facilities dedicated to manufacturing nacelles, hubs, rotor blade sets and towers. We manufacture nacelles and hubs at our Una Unit, located in the Una district of Himachal Pradesh. Our rotor blade manufacturing facility and our tower manufacturing facility are housed in our Rohika Unit, located in the Ahmedabad district of Gujarat. We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh to produce nacelles and hubs, rotor blade sets and towers. We have established relationships with leading suppliers for raw materials, such as steel and epoxy, and those components that we do not manufacture in-house, such as gearboxes, electric control systems (ECS) and generators.

Our 2 MW WTGs have been designed and developed after due assessment of wind site qualities and conditions across low wind resource locations such as those in India. We have a perpetual license from AMSC Austria GmbH (formerly Windtec GmbH), or AMSC, a leading wind energy technology company based in Austria, to manufacture 2 MW WTGs in India based on AMSC's proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. In addition to our license in India, we also have a non-exclusive license to manufacture 2 MW WTGs outside India based on AMSC's proprietary technology. We also have non-exclusive licenses from WINDnovation Engineering Solutions GmbH (based in Germany), or WINDnovation, for custom-made rotor blade sets. Our technology licenses are subject to certain limitations which are described under "Business - Technology" on page 138.

Our product is the WT 2000 DF WTG, which we currently produce with a 93.3 meter rotor diameter (when the blades are attached to the hub) and tower height and hub height of 78 meters and 80 meters. The design of our WT 2000 DF 93.3 meter rotor diameter WTG with tower height and hub height of 78 meters and 80 meters is certified by DEWI OCC and Germanischer Lloyd Wind Energy GmbH (GL), both of which are Germany-based certifiers of wind turbines, in accordance with the GL Guidelines. We recently commenced production of the WT 2000 DF WTG with a 100 meter rotor diameter and hub heights of 80 meters and 92 meters, depending on the needs of our customers. The designs of our WT DF 100 meter rotor diameter WTG with hub heights of 80 meters and 92 meters have been certified by DEWI OCC and TUV-SUD, a global testing, certification, inspection and training provider, in accordance with GL Guidelines. Our manufacturing facilities are certified by TUV-SUD under ISO 9001:2008 with respect to quality systems, ISO 14001:2004 with respect to safety and the environment and OSHAS 18001:2007 with respect to occupational health and safety management system. In addition, the weld shop in our tower manufacturing facility is certified by TUV-SUD under EN ISO 3834-2.

Through our wholly owned subsidiaries, Inox Wind Infrastructure Services Limited ("IWISL") and Marut-Shakti India Limited ("MSEIL") we provide turnkey solutions for wind farm projects. These services include wind resource assessment, site acquisition, project development, erection and commissioning, and also long term operations and maintenance of wind power projects. We have acquired or expect to acquire access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and we expect to have access to Wind Sites Under Acquisition in Rajasthan, Gujarat, Andhra Pradesh, and Madhya Pradesh, which we estimate are suitable for the installation of an aggregate of 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development.

For the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013 and 2012, respectively, we produced and sold 190, 165, 99 and 60 WTGs of 2 MW each; our total revenue was ₹17,949.79 million, ₹15,763.42 million, ₹10,636.76 million and ₹6,219.96 million; and our profit after tax was ₹1,793.14 million, ₹1,314.60 million, ₹1,504.22 million and ₹998.41 million. For the nine months ended December 31,

2014 and the years ended March 31, 2014 and 2013, respectively, we erected and commissioned 90, 75 and 77 WTGs. We did not provide installation services prior to the year ended March 31, 2012.

As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be cancelled or reduced or result in revenues or that we will receive payment as per the indicative terms of any such orders. Furthermore, our binding agreements may be subject to contingencies, such as the timing and receipt of necessary government authorizations, or financing conditions which provide that the agreements can be terminated without penalty in the event the customer cannot obtain financing for the project. Please refer to “*Risk Factors – Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations*” on page 21.

We are part of the Inox Group, which operates in various businesses, including industrial gases, engineering plastics, refrigerants, chemicals, cryogenic engineering, renewable energy and entertainment sectors.

Our Competitive Strengths

We believe that the following are our principal competitive strengths:

- **Ability to provide turnkey solutions for wind farm projects in India.** Based on our experience of working with customers in India, we believe many customers prefer not to engage in Wind Site acquisition and other processes associated with the development of wind farm projects. Our Company, together with our wholly-owned subsidiaries, IWISL and MSEIL, provides turnkey solutions for wind farm projects. These services include wind resource assessment, site acquisition, infrastructure development, erection and commissioning and long term operations and maintenance of wind power projects.
- **High quality WTGs based on sophisticated technology and design.** We manufacture the major components of our WTGs, including nacelles, hubs, rotor blade sets and towers, at our in-house facilities. We have a perpetual license from AMSC, a leading wind energy technology company based in Austria, to manufacture 2 MW WTGs in India based on AMSC’s proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. According to the December 2014 performance letter that we received from AMSC, more than 9,300 WTG units worldwide, with more than 15,000 MW of aggregate production capacity, are installed based on AMSC technology. We also have a non-exclusive license from WINDnovation for custom-made rotor blade sets. Our Type Class III-B 2 MW WTGs have been designed and developed after due assessment of wind site qualities and conditions across low wind resource locations, such as those in India. Our WTGs are designed and developed with a view to achieving efficient power curves, improved up-times and reducing operations and maintenance costs. Our technology licenses are subject to certain limitations which are described under “*Business – Technology*” on page 138.
- **Strong order book and ready pipeline of Project Sites.** As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be

cancelled or reduced or result in revenues or that we will receive payment as per the indicative terms of any such orders. Furthermore, our binding agreements may be subject to contingencies, such as the timing and receipt of necessary government authorizations, or financing conditions which provide that the agreements can be terminated without penalty in the event the customer cannot obtain financing for the project. Please refer to “*Risk Factors – Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations*” on page 21. We have acquired access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and expect to have an access to Wind Sites Under Acquisition in the states of Rajasthan, Gujarat, Andhra Pradesh, and Madhya Pradesh, which we estimate are suitable for the installation of an aggregate of 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development and have commenced development of shared services infrastructure, including transmission infrastructure. Please refer to “*Business – Our Inventory of Wind Sites*” on page 152. In September 2013 we acquired Marut-Shakti Energy India Limited, or MSEIL, a company that is engaged in the development of wind power projects and has been allotted Project Sites with aggregate capacity of 85 MW in Madhya Pradesh, which are included in our inventory of Project Sites, and has also applied for the registration of Wind Sites Under Acquisition with aggregate capacity of 80 MW in Madhya Pradesh.

- ***Efficient cost structure.*** We manufacture the key components of our WTGs in-house. We believe that this helps ensure cost competitiveness, cost-effective logistics and attractive margins. Our license to use AMSC technology reduces our research and development expenses and we operate with a strong focus on controlling operating and financing costs. We have split up our existing manufacturing activities with a view to ensure cost-efficiency. Our existing rotor blade and tower manufacturing facilities are located at our Rohika Unit in Gujarat, which is located adjacent to a highway to facilitate easier handling during transportation to Wind Sites and sea ports, and in relatively close proximity to the states that we believe offer good potential in terms of wind energy production, such as Rajasthan, Gujarat, Maharashtra and Madhya Pradesh. Because nacelles and hubs are more easily transported than rotor blade sets and towers, we currently manufacture nacelles and hubs at our Una Unit in Himachal Pradesh, in order to benefit from certain tax incentives. We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh to produce nacelles and hubs, rotor blade sets and towers in close proximity to projects in Madhya Pradesh and Rajasthan. In addition, based on our operating and financial performance, we believe that our cost structure is among the most competitive in the wind turbine manufacturing industry. For example, we believe that our operating and net margins are relatively high and that our operating and total cost per MW is relatively low compared to a number of major wind turbine manufacturers inside and outside of India.
- ***Strong management team.*** Our senior management has extensive experience in the quality, engineering, supply chain management, manufacturing, marketing, project development and maintenance of WTGs. Each of our senior managers in charge of these functions has an average of more than ten years of experience in their respective fields and considerable experience in the wind energy industry.
- ***Recognized and trusted corporate group.*** We are a member of the Inox Group, which commenced operations in 1923 and currently operates in the industrial gases, engineering plastics, refrigerants, chemicals, cryogenic engineering, renewable energy and entertainment sectors. The Inox Group, which includes two publicly-listed companies, namely Gujarat Fluorochemicals Limited, or GFL, and Inox Leisure Limited, is a market leader in various industries in India. Our promoter, Gujarat Fluorochemicals Limited, or GFL, has been a pioneer of carbon credits in India and has been among the largest generators of carbon credits globally. GFL is also the largest producer by volume of refrigerants and polytetrafluoroethylene (PTFE), a synthetic fluoropolymer, in India. We believe Inox is a recognized and trusted brand in India. The Inox Group employs more than 8,000 people at more than 100 business units across India, with a distribution network spread across more than 50 countries around the world. We believe that the Inox Group’s long history, business relationships and financial stability instill confidence in our customers who prefer dependable and established suppliers for long-term projects such as wind farms.

Our Business Strategy

We seek to establish ourselves as a leading provider of integrated wind energy solutions in India and to expand into markets globally. We intend to accomplish this by:

- ***Expanding and improving our existing manufacturing facilities.*** We have in-house facilities dedicated to

manufacturing the major components of a WTG, including nacelles, hubs, rotor blade sets and towers. We manufacture nacelles and hubs at our Una Unit. Our rotor blade manufacturing facility and our tower manufacturing facility are located at our Rohika Unit. We have entered into license agreements with WINDnovation to allow us to manufacture rotor blade sets with rotor diameters of 100 meters and 113 meters. The amount of power that can be generated by a WTG is partly a function of the swept area, which is a function of the rotor blade diameter. Rotor blade sets with rotor diameters of 100 meters and 113 meters have a larger swept area than the 93.3 meter rotor blade sets that we currently produce and are therefore capable of generating more power. We intend to apply a portion of the proceeds of this Issue to expand and improve our manufacturing facilities to meet expected increased demand for our WTGs based on our recent introduction of rotor blade sets with rotor diameters of 100 meters and planned introduction of rotor blade sets with rotor diameters of 113 meters. For example, we intend to expand the capacity of the rotor blade manufacturing facility at our Rohika Unit from the current capacity of 256 rotor blade sets to 400 rotor blade sets per annum, including adding the capability to produce rotor blade sets with rotor diameters of 113 meters. We also intend to expand the capacity of the tower manufacturing facility at our Rohika Unit from the current capacity of 150 towers per annum to 300 towers per annum. In addition, we intend to invest in new equipment at our Una Unit with a view to optimizing the capacity of our nacelle and hub manufacturing facility. Please refer to “*Objects of the Issue – Una Unit*” on page 106.

- ***Constructing a new integrated manufacturing facility at Barwani, Madhya Pradesh.*** We are in the process of constructing a new integrated manufacturing unit at Barwani, Madhya Pradesh to manufacture nacelles and hubs, rotor blade sets and towers. We have obtained the approval of the Secretariat for Industrial Assistance, or SIA, of India’s Ministry of Commerce and Industry for the proposed additional annual production capacity of 400 nacelles and hubs, 400 rotor blade sets and 300 towers for this facility, which we refer to as our Barwani Unit. We have been allotted 170,000 square meters of land in the Industrial Area, Relwa Khurd, Barwani District, Madhya Pradesh, for a period of 30 years by Madhya Pradesh Audyogik Kendra Vikas Nigam (Indore) Limited for construction of this plant. Our rights in this land are eligible to be extended for a further 69 years pursuant to the terms of the Madhya Pradesh Industrial Land and Industrial Shed Management Rules, 2008. The projected cost of construction of the proposed Barwani Unit is approximately ₹2,000 million, which we intend to fund with internal accruals and bank financing. We commenced construction of our proposed Barwani Unit in November 2014 and the facility is expected to commence production during Financial Year 2015-2016. After giving effect to the expansion of our existing manufacturing facilities and the construction of our proposed Barwani Unit, our total production capacity is expected to be 950 nacelles and hubs, 800 rotor blade sets and 600 towers.
- ***Increasing our inventory of Project Sites.*** We have acquired access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and expect to have access to Wind Sites Under Acquisition in the states of Rajasthan, Gujarat, Madhya Pradesh, Andhra Pradesh and Madhya Pradesh, which we estimate are suitable for the installation of an aggregate of 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development. As part of our strategy to provide turnkey solutions for wind farm projects, we intend to continue to pursue further Wind Site acquisition and development opportunities to replenish and expand our inventory of Wind Sites. Please refer to “*Business- Our Inventory of Wind Sites*” on page 152.
- ***Improving the cost-efficiency of generating power from wind energy while maintaining high quality standards and project execution capabilities.*** We aim to continue to improve the cost-efficiency of power generation from wind energy by reducing the cost of generating electricity per kWh from our WTGs. We plan to achieve this goal by offering our customers more advanced WTGs with improved power curves, such as our newly introduced WTGs of 100 meter rotor diameter and our proposed WTGs of 113 meter rotor diameter, higher machine availability times, identifying Wind Sites which offer wind conditions that are optimal for WTG installations and reducing the costs of manufacturing, infrastructure, operations and maintenance through economies of scale.
- ***Continuing to consolidate our position in the Indian market and grow outside of India.*** We intend to develop our customer relationships and enter into agreements with the large independent wind power producers to ensure a steady expansion of capacity installations. According to the WISE Report, India represented the fifth largest WTG market in the world, after China, the United States, Germany and Spain, based on absolute capacity additions in calendar year 2013. To further expand our business, we intend to pursue international growth opportunities, which may involve the establishment of offices and production facilities outside of India. Our WT 2000 DF 93.3 meter rotor diameter WTG has a tower height of 78 meters and a hub height of 80 meters. We recently commenced production of our WT 2000 DF 100 meter

rotor diameter WTG with a tower height and hub height of 78 meters and 80 meters, respectively, or 90 meters and 92 meters, respectively, depending on the needs of our customers. Furthermore, we have the option to purchase rights to produce rotor blade sets with rotor diameters of 80 meters and 86 meters and we have the capability to manufacture towers that are 68 meters and 98 meters in height. We have also licensed rights to produce our WT 2000 DF with a rotor diameter of 113 meters. Our WTGs are designed to operate in a variety of climatic conditions and to produce power for 50 Hz. We believe that the adaptability of our WTG design positions us well to expand outside of India when appropriate opportunities arise. We will also evaluate potential acquisition targets and alliance partners that offer an opportunity to grow our business and/or expand our capabilities.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from:

- The audited consolidated financial statements, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations as of and for the year ended March 31, 2013 and March 31, 2014 and for the nine months ended December 31, 2014; and
- The audited unconsolidated financial statements of the Company, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations as of and for the years ended March 31, 2010, 2011, 2012, 2013 and 2014 and for the nine months ended December 31, 2014.

The financial statements referred to above are presented under the section "Financial Statements" on page 220.

The summary financial information presented below should be read in conjunction with these financial statements, the notes thereto and the sections "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 220 and 290, respectively.

Restated consolidated statement of assets and liabilities

(₹ in million)

Particulars	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
A Non-current assets				
(a) Goodwill on consolidation	16.46	16.46	16.46	-
(b) Net Fixed Assets				
(i) Tangible Assets	1,518.68	1,585.82	1,561.45	1,396.63
(ii) Intangible Assets	140.97	167.23	160.78	169.35
(iii) Capital work-in-progress	452.40	154.79	254.61	40.70
	2,112.05	1,907.84	1,976.84	1,606.68
(c) Non-Current Investments	0.02	0.02	0.02	0.02
(d) Deferred tax assets (Net)	147.71	52.88	60.63	0.07
(e) Long-term loans and advances	1,005.42	789.43	911.54	625.18
(f) Other non-current assets	123.03	47.89	32.60	-
Total non-current assets	3,404.69	2,814.52	2,998.09	2,231.95
B Current assets				
(a) Current Investments	-	450.00	450.00	-
(b) Inventories	3,118.56	2,342.28	2,706.80	794.53
(c) Trade receivables	12,513.81	6,128.96	7,099.74	5,002.17
(d) Cash and bank balances	189.19	19.25	40.18	15.16
(e) Short-term loans and advances	2,400.53	1,486.60	1,116.48	1,338.83
(f) Other Current assets	272.96	104.43	376.97	118.97
Total current assets	18,495.05	10,531.52	11,790.17	7,269.66
Total assets (A + B)	21,899.74	13,346.04	14,788.26	9,501.61
C Non-current liabilities				
(a) Long-term borrowings	575.00	600.00	550.00	1,312.50
(b) Deferred tax liabilities (Net)	186.81	215.88	211.74	195.47
(c) Other Long term liabilities	24.00	24.00	24.00	24.00
(d) Long-term provisions	23.47	11.89	13.79	8.36
Total non-current liabilities	809.28	851.77	799.53	1,540.33
D Current liabilities				
(a) Short-term borrowings	6,712.93	4,729.48	4,254.01	2,054.86
(b) Trade payables	5,742.32	2,250.14	4,228.11	2,278.41
(c) Other current liabilities	2,534.43	1,736.18	1,273.47	646.19
(d) Short-term provisions	124.71	35.94	35.23	26.12

Particulars	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Total current liabilities	15,114.39	8,751.74	9,790.82	5,005.58
Total liabilities (C + D)	15,923.67	9,603.51	10,590.35	6,545.91
Net Worth (A + B - C - D)	5,976.07	3,742.53	4,197.91	2,955.70
E Represented by				
(a) Share capital				
Equity share capital	2,000.00	2,000.00	2,000.00	400.00
(b) Reserves and surplus				
Capital reserve	3.00	3.00	3.00	3.00
Surplus in the statement of profit and loss	4,059.59	1,805.52	2,267.31	2,552.70
	4,062.59	1,808.52	2,270.31	2,555.70
Less: Miscellaneous expenditure (to the extent not written off or adjusted) - IPO Expenses	(86.52)	(65.99)	(72.40)	-
	3,976.07	1,742.53	2,197.91	2,555.70
Net worth	5,976.07	3,742.53	4,197.91	2,955.70

Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated consolidated financial information (Annexure V)

Restated consolidated statement of profit and loss

(₹ in million)

Particulars	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Income				
Revenue from Operations				
- Sale of Products	16,213.30	8,580.04	13,734.06	9,484.82
- Sale of Services	1,525.14	135.37	1,755.89	1,009.84
- Other Operating Income	56.49	58.51	182.10	94.44
Other Income	154.86	79.40	91.37	47.66
Total (a)	17,949.79	8,853.32	15,763.42	10,636.76
Expenses:				
Cost of Materials Consumed	11,652.82	6,488.44	10,527.51	6,876.46
Changes in Inventories of finished goods & work-in-progress	(126.64)	(704.36)	(1,130.66)	(87.27)
EPC, O&M, Common Infrastructure Facility and Site Development expenses	1,725.92	564.17	2,734.33	941.45
Employee Benefits Expense	391.11	293.50	384.33	249.84
Other expenses	1,323.53	938.16	1,418.91	643.87
Less: Expenditure capitalised	-	(13.86)	(17.41)	-
Total (b)	14,966.74	7,566.05	13,917.01	8,624.35
Restated profit before interest, depreciation & amortization and tax (a - b)	2,983.05	1,287.27	1,846.41	2,012.41
Depreciation and amortization expense	147.25	86.28	116.09	89.00
Restated operating profit before interest and tax	2,835.80	1,200.99	1,730.32	1,923.41
Finance costs	464.48	380.05	460.01	386.65
Restated profit before tax	2,371.32	820.94	1,270.31	1,536.76
Tax expense:				
Current tax	689.89	206.93	306.98	313.33
MAT Credit Entitlement	-	(206.93)	(306.98)	(300.13)
Deferred tax charge/(credit)	(111.71)	(31.88)	(44.29)	19.34
Total tax expense	578.18	(31.88)	(44.29)	32.54
Restated profit after tax	1,793.14	852.82	1,314.60	1,504.22
<i>Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated consolidated financial information (Annexure V)</i>				

Restated consolidated statement of cash flows

(₹ in million)

Particulars	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Cash flow from operating activities				
Net Profit before tax	2,371.32	820.94	1,270.31	1,536.76
Adjustments for:				
Depreciation & Amortization	147.25	86.28	116.09	89.00
Interest income	(64.49)	(63.95)	(74.86)	(46.23)
Dividend income	-	-	-	(1.43)
Profit on sale of non-current investments	(40.02)	-	-	-
Profit on sale of current investments	-	(15.45)	(15.45)	-
Provision for doubtful advances	-	-	2.00	-
Finance costs	464.48	380.05	460.01	386.65
Unrealised Foreign Exchange (gain)/loss (net)	78.16	57.08	77.78	(25.99)
Operating profit before working capital changes	2,956.70	1,264.95	1,835.88	1,938.76
Adjustments for:				
Long term provisions	9.69	3.53	5.42	4.92
Trade payables	1,528.34	(101.17)	1,806.72	1,204.53
Other current liabilities	1,773.71	481.16	199.96	133.87
Short term provisions	1.98	1.79	3.12	1.50
Long term loans and advances	(2.29)	(0.11)	(0.09)	(0.05)
Other non-current assets	(14.11)	(65.99)	(72.40)	-
Inventories	(411.76)	(1,478.48)	(1,842.99)	202.43
Trade receivables	(5,431.78)	(1,170.15)	(2,097.02)	(4,263.77)
Short term loans and advances	(459.77)	(748.76)	(159.91)	(67.86)
Other current assets	81.73	6.47	(224.30)	(77.24)
Cash generated from /(used in) operations	32.44	(1,806.76)	(545.61)	(922.91)
Income-tax paid	(480.17)	(209.00)	(334.35)	(287.24)
Net cash generated from /(used in) operating activities	(447.73)	(2,015.76)	(879.96)	(1,210.15)
Cash flow from investing activities				
Purchase of fixed assets (including changes in capital advances and capital work-in-progress)	(541.77)	(315.97)	(440.17)	(351.26)
Inter corporate deposits given (net)	(814.40)	632.24	411.51	(1,010.60)
Interest received	352.51	77.93	85.85	5.72
Dividend received	-	-	-	1.44
Purchase of current investments	-	(3,450.00)	(3,450.00)	(1,250.00)
Redemption of current investments	-	3,465.45	3,465.45	1,250.00
Purchase of other non-current investment	-	(450.00)	(450.00)	(0.02)
Redemption of non-current investments	490.02	-	-	-
Purchase of shares of subsidiary company	-	(19.10)	(19.10)	-
Movement in bank deposits with original maturity of more than three months	(198.49)	(47.68)	(44.56)	-
Net cash generated from/(used in) investment activities	(712.13)	(107.13)	(441.02)	(1,354.72)
Cash flow from financing activities				
Proceeds from /(Repayment of) Long Term Loans (net)	(477.50)	(150.00)	(387.50)	1,700.00
Proceeds from/(Repayment of) Short Term Loans (net)	2,388.56	2,646.92	2,176.56	862.43
Finance costs	(712.05)	(379.37)	(464.72)	(375.11)
Net cash generated from/(used in) financing activities	1,199.01	2,117.55	1,324.34	2,187.32
Capital receipt	-	-	-	3.00
Opening cash and cash equivalents	18.67	15.31	15.16	389.71
Cash and cash equivalents on subsidiary acquired	-	-	0.15	-

Particulars	For the period/year ended			
	December	December	March	March
	31, 2014	31, 2013	31, 2014	31, 2013
during the year				
Net increase/(decrease) in cash and cash equivalents	39.15	(5.34)	3.36	(374.55)
Closing cash and cash equivalents	57.82	9.97	18.67	15.16
<i>Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated consolidated financial information (Annexure V)</i>				

Restated unconsolidated statement of assets and liabilities

(₹ in million)

Particulars		As at						
		December 31,		March 31,				
		2014	2013	2014	2013	2012	2011	2010
A	Non-current assets							
	(a) Net Fixed Assets							
	(i) Tangible Assets	1,451.12	1,521.52	1,490.62	1,355.58	1,041.22	843.27	259.40
	(ii) Intangible Assets	138.90	164.71	158.37	169.35	184.41	200.63	102.03
	(iii) Capital work-in-progress	136.49	81.57	77.14	32.68	198.55	82.06	372.55
		1,726.51	1,767.80	1,726.13	1,557.61	1,424.18	1,125.96	733.98
	(b) Non - Current Investments	0.50	0.50	0.50	0.50	-	-	-
	(c) Deferred tax assets (Net)	-	-	-	-	-	19.79	0.07
	(d) Long-term loans and advances	934.08	775.57	874.56	579.11	279.03	76.08	55.58
	(e) Other non-current assets	84.35	20.98	5.34	-	-	-	-
	Total non-current assets	2,745.44	2,564.85	2,606.53	2,137.22	1,703.21	1,221.83	789.63
B	Current assets							
	(a) Current Investments	-	450.00	450.00	-	-	-	-
	(b) Inventories	1,227.01	1,448.06	1,230.13	713.50	996.97	636.18	115.89
	(c) Trade receivables	11,626.26	5,866.60	5,627.11	4,485.52	738.39	-	86.44
	(d) Cash and bank balances	173.00	9.27	31.36	8.58	389.71	14.23	47.69
	(e) Short-term loans and advances	4,766.09	2,348.19	3,247.59	1,613.13	260.37	138.22	34.83
	(f) Other Current assets	292.97	153.15	471.38	111.23	1.23	-	-
	Total current assets	18,085.33	10,275.27	11,057.57	6,931.96	2,386.67	788.63	284.85
	Total assets (A + B)	20,830.77	12,840.12	13,664.10	9,069.18	4,089.88	2,010.46	1,074.48
C	Non-current liabilities							
	(a) Long-term borrowings	575.00	600.00	550.00	1,312.50	-	100.00	100.00
	(b) Deferred tax liabilities (Net)	186.81	215.88	211.74	195.47	176.05	-	-
	(c) Other Long term liabilities	24.00	24.00	24.00	24.00	24.00	24.00	16.00
	(d) Long-term provisions	18.28	10.01	11.25	7.03	3.44	1.77	1.25
	Total non-current liabilities	804.09	849.89	796.99	1,539.00	203.49	125.77	117.25
D	Current liabilities							
	(a) Short-term borrowings	6,712.93	4,729.48	4,254.01	2,054.86	1,203.07	866.13	470.00
	(b) Trade payables	4,608.58	1,886.47	3,199.30	1,933.23	1,089.22	307.47	57.43
	(c) Other current liabilities	2,323.80	1,513.75	1,082.90	588.05	244.44	360.39	143.11
	(d) Short-term provisions	122.80	35.06	33.87	25.66	1.17	0.63	0.31
	Total current liabilities	13,768.11	8,164.76	8,570.08	4,601.80	2,537.90	1,534.62	670.85
	Total liabilities (C + D)	14,572.20	9,014.65	9,367.07	6,140.80	2,741.39	1,660.39	788.10
	Net Worth (A + B - C - D)	6,258.57	3,825.47	4,297.03	2,928.38	1,348.49	350.07	286.38
E	Represented by							
	(a) Share capital							
	Equity share capital	2,000.00	2,000.00	2,000.00	400.00	300.00	300.00	300.00
	(b) Reserves and surplus							
	Capital reserve	3.00	3.00	3.00	3.00	-	-	-
	Surplus in the statement of profit and loss	4,342.09	1,888.46	2,366.43	2,525.38	1,048.49	50.07	(13.62)
		4,345.09	1,891.46	2,369.43	2,528.38	1,048.49	50.07	(13.62)
	Less: Miscellaneous expenditure (to the extent not written off)	(86.52)	(65.99)	(72.40)	-	-	-	-

Particulars	As at						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
fforadjusted)-IPOExpenses							
	4,258.57	1,825.47	2,297.03	2,528.38	1,048.49	50.07	(13.62)
Net worth	6,258.57	3,825.47	4,297.03	2,928.38	1,348.49	350.07	286.38

Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated unconsolidated financial information (Annexure V)

Restated unconsolidated statement of profit and loss

(₹ in million)

Particulars	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
Income							
Revenue from Operations							
- Sale of Products	16,213.30	8,583.60	13,737.62	9,484.82	6,198.50	719.21	78.49
- Sale of Services	-	30.70	57.43	417.02	-	-	-
- Other Operating Income	54.88	50.42	177.43	92.64	17.62	-	-
Other Income	345.79	137.47	195.90	57.43	3.84	9.74	0.06
Total (a)	16,613.97	8,802.19	14,168.38	10,051.91	6,219.96	728.95	78.55
Expenses:							
Cost of Materials Consumed	11,652.81	6,488.43	10,527.51	6,876.48	4,328.69	749.70	70.87
Changes in Inventories of finished goods & work- in-progress	225.52	(278.95)	(82.49)	(29.60)	(10.49)	(231.30)	-
Erection, Procurement & Commissioning Cost	-	27.72	54.45	399.73	-	-	-
Employee Benefits Expense	283.77	230.61	293.16	205.37	145.88	37.99	3.24
Other expenses	1,209.31	884.31	1,342.13	628.64	333.89	45.64	14.03
Total (b)	13,371.41	7,352.12	12,134.76	8,080.62	4,797.97	602.03	88.14
Restated profit/(loss) before interest, depreciation & amortization and tax (a - b)	3,242.56	1,450.07	2,033.62	1,971.29	1,421.99	126.92	(9.59)
Depreciation and amortization expense	134.94	84.29	113.11	88.92	75.86	39.43	1.79
Restated operating profit/(loss) before interest and tax	3,107.62	1,365.78	1,920.51	1,882.37	1,346.13	87.49	(11.38)
Finance costs	465.83	381.77	463.18	386.06	151.88	43.50	2.31
Restated profit/(loss) before tax	2,641.79	984.01	1,457.33	1,496.31	1,194.25	43.99	(13.69)
Tax expense:							
Current tax	689.89	206.93	306.98	300.13	238.88	9.00	-
MAT Credit Entitlement	-	(206.93)	(306.98)	(300.13)	(238.88)	(9.00)	-
Deferred tax charge/(credit)	(24.62)	20.93	16.27	19.42	195.84	(19.71)	(0.07)
Restated profit/(loss) after tax	1,976.52	963.08	1,441.06	1,476.89	998.41	63.70	(13.62)
<i>Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated unconsolidated financial information (Annexure V)</i>							

Restated unconsolidated statement of cash flows

(₹ in million)

Particulars	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
Cash flow from operating activities							
Net Profit/(loss) before tax	2,641.79	984.01	1,457.33	1,496.31	1,194.25	43.99	(13.69)
Adjustments for :							
Depreciation & Amortization	134.94	84.30	113.11	88.92	75.86	39.43	1.79
Interest income	(255.43)	(122.03)	(179.40)	(56.00)	(0.69)	(0.01)	(0.06)
Dividend income	-	-	-	(1.44)	-	-	-
Profit on disposal of fixed assets	-	-	-	-	-	(0.01)	-
Profit on sale of non-current investments	(40.02)	-	-	-	-	-	-
Profit on sale of current investments	-	(15.45)	(15.45)	-	-	-	-
Provision for doubtful advances	-	-	2.00	-	-	-	-
Finance costs	465.83	381.77	463.18	386.99	151.88	37.43	1.95
Unrealised Foreign Exchange (gain)/loss (net)	78.16	57.09	77.78	(25.99)	37.48	(3.41)	7.45
Operating profit/(loss) before working capital changes	3,025.27	1,369.69	1,918.55	1,888.79	1,458.78	117.42	(2.56)
Adjustments for :							
Long term provisions	7.02	2.99	4.23	3.59	1.04	0.84	1.25
Trade payables	1,401.48	(76.14)	1,210.88	859.35	588.25	253.44	57.43
Other current liabilities	1,746.80	396.82	159.72	100.02	2.34	217.28	9.67
Short term provisions	1.43	1.36	2.22	1.04	0.71	-	0.31
Long term loans and advances	(2.33)	(0.17)	(0.16)	-	(0.03)	8.00	16.00
Other non-current assets	(14.11)	(65.99)	(72.40)	-	-	(8.36)	(1.80)
Inventories	3.12	(734.56)	(516.63)	283.47	(360.79)	(520.29)	(115.89)
Trade receivables	(6,003.08)	(1,381.08)	(1,141.60)	(3,747.13)	(738.39)	86.44	(86.44)
Short term loans and advances	(198.01)	(258.75)	(205.82)	41.34	(127.39)	(103.38)	(38.48)
Other current assets	81.50	1.97	(231.05)	(69.50)	4.09	-	-
Cash (used in)/generated from operations	49.09	(743.86)	1,127.94	(639.03)	828.61	51.39	(160.51)
Income-tax paid	(475.52)	(202.63)	(305.22)	(269.03)	(250.62)	(9.68)	-
Net cash generated from /(used in) operating activities	(426.43)	(946.49)	822.72	(908.06)	577.99	41.71	(160.51)
Cash flow from investing activities							
Purchase of fixed assets (including changes in capital advances and capital work-in-progress)	(325.55)	(320.87)	(346.71)	(286.31)	(318.09)	(433.88)	(661.99)
Inter corporate deposits given (net)	(1,316.55)	(476.31)	(1,430.64)	(1,394.11)	-	-	-
Interest received	351.93	77.55	84.95	15.50	0.69	0.01	0.06
Dividend received	-	-	-	1.44	-	-	0.09
Investment in subsidiary company	-	-	-	(0.50)	-	-	-
Purchase of non current investments	-	(450.00)	(450.00)	-	-	-	-
Redemption of non-current investments	490.02	-	-	-	-	-	-
Purchase of current investments	-	(3,450.00)	(3,450.00)	(1,250.00)	-	-	(105.09)
Redemption of current investments	-	3,465.45	3,465.45	1,250.00	-	-	105.13

Particulars	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
Movement in bank deposits with original maturity of more than three months	(188.47)	(26.50)	(26.56)	-	-	-	-
Net cash generated from/(used in) investment activities	(988.62)	(1,180.68)	(2,153.51)	(1,663.98)	(317.40)	(433.87)	(661.80)
Cash flow from financing activities							
Issue of Shares	-	-	-	-	-	-	300.00
Issue of Debentures	-	-	-	-	-	-	100.00
Inter-corporate Deposit Received/(Repaid) (net)	-	-	-	-	(700.00)	230.00	470.00
Proceeds from /(Repayment of) Long Term Loans (net)	(487.50)	(150.00)	(387.50)	1,700.00	-	-	-
Proceeds from Short Term Loans (net)	2,388.56	2,646.92	2,176.56	862.43	1,009.29	166.13	-
Finance costs	(454.24)	(375.17)	(456.99)	(374.52)	(194.40)	(37.43)	-
Net cash generated from/(used in) financing activities	1,446.82	2,121.75	1,332.07	2,187.91	114.89	358.70	870.00
Capital receipt	-	-	-	3.00	-	-	-
Opening cash and cash equivalents	9.86	8.58	8.58	389.71	14.23	47.69	-
Net increase/(decrease) in cash and cash equivalents	31.77	(5.42)	1.28	(381.13)	375.48	(33.46)	47.69
Closing cash and cash equivalents	41.63	3.16	9.86	8.58	389.71	14.23	47.69

Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated unconsolidated financial information (Annexure V)

THE ISSUE

The following table summarises the Issue details

Public Issue of Equity Shares	[●] Equity Shares aggregating to ₹[●] million
<i>of which</i>	
Fresh Issue*	Up to [●] Equity Shares
Offer for Sale**	10,000,000 Equity Shares
The Issue consists of	
Employee Reservation Portion [#]	500,000 Equity Shares
Net Issue	[●] Equity Shares
<i>of which:</i>	
1. QIB Portion***	[●] Equity Shares
<i>Of which</i>	
Anchor Investor Portion ^{##}	Up to [●] Equity Shares
Net QIB Portion of which:	[●] Equity Shares
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	[●] Equity Shares
Balance for all QIBs (including Mutual Funds)	[●] Equity Shares
2. Non-Institutional Portion	Not less than [●] Equity Shares
3. Retail Portion	Not less than [●] Equity Shares
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	2,000,000,000 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares

*The Fresh Issue has been authorized by a resolution of the Board of Directors, dated May 6, 2013 and by a resolution of the shareholders of our Company in the AGM held on May 6, 2013 under section 81(1A) of the Companies Act, 1956.

**The Equity shares offered by the Selling Shareholder have been held by it for more than one year as at the date of the DRHP. The Offer for Sale has been authorized by GFL pursuant to the resolution by the committee of directors of GFL dated June 24, 2013.

***Our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

[#] Our Company in consultation with the Managers may decide to offer an Employee Discount and Retail Discount of [●] and [●], respectively, which shall be announced at least five Working Days prior to the Bid/ Issue Opening Date.

^{##} Our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds subject to valid Bids being received at or above the Anchor Investor Allocation Price. For further details, please refer to the chapter "Issue Procedure" on page 415. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

For information on the use of the Issue Proceeds, please refer to the chapter "Objects of the Issue" on page 97.

Allocation to all categories, except Anchor Investors, if any, and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. Further, 500,000 Equity Shares shall be reserved for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Issue Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category at the sole discretion of our Company, in consultation with the Managers. Any unsubscribed portion in any reserved category shall be added to the Net Issue.

However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

In case of under-subscription, if any, in the Issue, Allotment from the Fresh Issue shall be given priority over Allotment from the Offer for Sale.

GENERAL INFORMATION

Our Company was incorporated as a public limited company under the Companies Act, 1956 by the name 'Inox Wind Limited' on April 9, 2009. Our Company received a certificate of commencement of business on April 15, 2009 from the Registrar of Companies, Punjab, Chandigarh and Himachal Pradesh at Chandigarh. For further details relating to incorporation, corporate structure, change in registered office of our Company, please refer to the chapter "*History and Other Corporate Matters*" on page 175.

Our Company manufactures WTGs and provides turnkey solutions by supplying WTGs and offering services in relation to setting up and operating the WTGs. For further details refer to the chapter "*Business*" on page 132.

Registered Office

Plot No. 1, Khasra Nos. 264 to 267,
Industrial Area,
Village Basal – 174 103,
District Una,
Himachal Pradesh, India

Tel No: +91 1975 272001

Fax No: +91 1975 272001

Corporate Office

Inox Towers,
Plot No. 17, Sector-16A,
Gautam Budh Nagar,
District Noida – 201 301,
Uttar Pradesh, India

Tel No: +91 120 614 9600

Fax No: +91 120 614 9610

Website: www.inoxwind.com

Registration Number: 031083

Corporate Identification Number: U31901HP2009PLC031083

For details in changes in our registered office, please refer to chapter "*History and Other Corporate Matters*" on page 175.

Address of the RoC

The RoC is located at the following address:

RoC, Himachal Pradesh

Corporate Bhawan,
Plot No. 4 B, Sector 27 B,
Madhya Marg,
Chandigarh – 160 019, India

Board of Directors

Our Board comprises of:

Name	Designation	DIN	Address
Deepak Asher	Non-Executive Director	00035371	17/1, Utkanth Society, Behind Alkapuri Club Vadodara – 390 007, Gujarat, India

Name	Designation	DIN	Address
Devansh Jain	Wholetime Director	01819331	47, Golf Links, New Delhi – 110 003, India
Siddharth Jain	Non-Executive Director	00030202	94, Benzer Terrace, Sea Face, Worli, Mumbai – 400 018, Maharashtra, India
Rajeev Gupta	Wholetime Director	01773304	D 101, Sector 41, Gautam Budh Nagar, Noida – 201 303, Uttar Pradesh, India
Chandra Prakash Jain	Independent Director	00011964	396 - C, Sheikh Sarai, Phase - 1 New Delhi - 110 017, India
Shanti Prashad Jain	Independent Director	00023379	J-57, Phase-1, Ashok Vihar, New Delhi – 110 052, India
S. Rama Iyer	Independent Director	00076549	Flat No.32, Rashmi, Swarnakutir Premises Co-Op. Society, Demonte Park Road, Bandra (W), Mumbai – 400 050, Maharashtra, India
Bindu Saxena	Independent Director	00167802	M-233, Ground Floor, Greater Kailash II, New Delhi – 110 048, India

For further details of our Board of Directors, please refer to the chapter “Our Management – Board of Directors” on page 184.

Chief Financial Officer

Mr. Raju Kaul is our Chief Financial Officer. His contact details are as follows:

Mr. Raju Kaul

Inox Towers, Plot No. 17,
Sector-16A,
Gautam Budh Nagar,
District Noida – 201 301,
Uttar Pradesh, India

Tel No: +91 120 614 9600

Fax No: +91 120 614 9610

Email: raju.kaul@inoxwind.com

Company Secretary and Compliance Officer

Ms. Ranju Goyal is our Company Secretary and Compliance Officer. Her contact details are as follows:

Ms. Ranju Goyal

Inox Towers, Plot No. 17,
Sector-16A,

Gautam Budh Nagar,
District Noida – 201 301,
Uttar Pradesh, India

Tel No: +91 120 614 9600

Fax No: +91 120 614 9610

E-mail: investors.iwl@inoxwind.com

Investors can contact the Compliance Officer, the Registrar to the Issue or the Managers, in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, credit of allotted shares in the respective beneficiary account or refund orders, etc. All grievances relating to the Issue may be addressed to the Registrar to the Issue giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Bank branch or collection center where the application was submitted. All grievances relating to the ASBA process may be addressed either to (i) the concerned member of the Syndicate and the relevant SCSB, in the event of a Bid submitted by an ASBA Bidder at any of the Syndicate ASBA Centres, or (ii) the concerned Non-Syndicate Registered Broker and the relevant SCSB, in the event of a Bid submitted by an ASBA Bidder at any of the Non-Syndicate Broker Centres, or (iii) the Designated Branch of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidder, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, in the event of a Bid submitted directly with a Designated Branch by an ASBA Bidder; in both cases with a copy to the Registrar to the Issue. All grievances relating to Bids submitted through the Non-Syndicate Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

Selling Shareholder

For details of our Selling Shareholder, Gujarat Fluorochemicals Limited please refer to “*Our Promoter, Promoter Group and Group Companies*” on page 199.

Gujarat Fluorochemicals Limited

Survey No. 16/3, 26 and 27,
Ranjitnagar – 389 380,
Taluka Goghamba,
District Panchmahal,
Gujarat, India

Global Co-ordinators and Book Running Lead Managers

Axis Capital Limited

1st Floor, Axis House,
C-2 Wadia International Centre,
P.B. Marg, Worli,
Mumbai – 400 025,
Maharashtra, India.

Tel.: +91 22 4325 2183

Fax: +91 22 4325 3000

Email : iwl.ipo@axiscap.in

Website: www.axiscapital.co.in

Investor grievance email:

complaints@axiscap.in

Contact Person: Mr. Vivek Toshniwal

SEBI Regn. No.: INM000012029

DSP Merrill Lynch Limited

8th Floor,
Mafatlal Center,
Nariman Point,
Mumbai – 400 021,
Maharashtra, India.

Tel: +91 22 6632 8000

Fax: +91 22 2204 8518

Email: dg.inoxwind_ipo@baml.com

Website: www.dspml.com

Investor grievance email:

dg.india_merchantbanking@baml.com

Contact Person: Mr. Vikram Khaitan

SEBI Regn No.: INM000011625

Edelweiss Financial Services Limited

Edelweiss House, 14th Floor,
Off CST Road,
Kalina,
Mumbai – 400 098,
Maharashtra, India.

Tel: +91 22 4086 3535

Fax +91 22 4086 3610

Email: iwl.ipo@edelweissfin.com

Website: www.edelweissfin.com

Investor grievance Email:

customerservice.mb@edelweissfin.com

Contact Person : Mr. Siddharth Shah

SEBI Regn. No.: INM0000010650

Book Running Lead Manager

YES Bank Limited

18th Floor, YES Bank Tower, Indiabulls Finance Centre 2,
Senapati Bapat Marg, Elphinstone (West),
Mumbai – 400 013,

Maharashtra, India.

Tel: +91 22 3347 9000

Fax: +91 22 2421 4508

Email: dlprojectideal@yesbank.in

Website: www.yesbank.in

Investor Grievance Email: merchantbanking@yesbank.in

Contact Person: Mr. Gautam Badalia

SEBI Regn. No.: INM000010874

Syndicate Member

Edelweiss Securities Limited

2nd Floor, M.B. Towers,
Plot No. 5, Road No. 2,
Banjara Hills,
Hyderabad – 500 034,
Telangana, India.

Tel: +91 22 6747 1342

Fax: +91 22 6747 1347

Email: iwl.ipo@edelweissfin.com

Website: www.edelweissfin.com

Investor grievance email: customerservice.mb@edelweissfin.com

Contact Person: Mr. Prakash Boricha

SEBI Regn. No.: INB011193332(BSE)/ INB231193310(NSE)/ INB261193396(MCX-SX)

Registrar to the Issue

Link Intime India Private Limited

C- 13 Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400 078,
Maharashtra, India.

Tel: +91 22 6171 5400

Fax: +91 22 2596 0329

Toll free: 1-800-220-878

Email: iwl.ipo@linkintime.co.in

Website: www.linkintime.co.in

Investor grievance email: iwl.ipo@linkintime.co.in

Contact Person: Mr. Sachin Achar

SEBI Regn. No.: INR000004058

Domestic Legal Counsel to the Company

Khaitan & Co

One Indiabulls Centre,
Tower 1, 13th Floor,
841 Senapati Bapat Marg,
Elphinstone Road,
Mumbai – 400 013,
Maharashtra, India.

Tel: +91 22 6636 5000

Fax: +91 22 6636 5050

Email: iwl.ipo@khaitanco.com

Domestic Legal Counsel to the Underwriters***J. Sagar Associates***

Sandstone Crest,
Opposite Park Plaza Hotel,
Sushant Lok - Phase 1,
Gurgaon – 122 009,
Haryana, India.

Tel: +91 124 4390 600
Fax: +91 124 4390 617
Email: iwl.ipo@jsalaw.com

International Legal Counsel to the Underwriters***Skadden, Arps, Slate, Meagher & Flom LLP***

6 Battery Road,
Suite 23-02,
Singapore – 049 909.

Tel: +65 6434 2900
Fax: +65 6434 2988
Email: project.ideal@skadden.com

Statutory Auditor***M/s Patankar & Associates*
Chartered Accountants**

Office No. 19 to 23,
4th Floor, Gold Wings,
S. No. 118/A, Plot No.543,
Sinhgad Road, Parvati Nagar,
Pune – 411 030,
Maharashtra, India.

Tel: +91 20 2425 2117
Fax: +91 20 24252118
Email: Sanjay@patankarassociates.com
Firm Registration No.: 107628W
Contact Person: Mr. Sanjay Agrawal
Membership No.: 049051

Bankers to the Issue, Public Issue Banks and Escrow Collection Banks***Axis Bank Limited***

Jeevan Prakash Building,
Sir P.M. Road,
Fort, Mumbai – 400 001,
Maharashtra, India.

Tel.: +91 22 4086 7371/7464
Fax: +91 22 4086 7376
Email : nachiket.kalwit@axisbank.com
Website: www.axisbank.com
Contact Person: Mr. Nachiket Kalwit
SEBI Regn. No.: INBI00000017

HDFC Bank Limited

FIG-OPS Dept - Lodha, I Think Techno Campus,
O-3 level, Next to Kanjurmarg Railway Station,
Kanjurmarg East, Mumbai – 400 042,
Maharashtra, India.

Tel.: +91 22 3075 2928
Fax: +91 22 2579 9801
Email: uday.dixit@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Uday Dixit
SEBI Regn. No.: INBI00000063

IndusInd Bank Limited

Cash Management Department (CMSHUB),
PNA House, 4th Floor, Plot No. 57,
Road No. 17, Near SRL,
MIDC, Andheri (East),
Mumbai – 400 093
Maharashtra, India.

Tel.: +91 22 6106 9300/61
Fax: +91 22 6623 8021
Email : suresh.esaki@indusind.com,
cmshelpdesk@indusind.com
Website: www.indusind.com
Contact Person: Mr. Suresh Esaki
SEBI Regn. No.: INBI00000002

ICICI Bank Limited

Capital Market Division^{*}
1st floor, 122, Mistry Bhavan,
Dinshaw Vachha Road,
Backbay Reclamation, Churchgate,
Mumbai – 400 020,
Maharashtra, India.

Tel.: +91 22 2285 9932
Fax: +91 22 2261 1138
Email : anil.gadoo@icicibank.com
Website: www.icicibank.com
Contact Person: Mr. Anil Gadoo
SEBI Regn. No.: INBI00000004

ING Vysya Bank Limited

CMS Hub, 20, Vithal Malya Road,
100 – Eden Park,
Bangalore – 560 001,
Karnataka, India.

Tel.: +91 80 2253 2104/05
Fax: +91 80 2253 2111
Email : akshay.hegde@ingvysya.com,
psrinivas@ingvysya.com, prashantn@ingvysya.com,
Website: www.ingvysyabank.com
Contact Person: Mr. Akshay Hegde, Mr. Srinivas P,
Mr. Bayakanti Prashant
SEBI Regn. No.: INBI00000002

Refund Bank**HDFC Bank Limited**

FIG-OPS Dept - Lodha, I Think Techno Campus,
O-3 level, Next to Kanjurmarg Railway Station,
Kanjurmarg East,
Mumbai – 400042,
Maharashtra, India.

Tel.: +91 22 3075 2928
Fax: +91 22 2579 9801
Email: uday.dixit@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Uday Dixit
SEBI Regn. No.: INBI000000063

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is available at <http://www.sebi.gov.in>. Details relating to the Designated Branches of SCSBs collecting the Bid cum Application Forms used by the ASBA Bidders are available at the abovementioned link.

Non-Syndicate Registered Brokers

In accordance with SEBI Circular No. CIR/CFD/14/201 dated October 4, 2012, the investors can submit Bid

cum Application Forms using the stock broker network of the stock exchanges i.e., through Registered Brokers at the Broker Centres. The Bid cum Application Forms will be made available by the Stock Exchanges on their websites/broker terminals for download/print in more than 1,000 centres which are part of the nationwide broker network of stock exchanges and where there is a presence of the brokers' terminals. The details of Registered Brokers and Broker Centres are available on the websites of BSE and NSE at <http://www.bseindia.com/> and <http://www.nseindia.com/>, respectively.

Bankers to our Company/ Lenders***Axis Bank Limited***

Axis House,
C-2 Wadia International Centre,
P.B. Marg, Worli,
Mumbai – 400 025,
Maharashtra, India.

Tel.: +91 22 2425 4735
Fax: +91 22 2425 4700
Email : amitk.agarwal@axisbank.com
Website: www.axisbank.com
Contact Person: Mr. Amit K Agarwal

ICICI Bank Limited

Landmark Building, Mezzanine Floor,
West Wing, Race Course Circle,
Alkapuri, Baroda – 390 007,
Gujarat, India.

Tel.: +91 265 672 2202
Fax: +91 265 672 2020/166
Email : Nilesh.manoria@icicibank.com
Website: www.icicibank.com
Contact Person: Mr. Nilesh Manoria

Indusind Bank Limited

Corporate & Investment Banking,
World Business House,
Near Parimal Garden, Ellisbridge,
Ahmedabad – 380 015,
Gujarat, India.

Tel.: +91 79 6663 8320
Fax: +91 79 2656 4292
Email : shetal.mehta@indusind.com
Website: www.indusind.com
Contact Person: Mr. Shetal Mehta

Standard Chartered Bank

Cresenzo, Plot No. C-38/39, G Block, 6th Floor,
Behind MCA Club, Bandra Kurla Complex, Bandra,
Mumbai – 400 051
Maharashtra, India.

Tel.: +91 22 4265 8047
Fax: +91 22 2675 9006
Email : Niraj.khowala@sc.com

HDFC Bank Limited

IG-OPS Dept. - Lodha, I Think Techno Campus,
O-3 level, Next to Kanjurmarg Railway Station,
Kanjurmarg East,
Mumbai – 400 042,
Maharashtra, India.

Tel.: +91 22 3075 2928
Fax: +91 22 2579 9801
Email: deepak.rane@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Deepak Rane

IDBI Bank Limited

1st Floor, Garg Plaza, 46-A, Gautam Nagar,
Near MGVCL Office, Race Course,
Baroda – 390 007,
Gujarat, India.

Tel.: +91 265 645 6070
Fax: +91 265 235 5880
Email : bhavik.shastri@idbi.co.in
Website: www.idbibank.com
Contact Person: Mr. Bhavik Shastri

ING Vysya Bank Limited

1st Floor 100,
Eden Park No – 20,
Vittal Malya Road,
Bangalore – 560 001,
Karnataka, India.

Tel.: +91 80 2253 2104
Fax: +91 80 2500 5850
Email : akshay.hegde@ingvysyabank.com
Website: www.ingvysyabank.com
Contact Person: Mr. Akshay Hegde

YES Bank Limited

102-103, C.G. Centre,
C.G. Road, Panchwati,
Ahmedabad - 380 009
Gujarat, India.

Tel.: +91 79 3045 9127
Fax: +91 79 6631 8430
Email: dipen.patel@yesbank.in

Website: www.standardchartered.com
Contact Person: Mr. Niraj Khowala

The Ratnakar Bank Limited

Ground Floor, Dr. Gopal Das Bhagwan,
 28, Barakhamba Road,
 Connaught Place,
 New Delhi – 110 001
 India.

Tel.: +91 11 4936 5511
Fax: +91 11 4936 5526
Email : sumeet.bhandari@rblbank.com
Website: www.rblbank.com
Contact Person: Mr. Sumeet Bhandari

Kotak Mahindra Bank Limited

Block D, Shop No 39-45,
 2nd Floor, Trident Complex, Sarabhai Main Road
 Baroda – 390 007,
 Gujarat, India.

Tel.: +91 265 664 8491
Fax: +91 265 664 8520
Email : avinash.shahi@kotak.com
Website: www.kotak.com
Contact Person: Mr. Avinash Shah

The South Indian Bank Limited

No 9, Ambika Towers,
 Opposite Aghadi Nagar, Pump House
 Andheri East,
 Mumbai – 400 093
 Maharashtra, India

Tel.: +91 22 2825 7418
Email : b0345@sib.co.in
Website: www.southindianbank.com
Contact Person: Mr. Krishna K

Aditya Birla Finance Limited

One Indiabulls Centre,
 Tower 1, 16th Floor,
 Senapati Bapat Marg, Elphinstone Road,
 Mumbai – 400 013,
 Maharashtra, India.

Tel.: +91 22 4356 7000
Fax: +91 22 4356 7266
Email : anoop.sadani@adityabirla.com
Website: www.adityabirlafinance.com
Contact Person: Mr. Anoop Sadani

Inter se allocation of responsibilities

The following table sets forth the inter se allocation of responsibilities for various activities among the

Website: www.yesbank.in
Contact Person: Mr. Dipen Patel

Abu Dhabi Commercial Bank Limited

75, Rehmat Manzil,
 Veer Nariman Road,
 Churchgate,
 Mumbai – 400 020

Tel.: +91 22 3953 4100
Fax: +91 22 3953 4106
Email : corporate.adcb@adcbindia.com
Website: www.adcbindia.com
Contact Person: Ms. Sonal Vira

DCB Bank Limited

Prerna Arcade, Ground Floor, Opposite Doctor House,
 Near Parimal Garden, Ambawadi,
 Ahmedabad - 380 006
 Gujarat, India.

Tel.: +91 79 6609 0081/ 6614 3261
Fax: +91 79 2640 2606
Email:
 mihir.patel@dcbbank.com/burjiz.cooper@dcbbank.com
Website: www.dcbbank.com
Contact Person: Mr. Mihir Patel/ Mr. Burjiz Cooper

Société Générale

Makers Chamber IV, 13/F,
 Nariman Point,
 Mumbai – 400 021
 Maharashtra, India

Tel.: +91 22 2204 5459
Fax: +91 22 6630 9502
Email : tejas.gorasia@socgen.com
Website: www.societegenerale.com
Contact Person: Mr. Tejas Gorasia

Managers for the Issue:

Sr. No.	Activities Responsibility	Responsibility	Coordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, size of issue, allocation between primary and secondary, etc.	Axis, DSPML, Edelweiss and YES Bank	Axis
2.	Due diligence of the Company's operations/ management/ business plans/ legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing of the same, follow up and coordination till final approval from all regulatory authorities,	Axis, DSPML, Edelweiss and YES Bank	Axis
3.	Drafting and approval of publicity material including statutory advertisement, corporate advertisement, brochure, etc.	Axis, DSPML, Edelweiss and YES Bank	Axis
4.	Appointment of all other intermediaries (e.g. Registrar(s), Printer(s) and Banker(s) to the Issue, Advertising agency etc.)	Axis, DSPML, Edelweiss and YES Bank	Edelweiss
5.	International Institutional Marketing ; allocation of investors for meetings and finalizing road show schedules and preparation and finalization of the road-show presentation	Axis, DSPML, Edelweiss and YES Bank	DSPML
6.	Domestic Institutional Marketing (including banks/ mutual funds); allocation of investors for meetings and finalizing road show schedules	Axis, DSPML, Edelweiss and YES Bank	Axis
7.	Non-Institutional & Retail Marketing of the Issue, which will cover, <i>inter alia</i> , <ul style="list-style-type: none"> Formulating marketing strategies, preparation of publicity budget Finalising Media and PR strategy Finalising centres for holding conferences for brokers etc. Finalising collection centres; and Follow-up on distribution of publicity and Issue material including form, prospectus and deciding on the quantum of the Issue material 	Axis, DSPML, Edelweiss and YES Bank	Edelweiss
8.	Pricing and managing the book	Axis, DSPML, Edelweiss and YES Bank	DSPML
9.	Coordination with Stock-Exchanges for book building software, bidding terminals etc.	Axis, DSPML, Edelweiss and YES Bank	Edelweiss
10.	Post-issue activities, which shall involve essential follow-up steps including follow-up with bankers to the issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the issuer about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue, Self-Certified Syndicate Banks etc. Including responsibility for underwriting arrangements, as applicable.	Axis, DSPML, Edelweiss and YES Bank	Edelweiss

Credit Rating

As this is an issue of Equity Shares, credit rating is not required.

Experts

Except for the Auditor's Report dated February 2, 2015 and the statement of tax benefits dated February 13, 2015 provided by the Statutory Auditor of our Company, our Company has not obtained any expert opinions. The term "expert" shall not be construed to mean an "expert" as defined under the Securities Act. Our Statutory Auditor, M/s Patankar & Associates, have provided their written consent for the inclusion of their reports in this Red Herring Prospectus and for being named as an expert, and such consents have not been withdrawn as on the date of this Red Herring Prospectus.

Trustees

As this is an issue of Equity Shares, the appointment of trustees is not required.

Monitoring Agency**Axis Bank Limited**

2nd Floor, E Wing, Axis House,
Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai – 400 025,
Maharashtra, India.

Tel.: +91 22 2425 5225/5226

Fax: +91 22 2425 4200

Email: kahnu.harichandan@axisbank.com

Website: www.axisbank.com

Contact Person: Mr. K C Harichandan

Appraising Agency

None of the objects of this Issue for which Net Proceeds will be utilised have been appraised by an independent agency.

Book Building Process

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of this Red Herring Prospectus and the Bid cum Application Forms. The Price Band, the minimum Bid Lot size for the Issue, Retail Discount and Employee Discount, will be decided by our Company and the Selling Shareholder, in consultation with the Managers, and advertised at least five days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Issue Price will be finalized after the Bid/Issue Closing Date. The principal parties involved in the Book Building Process are:

- Our Company;
- The Selling Shareholder;
- The Global Co-ordinators and Book Running Lead Managers in this case being Axis, DSPML and Edelweiss;
- The Book Running Lead Manager in this case being YES Bank;
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with BSE/NSE and eligible to act as Underwriters. The Syndicate Member will be appointed by the Managers;
- Non-Syndicate Registered Brokers;
- Self-Certified Syndicate Banks through whom ASBA Bidders would subscribe in this Issue;
- The Registrar to the Issue; and
- Escrow Collection Bank(s).

Pursuant to Rule 19 (2) (b) (iii) of the SCRR, the Net Issue is being made for at least 10% of the post-Issue paid-up Equity Share capital of our Company, subject to valid Bids being received at or above the Issue Price. The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, where in 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, of which 5% (excluding Anchor Investor Portion) shall be reserved for allocation on a proportionate basis to Mutual Funds only. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price. Up to 60% of the QIB Portion shall be available for allocation to Anchor Investors at the Anchor Investor Issue Price on a discretionary basis subject to minimum of two Anchor Investors and one-third of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds. An Anchor Investor shall make a minimum Bid of such number of Equity Shares that the Bid Amount is at least ₹100 million. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.

Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders.

Not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received from them at or above the Issue Price such that subject to availability of Equity Shares, a Retail Individual Bidder is allotted not less than the minimum Bid Lot, and the remaining Equity Shares, if available, are allotted on a proportionate basis.

Any unsubscribed portion in Employee Reservation category shall be added to the Net Issue to the public. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill over from other categories or a combination of categories at the discretion of our Company, in consultation with the Managers and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

QIBs (other than Anchor Investors) and Non-Institutional Bidders shall compulsorily submit their Bids under the “ASBA Process”, which would entail blocking of funds in the investor’s bank account rather than immediate transfer of funds to the respective Escrow Accounts. Retail Individual Bidders have the option of submitting their Bids under the ASBA Process or through cheques/ demand drafts. Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIBs portion and the Non-Institutional Portion are not allowed to withdraw or lower their Bid(s) (both in terms of number of Equity Shares and amount) at any stage during the Issue or after the Bid/Issue Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to the Anchor Investors will be on a discretionary basis.

For further details relating to book building, please refer to “*Issue Procedure - Book Building Procedure*” beginning on page 415.

Our Company and the Selling Shareholder will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, our Company and the Selling Shareholder have appointed Axis, DSPML and Edelweiss as the GC-BRLMs and YES Bank as the BRLM to manage the Issue and procure subscriptions to the Issue.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

Retail Individual Bidders are advised to make their own judgment about investment through the ASBA process prior to submitting a Bid cum Application Form.

Illustration of Book Building and Price Discovery Process (*Investors should note that this example is solely for illustrative purposes and is not specific to the Issue. This example does not take into account Bidding by Anchor Investors*)

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the

table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹22 in the above example. The issuer and the selling shareholder, in consultation with the book running lead managers will finalise the Issue Price at or below such cut-off price, i.e., at or below ₹22. All bids at or above this Issue Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding

1. Check eligibility for making a Bid (please refer to “*Issue Procedure – Who Can Bid?*” on page 416). Please note that all Bidders other than Anchor Investors are entitled to Bid via ASBA.;
2. Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;
4. Except for Bids (i) on behalf of the Central or State Government and the officials appointed by the courts, and (ii) from the residents of the state of Sikkim (in accordance with to SEBI Circular dated April 3, 2008), each of the Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details (as defined below) received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in active status; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. Applications in which the PAN is not mentioned will be rejected. For further details please refer to “*Issue Procedure – FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT*” on page 434;
5. Ensure the correctness of your Demographic Details (as defined in the “*Issue Procedure- Instructions For Filing The Bid Cum Application Form/ Application Form*” on page 431) given in the Bid cum Application Form with the details recorded with your Depository Participant;
6. Ensure the correctness of your PAN, beneficiary account number, DP ID and Client ID given in the Bid cum Application Form. Based on these parameters, the Registrar will obtain details of the Bidders from the Depositories including the Bidder’s name and bank account number, among others;
7. Bids by ASBA Bidders will have to be submitted to the Designated Branches of the SCSBs or Syndicate Member at Syndicate ASBA Centres or the Non-Syndicate Broker Centre with the Non-Syndicate Registered Brokers. ASBA Bidders should ensure that their bank accounts have adequate credit balance at the time of submission of the Bid cum Application Form to the SCSB, Non-Syndicate Registered Brokers or Syndicate to ensure that the Bid cum Application Form is not rejected;
8. Bids by QIBs (other than Anchor Investors) and Non-Institutional Bidders will only have to be submitted through the ASBA process.

For further details for the method and procedure for Bidding, please refer to the chapter “*Issue Procedure - Instructions For Filing The Bid Cum Application Form/ Application Form*” beginning on page 431.

Withdrawal of the Issue

Our Company and the Selling Shareholder, in consultation with the Managers, reserves the right not to proceed with the Issue at any time after the Bid/ Issue Opening Date but before the Board meeting for Allotment. In such an event our Company and the Selling Shareholder would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchanges on which the Equity Shares were proposed to be listed.

If our Company and the Selling Shareholder withdraw the Issue after the Bid/Issue Closing Date and thereafter determine that they will proceed with an issue of our Company's Equity Shares or Offer for Sale by shareholders, our Company shall file a fresh draft red herring prospectus with SEBI.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the Stock Exchanges.

Bid/ Issue Programme

BID/ ISSUE OPENS ON	Wednesday, March 18, 2015*
BID/ ISSUE CLOSES ON	Friday, March 20, 2015

* The Anchor Investor shall bid on one Working Day prior to the Bid/ Issue Opening Date i.e. Tuesday, March 17, 2015.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time) during the Bidding Period as mentioned above at the Bidding Centers mentioned in the Bid cum Application Form or, in case of Bids submitted through ASBA, the Designated Branches of the SCSBs at the branches of the members of the Syndicate at the Syndicate ASBA Centers or at the Non-Syndicate Broker Centers, as the case may be. **On the Bid/Issue Closing Date, Bids (excluding ASBA Bidders) shall be accepted until 3.00 p.m.** and uploaded until 5.00 p.m. or such extended time as permitted by the Stock Exchanges in case of Bids by Retail Individual Bidders and Eligible Employees applying in the Employee Reservation Portion and up to 4.00 p.m. for Bids by QIB Bidders and Non-Institutional Bidders. It is clarified that Bids not uploaded in the book, would be rejected. Bids by ASBA Bidders shall be uploaded by the SCSB in the electronic system to be provided by the BSE and NSE.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and, in any case, no later than 12:00 noon (Indian Standard Time) on the Bid/ Issue Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Issue Closing Date, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded will not be considered for allocation in the Issue. If such Bids are not uploaded, our Company, the Managers and the Syndicate Member shall not be responsible. Bids will be accepted only on Working Days.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading the Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to the closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the Managers to the Stock Exchanges within half an hour of such closure.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company and the Selling Shareholder, in consultation with the Managers, reserve the right to revise the Price Band during the Bidding Period in accordance with the SEBI ICDR Regulations. The Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the Face Value of Equity Shares. Subject to compliance with the immediately preceding sentence, the Floor Price can be revised up or down to a maximum of 20% of the Floor Price as originally disclosed at least five Working Days prior to the Bid/Issue Opening Date and the Cap Price will be revised accordingly.

In case of a revision to the Price Band, the Bidding Period will be extended for at least three Working Days after revision of the Price Band subject to the Bidding Period not exceeding ten Working Days. Any revision in the Price Band and the revised Bidding Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the Managers and at the terminal of the Syndicate Member. In the event of any revision in the Price Band, whether upwards or downwards, the minimum application size shall remain [●] Equity Shares subject to the Bid Amount payable on such minimum application being in the range of ₹10,000 to ₹15,000.

Underwriting Agreement

After the determination of the Issue Price and allocation of the Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholder will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the Managers shall be responsible for bringing in the amount devolved in the event that the Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions to closing, as specified there in. The Underwriting Agreement is dated [●], and has been approved by our Board of Directors / committee thereof and the board of directors of the Selling Shareholder/ committees thereof.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, Address, Telephone, Fax, and Email of the Underwriters	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (₹in million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned would be finalized after the pricing and actual allocation of the Equity Shares is determined.

In the opinion of our Board of Directors (based on a certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under section 12 (1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Managers and the Syndicate Member(s) shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to procure/subscribe to Equity Shares to the extent of the defaulted amount. If the Syndicate Member(s) fails to fulfill its underwriting obligations as set out in the Underwriting Agreement, the Managers shall fulfill the underwriting obligations in accordance with the provisions of the Underwriting Agreement.

The underwriting arrangements mentioned above shall not apply to the subscriptions by the ASBA Bidders in this Issue, except for ASBA Bids procured by the Syndicate Member(s). The underwriting agreement shall list out the role and obligations of each Syndicate Member.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Red Herring Prospectus, before the Issue and after the Issue, is set forth below:

(in ₹except share data)

Sr. No.	Particulars	Aggregate Value at Face Nominal Value	Aggregate value at Issue Price
A	Authorised Share Capital		
	500,000,000 Equity Shares	5,000,000,000	
B	Issued, Subscribed and Paid Up Capital before the Issue		
	200,000,000 Equity Shares	2,000,000,000	
C	Present Issue in terms of this Red Herring Prospectus[#]		
	[●] Equity Shares	[●]	[●]
	which consists of		
	Fresh Issue* of [●] Equity Shares	[●]	[●]
	Offer for Sale** of 10,000,000 Equity Shares	[●]	[●]
D	Employee Reservation Portion		
	500,000 Equity Shares	[●]	[●]
E	Issued, Subscribed and Paid Up Equity Capital after the Issue		
	Paid Up Equity Capital	[●]	[●]
F	Share Premium Account		
	Before the Issue	Nil	
	After the Issue	[●]	

*The Fresh Issue has been authorized by a resolution of the Board of Directors, dated May 6, 2013 and by a resolution of the shareholders of our Company in an AGM held on May 6, 2013 under section 81(1A) of the Companies Act, 1956.

** The Offer for Sale has been authorized by GFL pursuant to the resolutions by the committee of directors of GFL dated June 24, 2013.

[#]Our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

Changes in authorized equity share capital of our Company

Date of Shareholder's Resolution	Cumulative number of Equity Shares	Authorized share capital (in ₹)	Face Value (in ₹)	Details of Changes
April 9, 2009 (Incorporation of our Company)	100,000	1,000,000	10	Original Authorised Share Capital as mentioned in the MOA at the time of incorporation
EGM dated May 4, 2009	50,000,000	500,000,000	10	Increase of Authorised Share Capital by 49,900,000 Equity Shares
AGM dated May 6, 2013	500,000,000	5,000,000,000	10	Increase of Authorised Share Capital by 450,000,000 Equity Shares

Notes to Capital Structure

1. Paid up Equity Share capital history of our Company

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason for Allotment	Cumulative number of Equity Shares	Cumulative Paid up Capital (₹)	Cumulative Share Premium (₹)
April 9, 2009 (Incorporation of our Company)	100,000	10	10	Cash	Allotment to the first subscribers to the MOA ¹	100,000	1,000,000	0

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason for Allotment	Cumulative number of Equity Shares	Cumulative Paid up Capital (₹)	Cumulative Share Premium (₹)
March 19, 2010	29,900,000	10	10	Cash	Allotment ²	30,000,000	300,000,000	0
March 19, 2013	10,000,000	10	10	Cash	Allotment upon conversion of Debentures ³	40,000,000	400,000,000	0
May 7, 2013	160,000,000	10	Nil	Bonus	Bonus Issue ⁴	200,000,000	2,000,000,000	0
Total						200,000,000	2,000,000,000	0

¹ Initial allotment of 99,400 Equity Shares to Gujarat Fluorochemicals Limited, our Promoter, along with 100 Equity Shares each to Mr. Vivek Kumar Jain, Mr. Devendra Kumar Jain, Mr. Devansh Jain, Mr. Pavan Kumar Jain, Mr. Siddharth Jain and Mr. Deepak Asher, who were initial subscribers to the Memorandum of Association, pursuant to subscription to the Memorandum of Association

² Allotment of 29,900,000 Equity Shares to Gujarat Fluorochemicals Limited, our Promoter

³ Allotment of 10,000,000 Equity Shares pursuant to conversion of 1,000,000 Debentures to the following entities:

Sr. No.	Name of the Allottee	Number of Debentures owned	Face Value per Debenture	Issue Price per Debenture	Number of Equity Shares allotted upon conversion
1.	Devansh Trading and Finance Private Limited	250,000	100	100	2,500,000
2.	Inox Chemicals Private Limited	250,000	100	100	2,500,000
3.	Siddhapavan Trading and Finance Private Limited	250,000	100	100	2,500,000
4.	Siddho Mal Investments Private Limited	250,000	100	100	2,500,000
Total		1,000,000			10,000,000

⁴ Allotment of 160,000,000 Equity Shares to the existing Shareholders of our Company in the ratio of four Equity Shares for every one Equity Share held as on the date of the AGM on which the Shareholders approved the issue of the Bonus Shares i.e. May 6, 2013

As on the date of this Red Herring Prospectus, our Company has not issued any preference shares.

2. Equity shares issued for consideration other than cash

As on the date of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash. Our Company has, however, made a bonus issue on May 7, 2013.

- Our Company has not issued or allotted any Equity Shares in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.
- Since incorporation, our Company has not revalued any of its fixed assets.
- Except for the Bonus Equity Shares and Equity Shares allotted upon conversion of Debentures as disclosed on above, our Company has not issued any Equity Shares at a price which may be lower than the Issue Price in the preceding one year from the date of DRHP.
- Build-up of Promoter's Shareholding, Promoter's contribution and Lock-in**

A. Build-up of Equity Shares held by our Promoter

The Equity Shares held by our Promoter were acquired/ allotted in the following manner:

Sr. No.	Date of Allotment/ Transfer	Allotment/ Transfer	Number of Equity Shares	Face Value (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Sources
1.	April 9, 2009	Incorporation of our Company ¹	99,400	10	10	Cash	Own funds - Internal Accruals
2.	March 19, 2010	Allotment	29,900,000	10	10	Cash	Own funds - Internal Accruals
3.	May 6, 2013	Transfer ²	600	10	10	Cash	Own funds - Internal Accruals
4.	May 7, 2013	Allotment	120,000,000	10	Nil	Bonus	N.A. (Bonus)

Sr. No.	Date of Allotment/ Transfer	Allotment/ Transfer	Number of Equity Shares	Face Value (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Sources
		pursuant to Bonus Issue				Issue	Issue out of profits of the Company
Total			150,000,000³				

¹ Initial allotment of 99,400 Equity Shares to Gujarat Fluorochemicals Limited, our Promoter, pursuant to subscription to the Memorandum of Association.

² Transfer of 100 Equity Shares each from Mr. Vivek Kumar Jain, Mr. Devendra Kumar Jain, Mr. Devansh Jain, Mr. Pavan Kumar Jain and Mr. Siddharth Jain to GFL and Transfer of ₹100 Equity Shares from Mr. Deepak Asher to GFL with Mr. Deepak Asher as its nominee shareholder

³ Including the 500 Equity Shares each, held by Mr. Deepak Asher and Mr. Mukesh Patni as nominees of GFL

All the above Equity Shares were fully paid-up at the time of allotment.

B. Details of the Shareholding of the Promoter and the Promoter Group

The table below presents the shareholding pattern of our Promoter and Promoter Group as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Pre-Issue		Post-Issue		No. of Equity Shares Pledged
		No. of Equity Shares	Percentage of Holding (%)	No. of Equity Shares	Percentage of Holding (%)	
1.	Gujarat Fluorochemicals Limited	150,000,000*	75.00	[●]	[●]	Nil
2.	Devansh Trading and Finance Private Limited	12,500,000	6.25	[●]	[●]	Nil
3.	Inox Chemicals Private Limited	12,500,000	6.25	[●]	[●]	Nil
4.	Siddhapavan Trading and Finance Private Limited	12,500,000	6.25	[●]	[●]	Nil
5.	Siddho Mal Investments Private Limited	12,500,000	6.25	[●]	[●]	Nil
	Total	200,000,000	100	[●]	[●]	

* Including the 500 Equity Shares each, held by Mr. Deepak Asher and Mr. Mukesh Patni as nominees of GFL

There are no shareholders belonging to the category 'Public' hence the disclosure with regard to public shareholders holding more than 1% of our Equity Shares is not applicable.

All the Equity Shares held by our Promoter and Promoter Group are held in dematerialized form as on the date of this Red Herring Prospectus.

C. Details of Equity Shares offered as Offer for Sale by the Selling Shareholder

GFL is offering 10,000,000 Equity Shares as Offer for Sale in this Issue pursuant to the resolutions by the committee of directors of GFL dated June 24, 2013. The Equity Shares being offered in this Issue as Offer for Sale have been held by GFL for a period of more than one year prior to the filing of the Draft Red Herring Prospectus. The Equity Shares held by the GFL were acquired/ allotted in the manner as stated in point 'A' above.

D. Details of Promoter's contribution locked-in for three years

The Equity Shares which are being locked-in are eligible for computation of Promoters' contribution in accordance with the provisions of the SEBI ICDR Regulations.

Pursuant to the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue paid up capital of our Company held by the Promoters shall be locked-in for a period of three years from the date of Allotment of Equity Shares in the Issue.

GFL, our Promoter, has, pursuant to a letter dated June 27, 2013 given consent to include such number of Equity Shares held by it as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as Promoter's contribution and has agreed not to sell, transfer, charge, pledge or otherwise

encumber in any manner the Promoter's contribution from the date of filing the Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations.

Details of Promoter's shareholding that is eligible for Promoter's contribution is as provided below:

Sr. No.	Date of Allotment	Allotment	Number of Equity Shares	Face Value (₹)	Issue Price per Equity Share (₹)	Nature of the transaction (Cash/ other than cash)	Percentage of	
							Pre-Issue capital	post Issue capital
1.	April 9, 2009	Incorporation of our Company	99,400	10	10	Cash	0.05	[•]
2.	March 19, 2010	Allotment	29,900,000	10	10	Cash	14.95	[•]
3.	May 7, 2013	Allotment pursuant to Bonus Issue	119,997,600	10	Nil	Bonus	60.00	[•]
Total			149,997,000*				75.00	[•]
Less: Offer for Sale shares			(10,000,000)				(5.00)	[•]
Total			139,997,000*				70.00	[•]

* All the above Equity Shares were fully paid-up at the time of allotment.

The Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution under Regulation 33 of the SEBI ICDR Regulations. In this connection, our Company confirms the following:

- The Equity Shares offered for minimum 20% Promoter's contribution have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves, or unrealised profits of our Company or from a bonus issue against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;
- The Company has not been formed by the conversion of a partnership firm into a company;
- The Equity Shares held by Promoters and offered for minimum 20% Promoter's contribution are in dematerialised form and not subject to any pledge; and
- The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

The minimum Promoter's contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'Promoter' under the SEBI ICDR Regulations. Consent has been obtained from the Promoter for its contribution, constituting not less than 20% post-Issue capital to be locked-in for a period of three years from the date of Allotment in the Issue.

E. Details of pre-Issue equity share capital locked-in for one year

In terms of Regulation 37 of SEBI ICDR Regulations, except for (a) the Promoter Contribution and Equity Shares offered in Offer for Sale in this Issue, the entire pre-Issue share capital of our Company, will be locked-in for a period of one year from the date of Allotment in this Issue.

The boards of directors of GFL pursuant to their authorisation letter dated June 27, 2013 has given consent to include all the pre-Issue Equity Shares held by it (after excluding the Equity Shares offered as part of Offer for Sale and the Equity Shares as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as Promoter's contribution as stated on point no (D) above) and has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the said Equity Shares from the date of filing the Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations.

The boards of directors of all other pre-Issue Shareholders have consented to lock-in of all the pre-Issue

Equity Shares held by them as follows:

Sr. No.	Pre-Issue Shareholder	Date of authorisation	Number of Equity Shares
1.	Devansh Trading and Finance Private Limited	May 13, 2013	12,500,000
2.	Inox Chemicals Private Limited	May 13, 2013	12,500,000
3.	Siddhapavan Trading and Finance Private Limited	May 13, 2013	12,500,000
4.	Siddho Mal Investments Private Limited	May 13, 2013	12,500,000

F. Lock in of Equity Shares Allotted to Anchor Investors

Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment of Equity Shares in the Issue.

G. Other requirements in respect of lock-in

Locked-in Equity Shares of our Company held by the Promoters can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan. Further, the Equity Shares constituting 20% of the fully diluted post-Issue capital of our Company held by the Promoters that are locked-in for a period of three years from the date of Allotment of Equity Shares in the Issue, may be pledged only if, in addition to complying with the aforesaid conditions, the loan has been granted by the banks or financial institutions for the purpose of financing one or more Objects of the Issue.

The Equity Shares held by persons other than the Promoter prior to the Issue and locked-in may be transferred to any other person holding the Equity Shares which are locked-in subject to continuation of the lock-in, in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable. Further, Equity Shares held by the Promoter may be transferred to and among the Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in, in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

7. Shareholding Pattern of our Company

The table below represents the shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category code	Category of shareholder	No. of share Holders	Total number of shares	No. of shares held in dematerialised form	Total shareholding as a % of total no of shares		Shares pledge or otherwise encumbered		Post Issue	
					As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a percentage (IX)=(VII I)/(IV)*100	No. of Equity Shares	Percent age of Holding (%)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VII I)/(IV)*100	No. of Equity Shares	Percent age of Holding (%)
(A)	Promoter And Promoter Group									
(1)	Indian									
(a)	Individual /HUF	2	1,000 [#]	1,000 [#]	Negligible	Negligible	0	0.00	[●]	[●]
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(c)	Bodies Corporate	5	199,999,000 [#]	199,999,000 [#]	100 [#]	100 [#]	0	0.00	[●]	[●]
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(e)	Others (Trusts)	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Sub-Total A(1) :								[●]	[●]
(2)	Foreign								[●]	[●]
(a)	Individuals (NRIs/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	[●]	[●]

Category code	Category of shareholder	No. of share Holders	Total number of shares	No. of shares held in dematerialised form	Total shareholding as a % of total no of shares		Shares pledge or otherwise encumbered		Post Issue	
					As a % of (A+B) (VI)	As a % of (A+B+C) (VII)	No. of shares (VIII)	As a percentage (IX)=(VII I)/(IV)*100	No. of Equity Shares	Percent age of Holding (%)
(c)	Institutions	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(d-i)	QFI- Individual	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(d-ii)	QFI - Corporate	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(d)	Others	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Sub-Total A(2) :	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Total A=A(1)+A(2)	7*	200,000,000	200,000,000	100.00	100.00	0	0.00	[●]	[●]
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds /UTI	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(b)	Financial Institutions /Banks	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(h-i)	QFI- Individual	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(h-ii)	QFI - Corporate	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(i)	Others	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Sub-Total B(1) :	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(2)	Non-Institutions								[●]	[●]
(a)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(b)	Individuals								[●]	[●]
	(i) Individuals holding nominal share capital up to ₹100,000	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	(ii) Individuals holding nominal share capital in excess of ₹100,000	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(c)	Others									
	Foreign bodies	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Directors	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Non-Resident Indians	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Overseas Corporate Bodies	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Clearing Members	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Trusts	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Sub-Total B(2) :	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Total B=B(1)+B(2)	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Total (A+B) :	7*	200,000,000	200,000,000	100.00	100.00	0	0.00	[●]	[●]
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00	[●]	[●]
(2)	Public	0	0	0	0.00	0.00	0	0.00	[●]	[●]
	Grand Total (A+B+C)	7*	200,000,000	200,000,000	100.00	100.00	0	0.00	[●]	[●]

* Includes two nominees of GFL, i.e. Mr. Deepak Asher and Mr. Mukesh Patni holding 500 Equity Shares each

#500 Equity Shares each are held by Mr. Deepak Asher and Mr. Mukesh Patni as nominees of GFL have been separately disclosed under the heading Promoter and Promoter Group against the Individual /HUF category. Therefore GFL's holding, including shares held by nominees on its behalf, is 150,000,000 Equity Shares. Percentages as regards Promoter's holding, except in this table have been calculated with reference to GFL's total holding

The list of Equity Shareholders belonging to the category 'Promoters and Promoter Group' as on the date of this Red Herring Prospectus is provided below:

Sr. No	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	Pledge Shares	As a %	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrant held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V)/(III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1.	Gujarat Fluorochemicals Limited	150,000,000*	75.00	0	0.00	0.00	0	0.00	0	0.00	150,000,000*
2.	Devansh Trading and Finance Private Limited	12,500,000	6.25	0	0.00	0.00	0	0.00	0	0.00	12,500,000
3.	Inox Chemicals Private Limited	12,500,000	6.25	0	0.00	0.00	0	0.00	0	0.00	12,500,000
4.	Siddhapavan Trading and Finance Private Limited	12,500,000	6.25	0	0.00	0.00	0	0.00	0	0.00	12,500,000
5.	Siddho Mal Investments Private Limited	12,500,000	6.25	0	0.00	0.00	0	0.00	0	0.00	12,500,000
	Total	200,000,000	100	0	0.00	0.00	0	0.00	0	0.00	200,000,000

*Including the 500 Equity Shares each, held by Mr. Deepak Asher and Mr. Mukesh Patni as nominees of GFL

Other than the Equity Shareholders belonging to the category 'Promoters and Promoter Group', no other shareholder holds more than 1% of our paid-up capital as on the date of this Red Herring Prospectus.

Our Company has not issued any depository receipts and hence does not have any outstanding depository receipts and locked-in Equity Shares.

Mr. Deepak Asher, who is a director on the board of our Promoter, holds 500 Equity Shares in our Company as a nominee of GFL. Other than Mr. Deepak Asher no other director of our Promoter holds any Equity Shares in our Company.

8. Equity Shares held by top ten shareholders

(a) On the date of this Red Herring Prospectus are as follows:

Sr. No.	Name of the Shareholder	No. of Shares	Percentage (%)
1.	Gujarat Fluorochemicals Limited	150,000,000*	75.00
2.	Devansh Trading and Finance Private Limited	12,500,000	6.25
3.	Inox Chemicals Private Limited	12,500,000	6.25
4.	Siddhapavan Trading and Finance Private Limited	12,500,000	6.25
5.	Siddho Mal Investments Private Limited	12,500,000	6.25
	Total	200,000,000	100.00

* Including the 500 Equity Shares each, held by Mr. Deepak Asher and Mr. Mukesh Patni as nominees of GFL

(b) Ten days prior to the date of this Red Herring Prospectus are as follows:

Sr. No.	Name of the Shareholder	No. of Shares	Percentage (%)
1.	Gujarat Fluorochemicals Limited	150,000,000*	75.00
2.	Devansh Trading and Finance Private Limited	12,500,000	6.25
3.	Inox Chemicals Private Limited	12,500,000	6.25
4.	Siddhapavan Trading and Finance Private Limited	12,500,000	6.25
5.	Siddho Mal Investments Private Limited	12,500,000	6.25
	Total	200,000,000	100.00

* Including the 500 Equity Shares each, held by Mr. Deepak Asher and Mr. Mukesh Patni as nominees of GFL

(c) Two years prior to the date of filing this Red Herring Prospectus are as follows:

Sr. No.	Name of the Shareholder	No. of Shares	Percentage (%)
1.	Gujarat Fluorochemicals Limited	29,999,400	99.99
2.	Vivek Kumar Jain	100	Negligible
3.	Devendra Kumar Jain	100	Negligible
4.	Devansh Jain	100	Negligible
5.	Pavan Kumar Jain	100	Negligible
6.	Siddharth Jain	100	Negligible
7.	Deepak Asher	100	Negligible
	Total	30,000,000	100.00

9. The Equity Shares, which are subject to lock-in, shall be transferable subject to compliance with the SEBI ICDR Regulations. The details of lock-in shall also be provided to the Stock Exchanges before the listing of the Equity Shares.
10. Our Company, the Selling Shareholder Promoter, our Directors and the Managers have not entered into any buyback and/or standby arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through this Issue.
11. Neither the members of our Promoter Group, nor our Promoter, nor the directors of our Corporate Promoter, nor our Directors and their relatives have sold or purchased or financed the purchase of Equity Shares by any other person, other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI, except as stated below:

Sr. No.	Name of the Transferor	Date of Transfer	No. of Equity Shares Transferred	Transfer price per Equity Share (in ₹)	Transferee
1.	Vivek Kumar Jain	May 6, 2013	100	10	GFL
2.	Devendra Kumar Jain	May 6, 2013	100	10	
3.	Devansh Jain	May 6, 2013	100	10	
4.	Pavan Kumar Jain	May 6, 2013	100	10	
5.	Siddharth Jain	May 6, 2013	100	10	
6.	Deepak Asher	May 6, 2013	100	10	GFL though its nominee Deepak Asher
7.	GFL	May 6, 2013	100	10	GFL though its nominee Mukesh Patni

12. There has been no subscription to or sale or purchase of our Equity Shares, within three years preceding the date of filing of this Red Herring Prospectus, by our Promoters or directors or Promoter Group, which in aggregate equals to or is greater than 1% of the pre-Issue Equity Share capital of our Company.
13. As on the date of this Red Herring Prospectus there are no outstanding warrants, financial instruments or any rights, which would entitle the Promoters or the Shareholders or any other person any option to acquire/ receive any Equity Shares after the Issue.
14. Our Company has not raised any bridge loans against the Net Proceeds of the Issue. The Company does not

have any intention to raise any bridge financing pending receipt of Net Proceeds of the Issue.

15. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on date of this Red Herring Prospectus.
16. The Equity Shares issued pursuant to this Issue shall be fully paid-up.
17. Our Company shall not make any further issue of Equity Shares and/or any securities convertible into Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner, during the period commencing from filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.
18. We currently do not intend or propose to alter our capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or, further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus issue or on a rights basis or by way of further public issue of Equity Shares or qualified institutional placements or otherwise.
19. There are certain restrictive covenants in the loan facility agreements entered into by our Company with certain lenders. For further details, please refer to the chapter “*Financial Indebtedness – Restrictive Covenants*” beginning on page 310.
20. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
21. Our Promoters and members of the Promoter Group will not participate in the Issue.
22. Total numbers of Shareholders of our Company as on the date of this Red Herring Prospectus is seven, including Mr. Deepak Asher and Mr. Mukesh Patni who hold Equity Shares as nominees of GFL.
23. As on the date of this Red Herring Prospectus, none of the Equity Shares of our Company are subject to pledge.
24. No person connected with the Issue, including, but not limited to, the Managers, the members of the Syndicate, our Company, the Selling Shareholder, the Directors, the Promoter Group and the KMPs, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.
25. Our Company has not issued any Equity Shares at a price lower than the price at which the Equity Shares are being offered to the public in the Issue, in one year preceding the date of this Red Herring Prospectus.
26. Our Company has not issued any Equity Shares out of its revaluation reserves.
27. Our Company has not made any public issue of its Equity Shares or rights issue of any kind since its incorporation.
28. As per the RBI regulations, OCBs are not allowed to participate in this Issue, except with the specific permission of the RBI.
29. As on the date of this Red Herring Prospectus, neither the Managers nor their associates hold any Equity Shares.
30. Save and except 500 Equity Shares held by Mr. Deepak Asher, in his capacity as a nominee of our Promoter, none of our Directors or KMPs have any shareholding in our Company as on the date of this Red Herring Prospectus.
31. Any over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot while finalizing the allotment, subject to minimum allotment being equal to [●] Equity Shares, which is the minimum Bid size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which the post-Issue paid up capital after the Issue would also increase by the excess amount of allotments so made. In such an event, the Equity

Shares held by the Promoters and subject to lock-in shall be suitably increased so as to ensure that 20% of the post-Issue paid up capital is locked-in.

32. The Net Issue is being made for at least 10% of the post Issue paid-up capital pursuant to Rule 19(2)(b)(iii) of SCRR read with Regulation 41(1) of the SEBI ICDR Regulations. Our Company is eligible for the Issue in accordance with Regulation 26(1) of the SEBI ICDR Regulations. Further, the Issue is being made through the Book Building Process where in 50% of the Net Issue shall be available for allocation to QIBs on a proportionate basis. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. The allotment of Equity Shares to each Retail Individual Bidder shall not be less than minimum Bid Lot, subject to availability of Equity Shares in Retail Investor category, and the remaining available Equity Shares, if any, shall be allotted on proportionate basis. Our Company may, in consultation with the Managers, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for allocation to domestic Mutual Funds only subject to Bids received at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price.
33. Any unsubscribed portion in Employee Reservation category shall be added to the Net Issue. Under subscription, if any, in Non-Institutional Bidders and Retail Individual Bidders, would be met with spill over from any other categories or combination of categories at the discretion of our Company in consultation with the Managers and Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Any inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. In the event of under-subscription in the Net Issue (except the QIB Portion), spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Issue.
34. Further, our Company and the Selling Shareholders, shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.
35. The Issue includes an Employee Reservation Portion of 500,000 Equity Shares for subscription by Eligible Employees, which shall not exceed 5% of our Company's post Issue paid-up capital. Our Company and Selling Shareholder may, in consultation with the Managers, offer an Employee Discount and Retail Discount of ₹[●] and ₹[●] to the Issue Price, not exceeding 10% of the Issue Price.
36. A Bidder cannot make a Bid for more than the number of Equity Shares offered through the Issue, subject To the maximum limit of investment prescribed under relevant laws applicable to each category of Bidder. For further details, please refer to "Issue Procedure – Who Can Bid" on page 416.
37. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of registering this Red Herring Prospectus with the RoC and the Bid/Issue Closing Date, if any, shall be reported to the Stock Exchanges within 24 hours of such transaction.

SECTION IV: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprises of the Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholder and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

The Fresh Issue

Our Company proposes to utilise the funds which are being raised through the Fresh Issue, after deducting the Issue related expenses to the extent payable by our Company (“**Net Proceeds**”), estimated to be approximately ₹[●] million, towards funding the following objects (collectively, referred to herein as the “**Objects**”):

1. Expansion and upgradation of existing manufacturing facilities;
2. Long term working capital requirements;
3. Investment in our Subsidiary, IWISL, for the purpose of development of power evacuation infrastructure and other infrastructure development; and
4. General Corporate Purposes.

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

Our Company manufactures WTGs and provides end to end solutions by supplying WTGs and offering services in relation to setting up and operating the WTGs. The main objects set out in the Memorandum of Association enable our Company to undertake our existing activities and the activities for which funds are being raised through the Fresh Issue.

The details of the Proceeds of the Fresh Issue are set forth in the following table:

(in ₹million)

Sr. No.	Description	Amount
1.	Gross proceeds of the Fresh Issue	7,000
2.	(less) Issue related expenses (only those apportioned to our Company)	[●]
3.	Net Proceeds	[●]

Requirement of funds and Utilisation of Net Proceeds

The following table details the objects of the Issue and the amount proposed to be financed from the Net Proceeds:

(in ₹million)

Sr. No.	Objects of the Fresh Issue	Amount proposed to be financed from Net Proceeds
1.	Expansion and upgradation of the existing manufacturing facilities	1,474.80
2.	Long term working capital requirements	2,900.00
3.	Investment in Subsidiary, IWISL, for the purpose of development of power evacuation infrastructure and other infrastructure development	1,315.37
4.	General Corporate Purposes	[●]
	Total	[●]

Schedule of Utilization of Net Proceeds

The year-wise utilisation of Net Proceeds is set forth in table below:

(in ₹million)

Sr. No.	Particulars	Total Estimated Costs	Amount to be financed from Net Proceeds	Estimated Schedule of utilization of Net Proceeds as in Financial Years	
				2015-16	2016-17
1.	Expansion and up-gradation of existing	1,961.41	1,474.80 ¹	719.25	755.55

Sr. No.	Particulars	Total Estimated Costs	Amount to be financed from Net Proceeds	Estimated Schedule of utilization of Net Proceeds as in Financial Years	
				2015-16	2016-17
	manufacturing facilities				
2.	Long term working capital requirements	2,900.00	2,900.00	2,900.00	-
3.	Investment in our Subsidiary, IWISL for the purpose of development of power evacuation infrastructure and other infrastructure development	2,013.25	1,315.37 ²	960.56	354.81
4.	General Corporate Purposes ³	[●]	[●]	[●]	[●]
	Total	[●]	[●]	[●]	[●]

¹ Based on certificate issued by Patankar & Associates dated February 13, 2015 amount already deployed out of the internal accruals of our Company and proceeds of term loan from YES Bank Limited as on December 31, 2014 is ₹220.38 million. Our Company shall spend ₹486.63 million out of the internal accruals prior to the Listing of Equity Shares.

² Based on certificate issued by Patankar & Associates February 13, 2015 amount already deployed out of the internal accruals of our Company as on December 31, 2014 is ₹186.83 million. Further, our Company shall spend ₹618.83 million out of the internal accruals prior to the Listing of Equity Shares.

³ The amount to be deployed towards general corporate purposes will be determined on finalization of Issue Price in compliance with SEBI ICDR Regulations

In view of the competitive environment of the industry in which our Company operates, our Company may have to revise its business plan from time to time and consequently its capital requirements may also change. The Company's historical capital expenditure may not be reflective of its future capital expenditure plans. The Company may have to revise its estimated costs, fund allocation and fund requirements owing to factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our Company's management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular object at the discretion of our Company's management. The current estimates are based on the Agreements entered into by our Company, Purchase Orders and Work orders issued by our Company and quotations received by us and management estimates. As some of estimated expenditures are based on quotations received and these quotations are valid up to period mentioned in the respective quotations, we may need to obtain fresh quotation before placing the firm order. Hence the actual cost may vary.

Our Company confirms that none of the quotations have been obtained from any of the entities that have been identified as "related parties".

In case of any increase in the actual utilisation of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including internal accruals. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required and general corporate purposes.

Funding Arrangements

The fund requirement in respect of expansion and upgradation of existing manufacturing facilities (other than ₹471.93 million already deployed) is proposed to be financed entirely out of the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, for expansion and upgradation of existing manufacturing facilities.

The fund requirement for the purpose of development of power evacuation infrastructure and other infrastructure development work being undertaken by our Subsidiary is ₹2,013.25 million and it shall be financed by way of a loan from our Company by way of a loan agreement dated July 2, 2013 entered into between our Company and IWISL and amended by Loan Amendment agreement dated February 7, 2015. Our Company shall grant an unsecured loan to our Subsidiary of an amount of ₹2,100.00 million, of which ₹1,315.37 million shall be financed out of the proceeds of the Issue and the balance out of the internal accruals of our Company. Thus firm arrangements of finance through verifiable means towards 75% of the stated means of finance for the project, excluding the amount to be paid from Net Proceeds.

Details of the Objects of the Fresh Issue

The details of proposed utilization of Net Proceeds are set forth below:

1. Expansion and Upgradation of Existing Manufacturing Facilities (“Expansion Project”)

A. ROHIKA UNIT

Our blade and tower manufacturing facility is located at Rohika, near Ahmedabad, Gujarat. It has a capacity to manufacture 256 rotor blade sets per annum and 150 towers per annum. Our Company intends to increase the blade manufacturing capacity to 400 rotor blade sets per annum and tower manufacturing capacity to 300 towers per annum. Our Company also intends to set up on new manufacturing lines for new WB488-2.0-3 and WB552-2.0 rotor blade sets and related infrastructure development and improve infrastructure at our Rohika Unit. For this purpose, the total fund requirement from the proceeds of the Issue, as estimated by us is ₹1,333.60 million.

The break-up of total fund requirement is as follows:

(₹ in million)

	Particulars	Estimated Amount*
1.	Setting up of new manufacturing line for WB488-2.0-3 and WB552-2.0 rotor blade sets and related infrastructure development	537.77
2.	Expansion of the tower manufacturing facility	630.00
3.	Upgradation of existing tower plant	33.25
4.	Infrastructure Development at the Rohika Unit	132.58
	Total	1,333.60

*including contingency

B. UNA UNIT

Our Company’s nacelle and hub manufacturing facility is located at Una, Himachal Pradesh. It has a capacity to manufacture 550 nacelles and hubs per annum. In order to optimise utilisation of capacity our Company intends to procure additional machinery.

The break-up of the total fund requirement from the proceeds of the Issue is:

(₹ in million)

	Particulars	Estimated Amount*
1.	Procurement of crane including crane girder, rail and down shop leads	28.12
2.	Procurement of Tools	45.83
3.	Procurement of Transportation frames	43.36
	Total	117.31

*including contingency

C. LICENSE FEES FOR UPGRADED MODEL DF 2000 WIND TURBINES WITH INCREASED ROTOR DIAMETER UPTO 120 METERS

Our Company has entered into an amendment agreement to the license agreement dated April 17, 2009 with AMSC for the DF 2000 wind turbine developed by AMSC for increased rotor diameter of up to 120 meters (for details regarding the agreement please refer to the chapter “History and Other Corporate Matters – Summary of key agreements” on page 177). Our Company intends to utilize ₹23.88 million from the Net Proceeds towards payment of the license fees.

The break-up of total fund requirement for the proposed expansion at our manufacturing units is as follows:

(₹ in million)

	Particulars	Number of units	Total Estimated Cost **	Amount to be utilized out of the Net Proceeds #
Rohika Unit				
A.	Setting up of new manufacturing line for WB488-2.0-3 and WB552-2.0 rotor blade sets and related infrastructure development		950.34	537.77
1.	Blade technology arrangement – 100 m		19.64	1.98
2.	Blade technology arrangement – 113 m		20.21	13.14
3.	Master Plug and Moulds (order placed + quote	4 sets	381.95	70.47

	Particulars	Number of units	Total Estimated Cost **	Amount to be utilized out of the Net Proceeds #
	received) - 100 m moulds	(our Company shall utilise the issue proceeds for one set only)		
4.	Master Plug and Moulds - 113 m moulds	2 sets	240.92	240.92
5.	Resin Infusion and Paste Machines	1 resin infusion machine and 2 paste machines	73.13	54.85
6.	Sawing, Cutting and Drilling	1 set	24.40	24.40
7.	Vacuum pumps and Systems	24 Vacuum Pumps and 6 triplex systems	17.86	17.86
8.	Cranes – 10 Tonnes	6 cranes	37.34	37.34
9.	Glass Cutting Machine	1 set	12.57	12.57
10.	Transport accessories for new blade	90 Root and Tip Support & 45 new cages	51.53	38.64
11.	Contingency at the rate of 5% for items 1 to 10		43.08	25.60
12.	Civil work: setting up of new storage unit		27.71 ^{##}	0.00
B. Expansion of the tower manufacturing facility			630.00	630.00
1.	Civil works towards setting up of the new tower plant		133.55	133.55
2.	Contingency for civil works @10%		13.37	13.37
3.	Equipment			
	a. Rolling and bending machine unit	1	59.16	59.16
	b. Blasting and painting booth including compressor	2 blasting booths and 3 painting booths	117.03	117.03
	c. CNC machine	1	36.87	36.87
	d. Rotators	43	79.06	79.06
	e. Column and Boom machines and welding machines	12 welding machines, 12 motorized trolleys and 4 tractor welding machines	84.81	84.81
	f. Power source including taxes and freight charges	6 machines and 12 rectifiers	1.91	1.91
	g. Cranes including taxes and freight charges	4	64.32	64.32
4.	Infrastructure development			
	a. Electrical work		15.03	15.03
	b. Air line		1.89	1.89
5.	Contingency for equipment and infrastructure development at the rate of 5%		23.00	23.00
C. Upgradation of existing tower plant			33.25	33.25
1.	25 tonne crane for plate handling at CNC machine	1	12.06	12.06
2.	25 tonne Goliath crane at plate yard	1	19.60	19.60
3.	Contingency for cranes at the existing tower plant at the rate of 5%		1.59	1.59
D. Infrastructure Development at the Rohika Unit			132.58	132.58
1.	Tarring of approach and internal roads (conversion of water bound macadem road to Tar road)		23.47	23.47
2.	Increasing the height of the Boundary wall		11.92	11.92
3.	Preparation of storage yard for Blade		17.02	17.02
4.	Preparation of storage yard for Tower		19.12	19.12
5.	Sewage Treatment Plant Extension		3.70	3.70
6.	Administration Building		13.79	13.79

	Particulars	Number of units	Total Estimated Cost **	Amount to be utilized out of the Net Proceeds #
7.	Canteen Expansion		7.27	7.27
8.	Security cum Locker cum Medical Room		5.24	5.24
9.	Fire Hydrant System		18.99	18.99
10.	Contingency for infrastructure development at the Rohika Unit at the rate of 10%		12.06	12.06
I. Total fund requirement at Rohika Unit (A+B+C+D)			1746.16	1,333.60
Una Unit				
E.	Procurement of crane including crane girder, rail and down shop leads		54.67	28.12
1.	Crane including crane girder, rail and down shop leads	1	24.14	0
2.	150 tonne crane	1	26.78	26.78
3.	Cross bay trolley between Bay 1 and 2	1	1.15	0
4.	Contingency for cranes for Una Unit at the rate of 5%		2.60	1.34
F.	Procurement of tools		55.00	45.84
1.	Hand tools and torque wrenches	6	9.95	8.29
2.	Lifting tools	6	5.17	4.31
3.	Hydraulic torque wrenches	6	24.95	20.80
4.	Pneumatic and electrical tools	6	6.07	5.06
5.	Instrument (laser alignment)	6	4.19	3.49
6.	Other miscellaneous tools	6	2.05	1.71
7.	Contingency for tools for the Una Unit at the rate of 5%		2.62	2.18
G.	Procurement of Transportation frames		57.83	43.36
1.	Frames – Hub and Nacelle	100	55.07	41.30
2.	Contingency for frames at the rate of 5%		2.76	2.06
II. Total fund requirement at Una Unit (E+F+G)			167.50	117.32
III.	AMSC Licence Amendment #5		47.75	23.88
Total estimated expenses (I + II+III)			1,961.41	1,474.80

inclusive of taxes

Our Company has paid ₹1.40 million as of December 31, 2014 and would be spending ₹26.31million prior to March 31, 2015 from the internal accrual and proceeds of term loan

*Our Company is required to pay towards grant of license to WINDnovation for the new WB488-2.0-3 and WB552-2.0 rotor blade sets as per License Agreement dated March 1, 2013 and August 26, 2014. Our Company as on December 31, 2014 has incurred expenses aggregating to ₹11.95 million towards advance payment out of our Company's internal accrual and proceeds of term loan from YES Bank Limited.

** Based on various purchase orders, work orders issued by our Company and quotations received by our Company, details of which are mentioned in the explanation for each of the particulars.

The break-up of proposed expenditure is as follows:

I. ROHIKA UNIT

A. Setting up of new manufacturing line for WB488-2.0-3 and WB552-2.0 rotor blades and related infrastructure development:

Our Company entered into a license agreement dated March 1, 2013 with WINDnovation for the WB488-2.0-3 rotor blade sets and August 26, 2014 for the WB552-2.0 rotor blade sets, respectively. These rotor blade sets are compatible with WT2000F model of WTGs being currently manufactured by our Company under license with AMSC. Since the WB488-2.0-3 and WB552-2.0 rotor blade sets, having a 100 meter and 113 meter rotor diameter, have a larger swept area, they are capable of generating more power with the same WTG than the 93.3 meter rotor blade sets that we currently produce. For further details regarding the license agreements dated March 1, 2013 and August 26, 2014 entered into with WINDnovation please refer to the chapter "History and other Corporate Matters – Summary of Key Agreements" on page 177.

Our Company proposes to procure key equipment for setting up the new blade manufacturing lines within our existing blade manufacturing facility, where our Company has the required space to set up the new blade manufacturing lines. This would enable us to increase our capacity to manufacture rotor blade sets at our Rohika

Unit to 400 rotor blade sets per annum from 256 rotor blade sets per annum. Our Company has estimated the cost of technology transfer, equipment purchase and other incidental expenses as per existing process/technology/product specifications and existing market requirements and based on our cost estimates on the quotations / purchase orders of manufacturers / suppliers of equipment, prevailing market prices and / or our internal estimates.

Equipment to be purchased and activities to be undertaken

1. Blade Technology Arrangement – 100 meters

Our Company proposes to manufacture the new rotor blade WB488-2.0-3 and has entered into the license agreement dated March 1, 2013 with WINDnovation for the said technology.

As per the license agreement dated March 1, 2013, our Company is required to pay an amount of ₹19.64 million towards grant of license to WINDnovation for the new WB488-2.0-3 rotor blade sets. Our Company has paid ₹14.70 million towards advance payment and first milestone payment and proposes to pay ₹2.97 million out of internal proceeds of our Company. Our Company intends to utilise the outstanding amount of ₹1.98 million from the Net Proceeds towards further payment for the Blade Technology.

2. Blade Technology Arrangement – 113 meters

Our Company proposes to manufacture the new rotor blade WB552-2.0 and has entered into the license agreement dated August 26, 2014 with WINDnovation for the said technology.

As per the License Amendment Agreement, our Company is required to pay an amount of ₹20.21 million towards grant of license to WINDnovation for the new WB552-2.0 rotor blade sets. Our Company proposes to utilize ₹7.07 million from the internal accruals of our Company and ₹13.14 million from the Net Proceeds towards further payment for the Blade Technology.

3. Master Plug and Moulds – 100 meters moulds

Rotor blade sets are produced by infusing epoxy resin, using the vacuum infusion technology, over glass fabric and core materials in moulds. Moulds are manufactured in two halves one used to make the front wind ward side of the blade and the other for the back ward side. For further details regarding manufacture of Rotor blade sets please refer to the chapter “*Business - Manufacturing*” on page 140.

The moulds are produced using master plugs or pattern, which is essentially model blades, manufactured using the blade design and specifications. Each rotor blade design requires a different mould that is unique to specifications of that variety of rotor blades including its dimensions and shape. As the rotor blade WB488-2.0-3 and is a new design, our Company intends to acquire a new plug and new moulds.

We have received quotation from a European company with mould manufacturing facility in China for manufacturing the plug and the moulds based on the technology that is licensed from WINDnovation along with all its accessories. Our Company has placed an order dated May 2, 2014 for three new moulds for an amount of ₹381.95 million of which ₹170.18 million has been paid by our Company as of December 31, 2014 and shall pay ₹141.30 million from the internal accruals of our Company. Our Company proposes to utilize ₹70.47 million from the Net Proceeds towards acquiring the fourth mould.

4. Master Plug and Moulds – 113 meters moulds

As the rotor blade WB552-2.0 is a new design, our Company intends to acquire a new plug and new moulds. We have received quotation dated December 23, 2014 with a European company with mould manufacturing facility in China for manufacturing the plug and the moulds based on the technology that is licensed from WINDnovation along with all its accessories. WB552-2.0. Our Company proposes to utilize ₹240.92 million from the Net Proceeds towards acquiring the master plug and two new moulds.

5. Resin Infusion and Paste Machines

Our Company uses the vacuum infusion technology in manufacturing the rotor blade sets. In the manufacturing process resin infusion machines are required to deliver metered quantities of epoxy resin system into the mould

to produce various parts of the rotor blade. Paste machines are thereafter required to deliver epoxy based paste to seal the lips of 2 main shells of the rotor blade. For further details regarding manufacturing process of Rotor blade sets please refer to the chapter “*Business - Manufacturing*” on page 140.

As our Company intends to procure four new moulds, our Company is required to place orders for additional resin infusion and paste machines for increasing the rotor blade production capacity. Our Company has placed an order dated July 14, 2014 for two resin and paste machines. Further, our Company has received quotation dated December 18, 2014 for two additional resin and paste machines. Our Company proposes to utilize ₹18.28 million from the internal accruals and ₹54.85 million from the Net Proceeds towards acquisition of 1 resin infusion machine and 2 paste machines.

6. Sawing, cutting and drilling machines

Sawing, cutting and drilling machines are required to process the raw moulded blade to the required dimension, shape and features (with holes of pre-determined sizes) to enable it to be fixed onto the hub to complete the WTG set. In order to match the increased production of blades, our Company intends to install one additional Sawing, cutting and drilling machine at our blade manufacturing unit. Based on the quotation dated December 12, 2014 our Company proposes to utilize ₹24.40 million from the Net Proceeds towards acquisition of one sawing, cutting and drilling machine.

7. Vacuum pumps and systems

Vacuum systems and pumps are required to create vacuum in the mould system before resin infusion is carried out to enable proper formation of the rotor blade in the mould. As our Company intends to install and employ new moulds in addition to the existing moulds, our Company intends to increase the capacity of vacuum system and pumps to match moulding capacity by procuring new Vacuum pumps and systems. Our Company proposes to utilize ₹17.86 million towards acquisition of 24 vacuum pumps and 6 triplex systems and has issued a Purchase order dated July 3, 2014 in relation to the same.

8. Procurement of cranes (6 x 10T) in the existing plant

With increasing load in the plant to handle and transport different parts from one activity to another, additional cranes would be required.

Our Company proposes to purchase six cranes of ten tonne each for our blade manufacturing unit. Based on the quotations dated December 16, 2014 our Company proposes to utilize ₹37.34 million from the Net Proceeds towards acquisition of the four cranes.

9. Glass cutting machine

Our Company has been using manual methods for glass fabric profile cutting. As these profiles are complicated lot of time, manpower and space is spent in this process. Our Company is proposing to install an automatic glass cutting machine, using computer aided techniques to reduce the time and cost of production. Based on the quotation dated December 18, 2014 our Company proposes to utilize ₹12.57 million from the Net Proceeds towards the cost of a new glass cutting machine for our blade unit.

10. Transport accessories for new blade

Transport accessories are required to enable safe and secure storage and transportation of rotor blade sets from our Rohika Unit to the various Wind Sites. These transport accessories are unique to particular type of rotor blade and design to minimise risk of damage to the blades during transport. Our Company intends to procure new transport accessories to be used for the transportation of the new WB488-2.0-3 and WB552-2.0 rotor blade sets. Based on the quotation dated December 12, 2014, our Company proposes to utilize ₹12.88 million from the internal accruals of our Company and ₹38.64 million from the Net Proceeds towards the cost of 90 new root and tip supports and 45 new cages.

11. Contingency

Our Company has considered contingency at the rate of 5% for items 1 to 10 amounting to ₹25.60 million

Approvals

Our Company has received SIA acknowledgement dated May 21, 2013 for increase in the capacity of our blade manufacturing facility to 400 rotor blade sets. Further, our Company has received consent dated August 5, 2014 from the Gujarat Pollution Control Board for granting permission for increasing the blade plant capacity to 400 rotor blade sets per annum from 200 rotor blade sets per annum and the tower plant capacity from 200 towers to 400 towers per annum.

B. Expansion of the tower manufacturing facility

Our Company intends to expand the tower manufacturing facility by constructing a new tower manufacturing facility at our existing Rohika Unit. Our existing tower manufacturing facility has a capacity to produce 150 towers per annum which our Company intends to increase to 300 towers per annum in line with the proposed increase in manufacturing capacity in our blade manufacturing unit.

Our Company intends to undertake civil works primarily comprising of constructing a new shed and has received quotation dated December 18, 2014. Our Company proposes to utilize ₹146.92 million (including contingency at the rate of 10% of the cost) from the Net Proceeds towards the civil works at the tower plant.

Further, our Company proposes to acquire rolling and bending machine unit, a blasting booths and painting booths, a new air compressor, a CNC ("Computer Numerical Control") machine, a cutting table for CNC machine, rotators, columns, booms, welding machines and power sources (quotation dated December 13, 2014) to augment our manufacturing capabilities to facilitate the increase over all capacity our tower manufacturing facilities amounting to ₹397.78 million (including contingency at the rate of 5% of the cost), which our Company proposes to utilise from the Net Proceeds. Our Company also intends to undertake electrical work towards setting up and operating the new machines in our new tower manufacturing facility amounting to ₹17.78 million (including contingency at the rate of 5% of the cost). Our Company also intends to acquire four cranes for plate handling at CNC for ₹67.53 million (including contingency at the rate of 5% of the cost).

Our Company is yet to commence civil work for construction of the new shed and has not placed any firm order for the proposed procurement of the equipment/machinery or for the civil works as on the date of this Red Herring Prospectus.

As our Company is undertaking the expansion of the tower plant within our Rohika Unit, no additional land is required to be acquired.

Approvals

Our Company has received clearance from the Industrial Development Authority, Gujarat for building the new tower manufacturing facility within the Rohika Unit.

Our Company has also received SIA acknowledgement dated May 21, 2013 for increase in the capacity of our tower manufacturing facility to up to 400 units per annum.

C. Upgradation of existing tower plant

Our Company intends to install a 25 tonne crane at our existing tower manufacturing facility at Rohika Unit for plate handling at the CNC machine and has received quotation dated December 18, 2014. Our Company proposes to utilize ₹12.67 million (including contingency at the rate of 5% of the cost) from the Net Proceeds towards purchase of the crane.

Further, our Company intends to install a 25 tonne Goliath crane at our existing tower manufacturing facility at Rohika, Gujarat for handling loading and unloading steel plates to be used to build tower sets and to reduce handling time and has received quotation dated December 18, 2014. Our Company proposes to utilize ₹20.59 million (including contingency at the rate of 5% of the cost) from the Net Proceeds towards the purchase of the crane.

Our Company has not placed any firm order for the proposed procurement of the equipment/machinery as on the date of this Red Herring Prospectus.

Approvals

We need no additional approvals for deploying new cranes at our storage yards.

D. Infrastructure Development at the Rohika Unit

Our Company intends to undertake infrastructural works to improve the overall infrastructure at our Rohika Unit.

Activities to be undertaken at the Rohika Unit

I. Tarring of approach and internal roads

The approach road at the Rohika Unit, the roads connecting the material gate and the main gate of the Blade manufacturing facility and the road which is used for dispatching the towers from the tower manufacturing facility are currently built up to the water bound macadam (“WBM”) stage and our Company intends to upgrade these roads by tarring the same. Further, our company proposes to build a new road behind the blade and tower plants to enable smooth movement of raw material and components for which we have received quotation dated December 18, 2014. Our Company proposes to utilize ₹23.47 million from the Net Proceeds towards tarring of approach and internal roads.

II. Increasing the height of the boundary wall

The height of the existing boundary wall is to be increased as the elevation of the national highway has increased over the last three years due to relaying of the road for which we have received quotation dated December 19, 2014. Our Company proposes to utilize ₹11.92 million from the Net Proceeds towards increasing the height of the Boundary wall.

III. Preparation of storage yard for blade

With increasing production Rohika unit would require additional storage space for the manufactured rotor blade sets. Preparation of the storage yard consists of laying of plain cement concrete flooring for which we have received quotation dated December 19, 2014. Our Company proposes to utilize ₹17.02 million from the Net Proceeds towards preparation of storage yard for Blade.

IV. Preparation of storage yard for tower

With increasing production Rohika unit would require storage space for the manufactured towers. Preparation of the storage yard consists of laying of plain cement concrete flooring for which we have received quotation dated December 19, 2014. Our Company proposes to utilize ₹19.12 million from the Net Proceeds towards preparation of storage yard for tower.

V. Sewage Treatment Plant Extension

With increasing production Rohika unit would necessitate employing more people at the unit. The existing sewage treatment plant would thus need to be expanded to increase capacity of the sewage treatment plant from 25 KL/day to 75KL/day and have received quotation dated December 19, 2014. Our Company proposes to utilize ₹3.70 million from the Net Proceeds towards expansion of the Sewage Treatment Plant.

VI. Administrative building

Our Company intends to set up a separate administrative building at the Rohika Unit. This would result in availability of additional space in the existing plant office building which would be utilized to accommodate the additional staff to be employed in the tower and blade manufacturing units for which we have received quotation dated December 19, 2014. Our Company proposes to utilize ₹13.79 million from the Net Proceeds towards building of the administrative building.

VII. Canteen Building

Our Company intends to set up a separate canteen building at the Rohika Unit. This canteen shall cater to the staff employed in the tower and blade manufacturing units for which we have received quotation dated December 19, 2014. Our Company proposes to utilize ₹7.27 million from the Net Proceeds towards building of the canteen building.

VIII. Security cum Locker cum Medical Room

Our Company intends to set up a separate Security cum Locker room which shall also be used as a medical room for any emergency purposes in the plant. We have received a quotation of ₹5.24 million dated December 19, 2014 which our Company proposes to utilize from the Net Proceeds.

IX. Fire Hydrant System

Our Company intends to upgrade the fire hydrant system to provide sufficient quantity of water at adequate pressure at all the required places pursuant to the proposed expansion.

Fire hydrant system consists of water tank, water pumps to generate sufficient quantity of water at adequate pressure, electrically driven (centrifugal pump), power back-up, jockey pump (centrifugal multistage, vertical), pipe line network to take water from tank to place of fire, sprinkler system, fire control panel, necessary piping, flanges, nozzles, valves, pipe fittings etc., for which we have received quotation dated December 19, 2014. Our Company proposes to utilize ₹18.99 million from the Net Proceeds towards setting up of the fire hydrant system.

X. Contingency

Our Company has considered contingency amount for infrastructure development at the Rohika Unit at the rate of 10% amounting upto ₹12.06 million to cover escalation of prices due to unforeseen factors.

Land Availability

Our Company has 30 acres of freehold land at Village Rohika, Taluka Bavla, near Ahmedabad, Gujarat, India where our existing blade and tower manufacturing facility is located. Sufficient land is available at this location for setting up of the new storage unit, tower plant expansion, administrative building, canteen building and development of the existing infrastructure and hence, our Company does not intend to acquire any additional land.

Approvals

We need no additional approvals for development of infrastructure at our Rohika Unit.

II. UNA UNIT

Our Company's nacelle and hub manufacturing facility is located at Una, Himachal Pradesh. It has a capacity to manufacture 550 nacelles and hubs per annum. In order to optimise utilisation of capacity our Company intends to procure additional machinery.

Details of cost estimate

Our Company proposes to procure key equipment for our WTG manufacturing plant at our Una Unit. Our Company has estimated the requirement of equipment as per existing process/technology/ product specifications and existing market requirements and based on our cost estimates on the quotations/ purchase orders of manufacturers/ suppliers of equipment, prevailing market prices and / or our internal estimates. Our Company is yet to commence infrastructural development work for Expansion Project.

The break-up of the expenses in relation to the machinery proposed to be acquired and other incidental expenses is as follows:

A. Procurement of Crane

Our Company intends to procure additional cranes and crane systems to augment its manufacturing efficiency at

the Una Unit. Our Company has issued Purchase orders dated May 28, 2014 and May 28, 2014 for cranes and gantry girter. Our Company has also received quotation dated December 16, 2014 for acquisition of a 150 tonne crane. Our Company has utilised an amount of ₹22.15 million as on December 31, 2014 and proposes to utilize ₹4.41 million (including contingency at the rate of 5% of the cost) from internal accruals and ₹28.12 million (including contingency at the rate of 5% of the cost) from the proceeds of the Fresh Issue towards acquisition of cranes and cross bay trolleys at the Una Unit.

B. Procurement of Tools

Our Company intends to acquire three sets of certain tools and machinery for our Una Unit. Based on the quotations received (disclosed below) our Company proposes to utilize ₹45.83 million (including contingency at the rate of 5% of the cost) from the proceeds of the Fresh Issue and ₹9.17 million (including contingency at the rate of 5% of the cost) from the internal accruals, towards procurement of tools at the Una Unit.

Procurement of Tools	Date of Quotation
Hand tools and torque wrenches	December 18, 2014
Lifting tools	December 18, 2014
Hydraulic torque wrenches	December 12, 2014
Pneumatic Tools	December 19, 2014
Electrical tools	December 18, 2014
Instrument (laser alignment)	December 12, 2014
Other miscellaneous tools	December 18, 2014

C. Transport accessories for WTGs

Transport accessories are required to enable safe and secure storage and transportation of WTGs from our manufacturing facility in Una to the various project sites. Our Company intends to augment the existing transport accessories used for the transportation of the WTGs to meet-up with the increased demand for WTGs.

Based on the quotation dated December 20, 2014 received our Company proposes to utilize ₹43.36 million (including contingency at the rate of 5% of the cost) from the proceeds of the Fresh Issue and ₹14.47 million (including contingency at the rate of 5% of the cost) from the internal accruals towards procurement of transport accessories (100 units) used for the transportation of the WTGs at the Una Unit.

Land

Our Company has 17 acres of leasehold land at Village Basal – 174 103, District Una, Himachal Pradesh, India where our exiting WTG manufacturing facility is located. Sufficient land is available at this location for expansion of the plant and development of the existing infrastructure and hence, our Company does not intend to acquire any additional land.

Approvals

The expansion of the plant and development of the existing infrastructure at the Una Unit does not require any additional approvals.

III. LICENSE FEES FOR UPGRADED MODEL DF 2000 WIND TURBINES WITH INCREASED ROTOR DIAMETER UPTO 120 METERS

Our Company had entered into the license agreement dated April 17, 2009 with AMSC for the DF 2000 wind turbine developed by AMSC (for details regarding the agreement please refer to the chapter “History and Other Corporate Matters – Summary of key agreements” on page 177). The said license agreement was amended w.e.f. August 8, 2014 (“License Amendment Agreement”) to provide for wind turbines with increased rotor diameter up to 120 meters.

As per the License Amendment Agreement, our Company is required to pay an amount of ₹47.75 million towards Licence fees. Our Company has utilised an amount of ₹11.96 million as on December 31, 2014 and proposes to pay ₹11.93 million towards advance payment and first milestone payment from internal accruals and proposes to utilize ₹23.88 million from the Net Proceeds towards further payment of license fees.

Other confirmations

Some of the above quotations are in foreign currency denominations such as Euro and U.S. Dollar. For the purposes of arriving at the total cost estimate of the above machineries, our Company has assumed the conversion rates prevailing as at December 31, 2014 along with a possible depreciation in rupee rate on foreign exchange @ 2.5% per annum.

Conversion rates prevailing as at December 31, 2014

Sr. No.	Foreign Currency	Conversion Rate* [#]
1.	Euro (€)	1 € = ₹78.93
2.	United States Dollar (USD)	1 USD = ₹64.91

*Source: Reserve Bank of India

[#]including contingency the rate of 2.5%

Our Company does not intend to utilize the Net Proceeds to procure any second hand equipment/ machinery.

The contingency amounts have been calculated on the total estimated cost (excluding such contingency).

The Promoters, the Directors, the Group Companies or the Promoter Group entities do not have any interest in the proposed procurement of any equipment/ machinery as stated above or any of the entities from whom our Company has obtained quotations/ machinery.

2. Long Term Working Capital Requirements

Our Company's business is working capital intensive and our Company funds majority of its working capital requirements in the ordinary course of our business from internal accruals and from various banks and financial institutions. As on December 31, 2014, our sanctioned working capital facilities consisted of an aggregate fund based limit of ₹6,550 million and an aggregate non-fund based limit of ₹16,150. For further details of the working capital facilities currently availed by us, please refer to "Annexure X - Restated unconsolidated statement of secured borrowings" in the chapter "Financial Statements" and the chapter "Financial Indebtedness" on page 271 and 310, respectively.

Based on internal estimates and projections as reflected below, our Company would require total working capital of ₹11,740.45 million during the Financial Year 2015-16. Our Company proposes to avail working capital facility of ₹5,790.25 million from various banks. As on December 31, 2014 our Company has availed working capital facility of ₹6,550.00 million from various banks. Our Company proposes to utilise ₹2,900.00 million of the Net Proceeds towards long term working capital requirements for meeting our future business requirements.

Basis of estimation of working capital requirement and estimated working capital requirement:

Sr. No.	Particulars	Financial Year 2014-15		Financial Year 2015-16	
		Holding levels (No. of days)	(₹in million)	Holding levels (No. of days)	(₹in million)
I	Current Assets				
1	Inventories				
	Raw Materials and Stores and Spares*	26	1,098.66	30	2,834.31
	Work in Process	2	99.86	10	955.74
	Finished Goods	1	28.49	5	477.45
2	Sundry Debtors	197	11,626.26	150	19,533.32
3	Other Current Assets		917.75		2,267.45
	Total Current Assets		13,771.02		26,068.27
II	Current Liabilities				
1	Sundry Creditors	107	4,608.58	100	9,769.48
2	Other Current Liabilities		2,431.50		4,558.34
	Total Current Liabilities		7,040.08		14,327.82
III	Total Working Capital Requirement		6,730.94		11,740.45

Sr. No.	Particulars	Financial Year 2014-15		Financial Year 2015-16	
		Holding levels (No. of days)	(₹in million)	Holding levels (No. of days)	(₹in million)
IV	Funding Pattern				
	Increase in working capital				
	- Working capital facilities from Banks		6,712.93		5,790.25
	- Internal Accruals		18.01		3050.20
	- Net Proceeds				2,900.00

* As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers;

Justification for holding period levels:

Inventories	Inventory holding levels for raw materials are expected to marginally increase from 26 days as at the end of December 2014 to 30 days for the Financial Year ended 2015-16. Similarly, holding levels for work in progress goods are expected to increase from two days as at the end of December 2014 to 10 days for the Financial Year ended 2015-16. Further, inventory holding level for finished goods in the Financial Year 2013-14 is expected to increase from one day as at the end of December 2014 to five days for the Financial Year ended 2015-16. The inventory holding levels are expected to increase to ensure continuity of operations at higher levels of capacity utilization.
Sundry Debtors	Debtors (in terms of number of days) are expected to reduce from 197 days to 150 days due to timely billing and establishing letter of credit mechanism for timely collections with major customers.
Sundry Creditors	To ensure smooth supplies from our vendors, there would be a reduction in our creditors' level from Financial Years 2014-15 from 107 days to 100 days.

Patankar & Associates, Chartered Accountants, have by a letter dated February 13, 2015, verified the working capital requirements of our Company.

Basis for incremental working capital requirements of the Company (including raw material and sundry debtors) are based on:

- the Company's order book which includes orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW and orders for only supply of WTGs with aggregate capacity of 564 MW; and
- the proposed expansion at the manufacturing units of the Company.

3. Investment in Subsidiary, IWISL, for the purpose of development of power evacuation infrastructure and other infrastructure development

Development of suitable Wind Sites for setting wind farms requires considerable amount of time and effort including processing of various approvals from the relevant regulatory authorities, providing for access to the Project Site and developing the infrastructure to enable evacuation of power from the Project Sites. Our Company supplies only the WTGs and other end to end services for wind farm projects are provided through our wholly owned subsidiaries, IWISL and MSEIL. These services include wind resource assessment, Project Site acquisition, Project Site development, civil foundation, erection and installation of the WTGs, development of infrastructure for power evacuation, pre-commissioning and commissioning and operation and maintenance at the wind farms. IWISL being a wholly owned subsidiary of our Company, all benefits accruing to IWISL would accrue indirectly to the shareholders of our Company. For further details relating to services offered by our Subsidiaries please refer to "Business - Services" on page 143.

IWISL has acquired access to Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and expects to acquire Wind Sites Under Acquisition in Rajasthan, Gujarat, Madhya Pradesh and Andhra Pradesh, which we estimate is suitable for the generation of 4,052 MW of aggregate wind power. Our Company intends to develop these Project Sites and Wind Sites under Acquisition for customers as part of our end-to-end model

for wind farm development and towards this direction intends to develop the power evacuation infrastructure and other infrastructure development. For details regarding our inventory of Project Sites please refer to the chapter “*Business - Our Inventory of Wind Sites*” on page 152.

The fund requirement for the purpose of development of power evacuation infrastructure and other infrastructure development work being undertaken by our Subsidiary is ₹2,013.25 million and it shall be financed by way of a loan from our Company by way of a loan agreement dated July 2, 2013 entered into between our Company and IWISL read with amendment agreement dated February 7, 2015. Our Company shall grant an unsecured loan of an amount of ₹2,100.00 million to IWISL of which ₹1,315.37 million shall be advanced out of the Net Proceeds and the balance out of the internal accruals of our Company. The board of directors of IWISL, pursuant to the resolution dated July 2, 2013, has approved the terms of the loan agreement and our Company has agreed to extend the said loan to IWISL. The loan agreement was amended by way of an amendment agreement dated February 7, 2015.

The salient features of the unsecured loan are as follows:

1. the loan amount shall be used by IWISL only for the purpose of developing power evacuation and other infrastructure at various Project Sites and to construct an operations and maintenance warehouse;
2. the loan amount shall be repaid by IWISL to our Company in five (5) equal annual installments within 15 (fifteen) days of the 2nd anniversary of the date of disbursement of the loan amount pursuant to the Loan Agreement;
3. our Company also has power to recall the loan in the event there is a breach of terms of the Loan Agreement by IWISL;
4. IWISL shall pay to our Company interest at the rate equivalent to 10% per annum, on the outstanding of the loan amount; and
5. The loan is unsecured and is subordinate to the existing secured indebtedness of IWISL.

For details regarding IWISL and its operations please refer to the chapters “*History and other Corporate Matters*” and “*Business – Services*” on pages 175 and 143, respectively.

Details of utilisation of funds granted by way of loan to IWISL from the Net Proceeds are as follows:

A. Madhya Pradesh

1. Nipaniya

Our Company intends to develop a wind farm of approximately 200 MW at Nipaniya (“**Nipaniya Sites**”). IWISL is undertaking infrastructure development and is setting up the power evacuation infrastructure at Nipaniya, Madhya Pradesh. MSEIL, wholly owned subsidiary of IWISL has been allotted wind sites in the Nipaniya Sites for setting up WTGs of 84.9 MW and has permission for evacuating power for 84.9 MW.

IWISL has quotations for the setting up of power evacuation systems at Nipaniya. The detailed break-up of utilisation of funds granted by way of loan to IWISL from the Net Proceeds are as below:

(in ₹million)

	Item	Estimated Cost	Utilisation of the loan amount advanced out of the Net Proceeds*
1.	220 KV Sub-Station (2 bays of 100 MVA) ¹	170.09	68.04
2.	220 KV line – 20 kms ROW ²	105.35	-
3.	1 x 100 MVA + 1 x 50 MVA Transformers ³	69.74	36.34
4.	Contingency @5% on all except civil	15.50	3.88
5.	Contingency @10% on Civil	3.51	0.88
	Total	364.19	109.14

¹. Based on Purchase Order No.5100005206, Work Order No. 5100002980 and Work Order no. 5100002975 all dated September 29, 2014

². Expenditure shall be made out of internal accruals of IWISL

³. Based on Supply Order No.5100004694 dated June 27, 2014 and quotation dated December 27, 2014

* Inclusive of taxes

** ₹254.96 Million shall be funded out of the loan provided by our Company from its internal accruals

2. Lahori

Our Company intends to develop a wind farm of 200 MW at Lahori (“**Lahori Sites**”). IWISL is undertaking infrastructure development and is setting up the power evacuation infrastructure at Lahori Sites and has permission for evacuating power for 200 MW.

IWISL has quotations for the setting up of power evacuation systems at Lahori. The detailed break-up of utilisation of funds granted by way of loan to IWISL from the Net Proceeds are as below:

(in ₹million)

	Item	Estimated Cost	Utilisation of the loan amount advanced out of the Net Proceeds*
1.	220 KV Sub-Station (2 bay of 100 MVA) ¹	192.47	192.47
2.	220 KV line – 20 kms ROW ²	110.97	110.97
3.	2 x 100 MVA transformer ³	71.78	71.78
4.	Contingency @5% on all except civil	16.28	16.28
5.	Contingency @10% on Civil	4.95	4.95
	Total	396.45	396.45

¹ Based on quotation dated December 29, 2014

² Based on quotation December 29, 2014

³ Based on quotation dated December 24, 2014

* Inclusive of taxes

B. Gujarat

Our Company intends to develop a wind farm of 400 MW at Rojmal and other nearby villages in Amreli District, Gujarat (“**Rojmal Sites**”). IWISL is undertaking infrastructure development and is setting up the power evacuation infrastructure at Rojmal Sites. IRL has been allotted wind sites in the Rojmal Sites for setting up WTGs of 154 MW and has permission for evacuating power for 300 MW at the Amreli Substation. It has applied for further evacuation permission for additional 100 MW at the Amreli substation. Further, IWISL has been allotted revenue land for setting up WTGs of 44 MW and it has currently applied for allotment of revenue land for setting up WTGs of 74 MW.

As per the Framework Agreement, IRL has granted IWISL access rights to the Project Sites for 154 MW located at Rojmal and has agreed to permit IWISL to use the evacuation permission granted to IRL. IRL has also agreed to transfer the lease/ sublease the Project Sites in the name of the customers of IWL/ IWISL. IRL has by way of the Framework Agreement has undertaken to provide all the necessary support and assistance in coordinating with the applicable regulatory authorities with regard to the use and transfer of project sites and evacuation permissions. For details of the Framework Agreement please refer to “*Business –Our Inventory of Wind Sites*” on page 152.

The projected cost of infrastructure development at the Rojmal includes cost for building a 220KV sub-station at approximately two Hectare plot, in Sukhpur village, district Amreli, a land owned by IWISL (including four transformers of 100MVA each), a 220 KV line from the substation to the Amreli 220 KV sub-station of Gujarat Energy Transmission Corporation Limited, one bay extension at the Amreli KV sub-station of GETCO and other related expenses.

The details of expenses that are to be funded are as below:

(in ₹million)

	Item	Estimated Cost	Utilisation of the loan amount advanced out of the Net Proceeds*
1.	220 KV Sub-Station (4 bays of 100 MVA) ¹	321.92	230.81
2.	220 KV line ²	308.22	-
3.	4 x 100 MVA Transformer ³	141.67	108.72
4.	Contingency @5% on all except civil	34.68	26.01
5.	Contingency @10% on Civil	7.83	5.87
	Total	814.32**	371.41

¹ Based on the Purchase Order no. 5100003053 dated July 8, 2014, Work Order no 5100001708 dated May 15, 2014 and Work Order no 5100001707 dated May 15, 2014

² Shall be completely funded out the loan provided by our Company from its internal accruals

³ Based on the Purchase Order no. 5100003018 dated July 3, 2013 and Quotation dated December 24, 2014

* Inclusive of taxes

** ₹442.91 Million shall be funded out the loan provided by our Company from its internal accruals

C. Rajasthan

Our Company intends to develop a wind farm of 200 MW at Sanwta and other nearby villages in Jaisalmer District, Rajasthan (“**Sanwta Sites**”). IWISL is undertaking infrastructure development and is setting up the power evacuation infrastructure at Sanwta Sites. IRL, one of our Group Companies has been allotted wind sites in the Sanwta Sites for setting up WTGs of 102 MW and also has permission for evacuating power for 204 MW.

As per the Framework Agreement, IRL has granted IWISL access rights to the Project Sites located at Sanwta and has agreed to permit IWISL to use the evacuation permission granted to IRL. IRL has also agreed to transfer the lease/ sublease the project sites in the name of the customers of IWL/ IWISL. IRL by way of the Framework Agreement has undertaken to provide all the necessary support and assistance in coordinating with the applicable regulatory authorities with regard to the use and transfer of project sites and evacuation permissions. IRL has also permitted IWISL to build its substation on additional space available on the land allotted to IRL. For details of the Framework Agreement please refer to “*Business –Our Inventory of Wind Sites*” on page 152.

The projected cost of infrastructure development includes cost for building a 220KV sub-station at 7 hectare plot at Khasra Numbers 18, in Looni village, Jaisalmer Dist., Rajasthan, leased to IRL (including one transformer of 100MVA each) and a 220 KV line from the substation to the Akal gathering sub-station bay extension at Akal gathering sub-station.

The details of expenses that are to be funded are as below:

(in ₹million)

	Item	Estimated Cost	Utilisation of the loan amount advanced out of the Net Proceeds* [#]
1.	220 KV Sub-Station (2 bays of 100 MVA) ¹	137.04	137.04
2.	220 KV line (including ROW) ²	240.60	240.60
3.	1 x 100 MVA Transformer ³	36.84	36.84
4.	Contingency @5% on all except civil	17.76	17.76
5.	Contingency @10% on Civil	5.93	5.93
	Total	438.17	438.17

^{1.} Based on quotation dated January 7, 2015

^{2.} Based on quotation dated December 29, 2014

^{3.} Based on quotation dated December 24, 2014

* Inclusive of taxes

4. General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations.

We, in accordance with the policies of our Board, will have flexibility in applying the balance amount towards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations including:

1. Strengthening marketing capabilities and brand building exercises
2. Funding inorganic or other growth opportunity, including strategic initiatives, partnerships and joint ventures;
3. Meeting expenses incurred in the ordinary course of business including salaries and wages, rent, administration expenses, insurance related expenses, repairs and maintenance, and the payment of taxes and duties; and
4. Meeting of exigencies which our Company may face in course of business.

Our management, in accordance with the competitive and dynamic nature of our business and the policies of the Board, will have the flexibility to revise its business plan from time to time and in utilizing the sum earmarked for general corporate purposes and any surplus amounts from the Net Proceeds.

Funds deployed

As on December 31, 2014, our Company has incurred ₹220.38 million towards the Objects of the Fresh Issue as per the certificate dated February 13, 2015 issued by Patankar & Associates, Chartered Accounts. The above

expenses were financed from internal accruals and proceeds of term loan from YES Bank Limited.

Estimated Issue related expenses

The Issue related expenses consist of listing fees, underwriting fees, selling commission, fees payable to the Managers, legal counsel, Bankers to the Issue including processing fee to the SCSBs for processing Bid cum Application Forms submitted by the ASBA Bidders procured by the Managers and submitted to the SCSBs, Escrow Bankers and Registrars to the Issue, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The Issue expenses shall be shared between our Company and the Selling Shareholder in proportion to the number of Equity Shares contributed by the respective parties to be offered as part of the Issue. Our Company shall not bear expenses in relation to the number of Equity Shares offered by the Selling Shareholder.

The estimated Issue related expenses are as follows:

Activity	Issue Expense* (in ₹million)	As a % of total Issue Expenses	As a % of Issue
Lead management fees	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission (including commissions to SCSBs for ASBA Applications and commissions to Non-Syndicate Registered Brokers), as applicable	[●]	[●]	[●]
Processing fees to the SCSBs for processing Application Forms procured by the Syndicate at Syndicate ASBA Centres or Non-Syndicate Registered Brokers and submitted to the SCSBs [#]	[●]	[●]	[●]
Registrar fee and other related fees (postage of refunds etc.)	[●]	[●]	[●]
Advertising and marketing expenses, printing, stationery and distribution expenses	[●]	[●]	[●]
Other expenses (SEBI fees, monitoring agency fees, legal and auditor fees, stock exchanges' processing and listing fees etc.)	[●]	[●]	[●]
Total Issue Expenses	[●]	[●]	[●]

*To be completed upon finalisation of the Issue Price.

[#]The SCSBs would be entitled to a processing fees of ₹15 per Bid cum Application Form, for processing the Bid cum Application Forms procured by the members of the Syndicate or the Registered Brokers and submitted to the SCSBs.

Interim use of proceeds

The Company, in accordance with the policies established by its Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to temporarily deposit funds in the Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

Our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. At the date of this Red Herring Prospectus, our Company does not have any intention to raise any bridge financing pending receipt of Net Proceeds of the Issue.

Monitoring of Utilisation of Funds

Our Company has appointed Axis Bank Limited as the monitoring agency to monitor the utilization of the Net Proceeds. Our Company shall disclose the utilization of the Net Proceeds under a separate head along with details, if any in relation to all such Net Proceeds that have not been utilised thereby also indicating investments, if any, of such unutilized Net Proceeds in our financial statements for the relevant Financial Years commencing

from Financial Year 2015-16.

Pursuant to clause 49 of the Listing Agreement, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus, and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors. Furthermore, in accordance with clause 43A of the Listing Agreements, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations if any, in the utilization of the Net Proceeds. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

The key industry regulations for the proposed objects of the Fresh Issue are not different from our existing business.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of a special resolution. In addition, the notice issued to our shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act, 2013 and shall be published in accordance with the Companies Act, 2013 and the rules thereunder. As per the current provisions of the Companies Act, 2013, our Promoter would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

Except as stated above, no part of the Net Proceeds will be paid by us to the Promoter and Promoter Group, the Directors, our KMPs, associates or companies promoted by the Promoters.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company and the Selling Shareholder in consultation with the Managers on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Qualitative Factors

Some of the qualitative factors which form the basis for the Issue Price are:

1. Ability to provide turnkey solutions for wind farm projects in India
2. High quality WTGs based on sophisticated technology and design
3. Strong order book
4. Access to large number of Project Sites and Wind Sites Under Acquisition
5. Efficient cost structure
6. Strong management team
7. Benefit of being a part of a recognized and trusted corporate group

For further details, please refer to the chapters “Business” and “Risk Factors” beginning on pages 132 and 18, respectively.

Quantitative Factors

Information presented in this chapter is derived from the restated financial statements of our Company.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings/ Loss per Share (“EPS”)

Year ended	Basic EPS (₹)*	Diluted EPS (₹)*	Weight (unconsolidated)
March 31, 2014	7.21	7.21	3
March 31, 2013	9.73	7.42	2
March 31, 2012	6.66	5.03	1
Weighted Average	7.96	6.92	
Nine month period ended December 31, 2014 [#]	9.88	9.88	

* Based on restated unconsolidated financials of our Company

[#] December 31, 2014 figures are not annualised

Year ended	Basic EPS (₹) **	Diluted EPS (₹) **	Weight (unconsolidated)
March 31, 2014	6.57	6.57	2
March 31, 2013	9.91	7.55	1
Weighted Average	7.68	6.90	
Nine month period ended December 31, 2014***	8.97	8.97	

** Based on restated consolidated financials of our Company

*** December 31, 2014 figures are not annualised

Note:

1. Basic EPS and Diluted EPS Calculations are in accordance with Accounting Standard 20 (AS20) 'Earnings per Share' issued by ICAI. The Company has issued four bonus shares for one share held on May 7, 2013. As required by AS20, the calculation of basic and diluted earnings per share is adjusted for the all periods mentioned in the working of EPS on post-bonus basis.
2. The face value of each Equity Share is ₹10.

2. Price Earning Ratio (P/E) in relation to the Issue price of ₹[●] per Equity Share of the face value of ₹10 each

Particulars	Consolidated	Unconsolidated
P/E ratio based on Basic EPS for Financial Year 2013-14 at the Floor Price:	[●]	[●]
P/E ratio based on Diluted EPS for Financial Year 2013-14 at the Floor Price:	[●]	[●]

3. Return on Net Worth (RoNW)

Year ended	Unconsolidated (%)	Weight
March 31, 2014	33.54	3
March 31, 2013	50.43	2
March 31, 2012	74.04	1
Weighted Average	45.92	
Nine month period ended December 31, 2014 [^]	31.58	

[^] December 31, 2014 figures are not annualized

Year ended	Consolidated (%)	
March 31, 2014	31.32	2
March 31, 2013	50.89	1
Weighted Average	37.84	
Nine month period ended December 31, 2014 ^{^^}	30.01	

^{^^} December 31, 2014 figures are not annualized

RoNW (%) =	Net Profit After Tax
	Net Worth

Note: Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial statements. There is no share premium account, revaluation reserve or miscellaneous expenditure (to the extent not written off).

4. Minimum Return on Total Net Worth after Issue needed to maintain pre-Issue EPS for the Financial Year 2012-13.

Particulars	Restated Consolidated (%)	Restated Unconsolidated (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

5. Net Asset Value per Equity Share

NAV	Restated Consolidated (₹)	Restated Unconsolidated (₹)
As on March 31, 2012	NA	44.95*
As on March 31, 2013	73.89***	73.21**
As on March 31, 2014	20.99	21.49
As on nine month period ended December 31, 2014	29.88	31.29
Issue price	[●]	
After the Issue	[●]	[●]

Note: Net Asset Value per Equity Share represents Net Worth as per the restated financial statements as divided by the number of equity shares outstanding as at the end of financial year.

*Had the NAV been adjusted for the Bonus Issue on May 7, 2013, it would have been ₹8.99

** Had the NAV been adjusted for the Bonus Issue on May 7, 2013, it would have been ₹14.64

*** Had the NAV been adjusted for the Bonus Issue on May 7, 2013, it would have been ₹14.78

6. Comparison with listed industry peers

There is only one listed company in India that is engaged in a business that is similar to that of our Company. However, that listed company has incurred losses for more than three financial years and is hence not comparable to our Company based on its financial condition. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

The Issue Price of ₹[●] has been determined by our Company and the Selling Shareholder in consultation with the Managers on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company and the Managers believe that the Issue Price of ₹[●] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with the chapters titled “Risk Factors”, “Business” and “Financial Statements” beginning on pages 18, 132 and 220 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “Risk Factors” and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS**Statement of possible special direct tax benefits available to Inox Wind Limited and its shareholders**

To,
The Board of Directors of Inox Wind Limited,
Inox Towers,
Plot No. 17,
Sector 16A, Noida,
Uttar Pradesh, India.

Dear Sirs,

Sub: Proposed initial public offering (the “Issue”) of equity shares (the “Equity Shares”) of Inox Wind Limited (the “Company”)

We report that following possible special direct tax benefits are available to the Company under the Income-tax Act, 1961 and Wealth-tax Act, 1957, presently in force in India.

1. As per the provisions of section 80IC of the Income-tax Act, 1961 (the ‘IT Act’), the Company is entitled to claim deduction in respect of profits and gains derived by its undertaking located at Una, Himachal Pradesh, which has commenced production during the year ended March 31, 2010 (viz. the ‘initial year’). The deduction available is one hundred per cent of the profits of the undertaking for five assessment years commencing with the initial year and thereafter thirty per cent of the profits of the undertaking for next five years.
2. As per the provisions of sub-clause (a) of clause (iv) of sub-section (4) of section 80IA of ‘IT Act’, the Company is entitled to claim deduction in respect of profits and gains derived by its undertaking located at Village Veraval Bhadla, Dist. Rajkot, Gujarat, which has commenced generation of power during the year ended March 31, 2014 (viz. the ‘initial year’). The deduction available is one hundred per cent of the profits of the undertaking for ten consecutive assessment years out of fifteen years beginning from the initial year.

These benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the statute.

We further report that there are no possible special direct tax benefits available to the Company’s shareholders under the Income-tax Act, 1961 and Wealth-tax Act, 1957, presently in force in India.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither we are suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

- i) the Company will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been / would be met with.

The contents of this statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby give consent to include this statement of tax benefits in the draft red herring prospectus, red herring prospectus, the prospectus and in any other material used in connection with the Issue.

For Patankar & Associates
Chartered Accountants
Firm Registration No. 107628W

Sanjay Agrawal
Partner
Membership No: 049051

Place: Pune
Date: February 13, 2015

SECTION V: ABOUT THE COMPANY

INDUSTRY

Unless otherwise specified, all of the information and statistics in this section are extracted from the WISE Report. The information extracted from the WISE Report reflects an estimate of market conditions based on World Institute of Sustainable Energy's research and analysis. While reasonable care has been taken in the extraction, compilation and reproduction of such information and statistics by our Company, neither we, the Promoter, the Managers, or any of our or their respective directors, officers, affiliates or advisors, nor any party involved in the Issue have independently verified such information and statistics, and such parties do not make any representation as to their accuracy. The information and statistics may not be consistent with other information and statistics compiled within or outside India. Unless otherwise indicated, all information is as of March 31, 2014 or for the year ended March 31, 2014, as applicable.

Unless otherwise specified, all of the information and statistics in this section are extracted from the WISE Report. The information extracted from the WISE Report reflects an estimate of market conditions based on World Institute of Sustainable Energy's research and analysis. While reasonable care has been taken in the extraction, compilation and reproduction of such information and statistics by our Company, neither we, the Promoter, the Managers, or any of our or their respective directors, officers, affiliates or advisors, nor any party involved in the Issue have independently verified such information and statistics, and such parties do not make any representation as to their accuracy. The information and statistics may not be consistent with other information and statistics compiled within or outside India. Unless otherwise indicated, all information is as of March 31, 2014 or for the year ended March 31, 2014, as applicable.

Overview

Power Generation in India

India is the fourth largest energy consumer in the world trailing only the United States, China and Russia. The table below sets forth the gross electricity generation and consumption in India for the periods indicated:

Year ended March 31,	Gross electricity generated from utilities, BU	Total electricity consumption, BU
2008	722	501
2009	746	554
2010	796	613
2011	845	694
2012	923	785
2013	964	853

Note: In the table above "Gross electricity generated" includes auxiliary consumption of electricity by power generation utilities and energy lost during transmission and distribution.

Despite overall increases in electricity consumption, India's per capita electricity consumption remains fairly low. As of March 2013, the per capita consumption was estimated to be 917.2 kWh which is lower than that of the developed countries and the other BRICS (Brazil, Russia, India, China and South Africa) countries. The table below sets forth the per capita electricity consumption by kilowatt hour in 2012 of India compared to the other countries listed below.

Country	kWh	Country	kWh
USA	12,947	Brazil	2,509
Australia	10,218	Cuba	1,376
France	7,367	India	760
Germany	7,138	Philippines	668
Russia	6,602	Pakistan	447
UK	5,452	Sri Lanka	527
South Africa	4,410	Bangladesh	280
China	3,475		

Source: International Energy Agency, Key World Energy Statistics, 2014.

Generation Capacity of India

The table below sets forth the growth in installed capacity at the end of the five year plan periods of Government of India indicated and as of March 31, 2014.

	March 1997 (8 th)	March 2002 (9 th)	March 2007 (10 th)	March 2012 (11 th)	March 2014 (current)
Installed Capacity (GW)	85.8	105.1	132.3	199.9	245.3

Electricity demand in India increased from 739.3 BU in the year ended March 31, 2008 to 1,002.2 BU in the year ended March 31, 2014, an increase of more than 35%. Despite an increase in generation capacity, a power supply deficit continues to exist in India. The average energy deficit and peak demand deficit for India over the past seven years from the year ended March 31, 2008 to the year ended March 31, 2014 was 8.7% and 8.15%, respectively. During the years ended March 31, 2012, 2013 and 2014 the energy deficit was 8.5%, 8.7% and 4.2%, respectively, while peak deficit for the year ended March 31, 2014 was 4.5%. India's energy deficit and peak demand deficit for the year ended March 31, 2014 were 42.2 BU (4.2%) and 6.1 GW (4.5%), respectively. Energy deficit refers to the shortfall in meeting the overall electrical energy demand during a year. Peak deficit refers to the shortfall in meeting power demand during peak periods in a day.

As of March 31, 2014, coal based projects accounted for approximately 59.2% of the total installed power generation capacity in India and renewable energy based projects accounted for approximately 12.9% of installed capacity. However, renewable energy's share of energy output is approximately 6% in India due to low capacity utilization.

The table below sets forth the installed capacity of power generation by power type as of March 31, 2014:

	Thermal			Total Thermal	Nuclear	Hydro	Renewables	Total
	Coal	Gas	Diesel					
Installed Capacity (GW)	145.3	21.8	1.2	168.2	4.8	40.5	31.7	245.3

Although there has been an increase in installed capacity, actual installations have been well below targets. Although almost 64.8 GW was added during the 11th Five Year Plan, it was only approximately 72% of the original target for the plan period. Conventional fuel based capacity additions have faced challenges such as fuel supply shortfalls, land acquisition challenges, delays in state and environment clearances, equipment shortages in the market and difficulties with passing on higher costs of fuel to off-takers. At the same time, renewable energy capacity additions have exceeded planned targets. During the 11th Five Year Plan, 14.7 GW of renewable energy capacity was added against a target of 14.0 GW. Total installed power capacity in India is expected to reach 400 GW by 2022 according to the India Department of Heavy Industry, Indian Electrical Equipment Industry Mission Plan 2012-2022.

Availability of Fossil Fuels

In India, electricity generation primarily comes from fossil fuel sources (coal, gas and diesel), nuclear, large hydro and renewable sources of energy. The demand-supply gap for coal has been increasing in India. During the year ended March 31, 2013 more than 444.3 million Metric Tonnes of coal was consumed by the power sector (which excludes consumption by other sectors such as the steel, cement, paper and railway industries), against Indian production of 557.3 million Metric Tonne and 134.73 million Metric Tonne of gross import of coal. Increasingly, larger parts of India's coal requirements are being met through coal imports. The demand for coal in India is expected to increase in line with an expansion of coal based power projects. In the case of gas based power projects, the 12th Five Year Plan has envisaged gas based capacity additions of only 1.0 GW with local gas tie-ups. This is largely due to the unavailability of natural gas even for existing capacity. Import of natural gas into India is expected to increase at least fivefold from the year ended March 31, 2013 to the year ended March 31, 2022. Apart from 20 GW already commissioned, another 13 GW of gas based projects are under construction and can be operational only if gas supply is available for these projects.

Electricity Demand and Planned Capacity Addition

In order to meet growing energy requirements, various government agencies have developed projections of likely capacity requirements over the medium to long term. The table below sets forth electricity demand and

capacity addition targets as estimated by Central Electricity Authority and the Planning Commission of India for the 12th and the 13th Five Year Plan periods.

Organization	Year of projection	Electricity and peak load demand, BU /GW	
		by end of 12 th Five Year Plan	by end of 13 th Five Year Plan
National Electricity Plan - 2012 (Central Electricity Authority)	2012	1,354 /199.5	1,904 / 283.5
18th Electricity Power Survey (Central Electricity Authority)	2013	1,348/ 199.54	1,872 /283.47
Planning Commission of India, (Electricity demand)	2012	1,403	1,993

The table below sets forth planned renewable energy generation capacity for the 12th and the 13th Five Year Plan periods.

Organization	12 th Five Year Plan			13 th Five Year Plan		
	Conventional	Wind	Other renewable energy	Conventional	Wind	Other renewable energy
Central Electricity Authority (GW)	76.5	15.0	15.0	77.0	20.0	25.0
Power Grid Corporation of India Limited (GW)	NA	30.4	9.9	NA	46.0	11.4

Transmission and Distribution Infrastructure

In the absence of an integrated transmission network in India, there is increasing focus on implementing generation capacity closer to the demand centers. However, with traditional fuels transportation of coal, oil and gas over large distances poses its own set of challenges. In this context distributed generation offers an effective solution. Power Grid Corporation of India Limited has proposed, among other things, implementing intrastate and interstate transmission system strengthening schemes, and the development of ten renewable energy management centres in the plans for renewable energy rich states to accommodate capacity additions by Financial Year 2017.

Renewable Energy in India

With electricity demand growing at a compound annual growth rate (CAGR) of 6.9% from the year ended March 31, 2008 through the year ended March 31, 2013 on the one hand and lack of access to electricity for less than half of its population on the other, India faces the challenge of maintaining a balance between energy security and energy access for all, while also ensuring sustainable development. The clean and sustainable energy sector in India is an important part of addressing this challenge. Over the recent past conventional energy costs have been increasing even as fuel supply risks have spiked. As a result renewable energy technologies have become increasingly more viable and have been further supported by a number of fiscal and policy initiatives taken by the central and various state governments. The table below sets forth a comparison of renewable and conventional power generation capacity additions for the periods indicated.

Year ended March 31,	Annual capacity addition, MW			Cumulative capacity, MW			Share (%) of renewable energy in total capacity
	Conventional	Renewable	Total	Conventional	Renewable	Total	
2009	2,787	2,117	4,904	134,723	13,242	147,965	8.9%
2010	9,154	2,279	11,433	143,877	15,521	159,398	9.74%
2011	11,294	2,934	14,228	155,171	18,455	173,626	10.63%
2012	20,202	6,049	26,251	175,373	24,504	199,877	12.26%
2013	20,429	3,038	23,467	195,802	27,542	223,344	12.33%
2014	17,764	4,150	21,914	213,566	31,692	245,258	12.92%

Note: Renewable Energy Sources includes Wind, Small Hydro Project, Biomass Gasifier, Biomass Power, Urban & Industrial Waste Power & solar power

Note: The annual capacity addition is net of any capacity retired or reduced during the year

Source: CEA Annual Report 2012- 2013 and Power Generation Report, March and April 2014

Under the National Action Plan on Climate Change (NAPCC), the Government of India has set a target of having 15% renewable energy in the electricity generation mix by 2020, implying a total installed base of approximately 100 GW of renewable energy generation capacity.

The table below sets forth renewable energy capacity additions and targets for India under the five year plans indicated.

Source	Capacity addition/target during five year plan, MW			
	10 th	11 th	12 th	13 th
	(2002-07)	(2007-12)	(2012-17)	(2017-22)
Wind power	5,464	10,260	15,000	20,000
Small hydro power	542	1,419	2,100	
Biomass power			500	
Bagasse cogeneration	795	2042	1,400	5,000
Waste to energy			500	
Solar power	01	938	10,000	20,000
Total	6,802	14,659	29,500	45,000
Average annual capacity addition, MW	1,360	2,931	5,900	9,000

Despite the recent growth in expansion of renewable energy capacity, a large part of the country's renewable energy potential remains untapped. The table below sets for the grid connected renewable energy project installations in India as of March 31, 2014.

Source	Original estimated renewable energy potential, MW	Installed capacity, MW	Share (%) of untapped renewable energy potential
Wind Power	49,130	21,131.8	56.99
Small Hydro Power	15,399	3,803.7	75.30
Biomass Power	17,538	1,365.2	92.22
Bagasse Cogeneration	5,000	2,648.4	47.03
Waste to Energy	2,707	106.6	96.06
Solar Power (SPV)	> 100,000	2,647.0	97.35 (approximate)
Total	>189,774	31,702.7	83.29 (approximate)

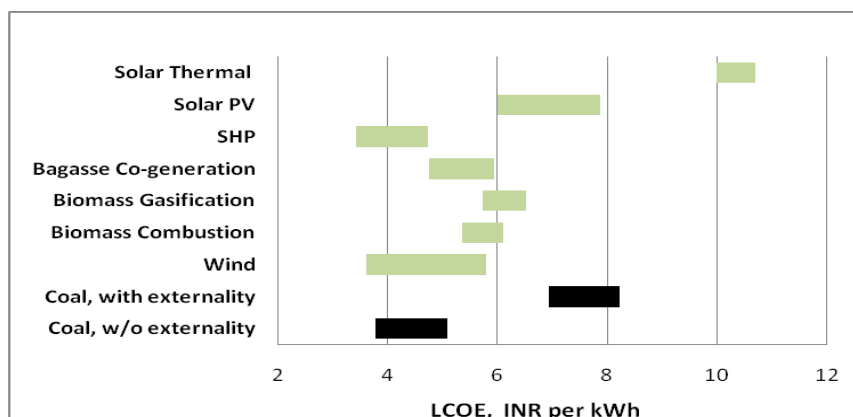
Note: Based on the RE achievement data received by MNRE & CEA from different sources and for different periods, the annual RE achievement figures quoted by these agencies varies slightly.

Key Drivers for Renewable Energy

- **Demand supply gap:** At the end of March 2013, the annual energy shortfall for India was 4.2% and that for peak power demand was 4.5%.
- **Rising fossil fuel prices:** Crude oil and coal prices have been relatively high in the recent past and peaked in the year 2008, although the price of oil has declined dramatically since the middle of calendar year 2014, which, if sustained or expected to be sustained for a significant period of time, could potentially result in reduced capital investment in the wind power industry.
- **Increase in marginal power purchase cost:** The marginal power purchase cost refers to the incremental cost incurred by a utility provider to procure one additional unit of electricity from the grid. When compared with this marginal power purchase cost, the tariff to procure power from renewable energy sources such as wind power becomes attractive.
- **Policies:** The Ministry of New and Renewable Energy is keen to ensure that the share of energy generation from renewables increases significantly in comparison to growth in power generation from conventional sources, over a period of time. Therefore, the government is announcing second-generation policy measures for promotion of renewable-based generation. The generation-based incentive for wind and solar technologies is the first step towards this direction. Further, to increase the acceptability and tradability of renewable energy, Ministry of New and Renewable Energy along with the CERC has introduced the Renewable Energy Certificate (REC) mechanism in India. Additionally, the government has reintroduced accelerated depreciation for wind projects, which had been withdrawn in March 2012.
- **Feed-in Tariff:** During the past few years, various State Electricity Regulatory Commissions have specified preferential tariffs for procurement of renewable energy by the distribution licensees and have also specified renewable purchase obligations. As a result, state utilities are purchasing power from renewable energy sources for meeting the renewable portfolio standard obligation.
- **Kyoto Protocol and CDM:** The Clean Development Mechanism (CDM) under the Kyoto Protocol also encourages investment in low-carbon technologies, including renewable energy.

Cost Competitiveness

The comparison of levelized cost of electricity (LCOE) generated from wind power with LCOE from other renewable energy technologies, such as biomass, bagasse cogeneration, small hydro power, solar as approved by CERC in its renewable energy tariff order for the year ended March 31, 2014 dated February 28, 2013 is discussed below. The table below shows the comparison of the LCOE of renewable energy sources and the LCOE of coal based electricity on a full cost basis including its externalities. This illustrates that wind power generation is the most cost competitive option today in India as compared to solar PV, solar thermal and coal based power generation, and it is comparable to other renewable energy technologies, such as small hydro and biomass based power generation.



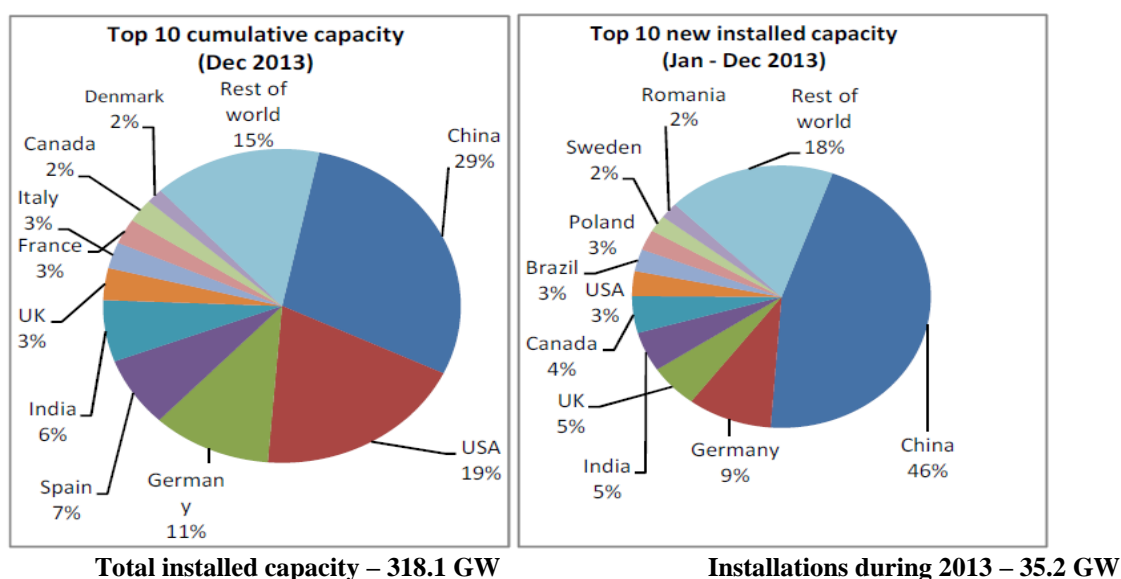
Challenges for the Indian Renewable Energy Sector

The renewable energy technology sector faces several impediments, including, among others, the high rate of interest for debt including working capital borrowings, challenges associated with land acquisition and clearance, and the lack of regulatory enforcement of renewable purchase obligations.

Wind Power Market

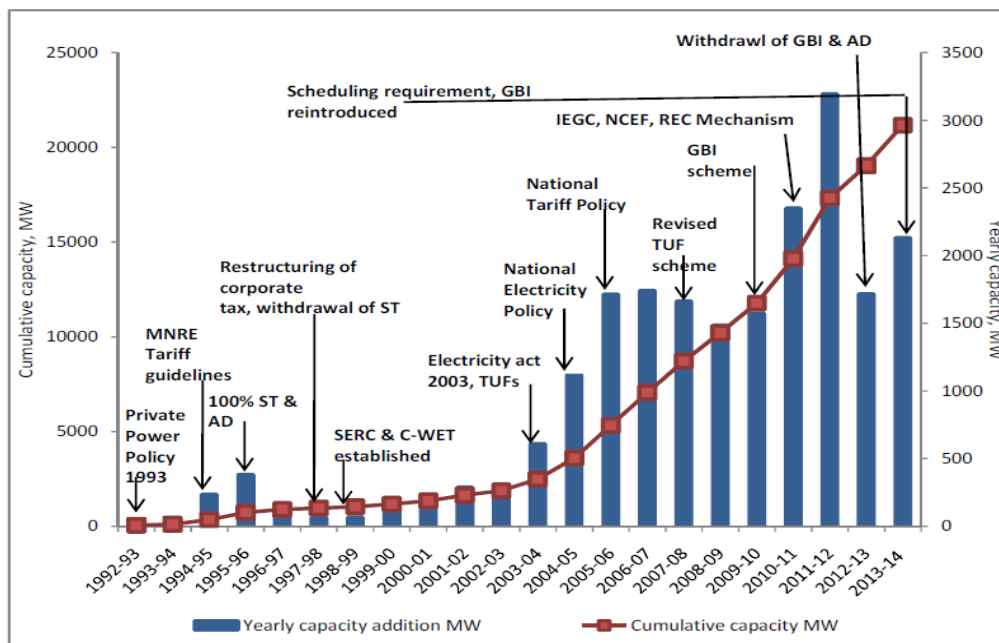
During calendar year 2013, global installed capacity for wind power increased by 12.5% to approximately 318.1 GW. Globally, more than 35 GW of capacity was added during 2013. More than 51% of the installations during 2013 were in Asia. Total investment in the wind sector during 2013 was US\$80.3 billion.

The chart below shows cumulative market share (by calendar year 2013) and annual wind power installations (during calendar year 2012) for the top 10 countries by wind power installation. India ranked at fifth position for cumulative installations with a 6.3% share of cumulative installations and fourth position with a 5% share of annual installations at the end of calendar year 2013.



Indian Wind Power Market

The table below sets forth certain India wind power industry developments from 1992 to 2014.

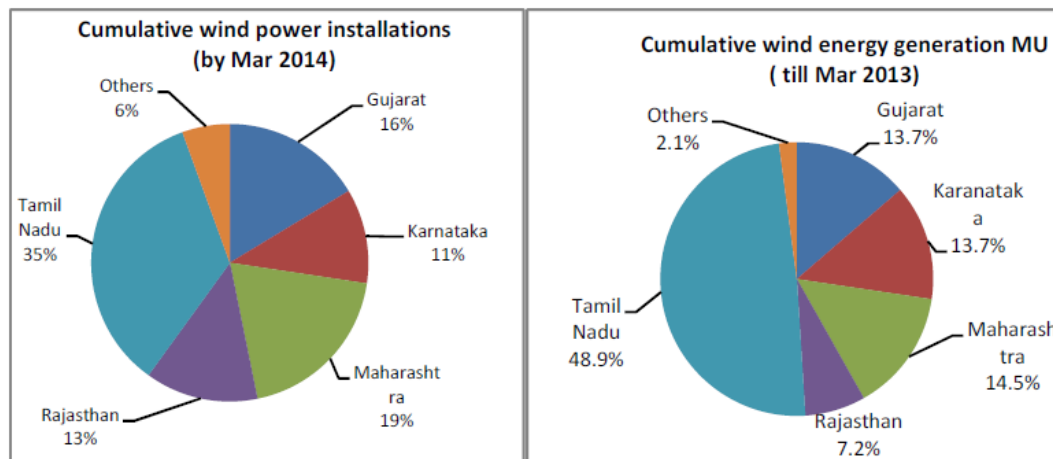


Notes: In the table above “AD” refers to accelerated depreciation, “GBI” refers to generation-based incentive, “IEGC” refers to Indian Electricity Grid Code, “NCEF” refers to National Clean Energy Fund, “REC” refers to Renewable Energy Certificate, “ST” refers to sales tax and “TUF” refers to Textile Upgradation Funds Scheme.

During the last 21 years, wind power capacity addition in India has taken place at a CAGR of 32.87% from a modest installed capacity base of 54 MW in the year ended March 31, 1993 to 21.1 GW by March 2014. The CAGR over the 10th and 11th Five Year Plan periods was 26.64%.

Annual installation reached 3.2 GW during the year ended March 31, 2012. However, during March 31, 2013, wind installations came down to 1.7 GW mainly due to the withdrawal of accelerated depreciation and the discontinuation of GBI for wind power. However, with reintroduction of GBI for the year ended March 31, 2014 the annual installation reached 2.0 GW for the year ended March 31, 2014.

The charts below show states’ shares in cumulative installations (MW) through March 2014 and cumulative energy generation (MU) through March 2013. Among Indian states, Tamil Nadu ranks highest in wind power, both in terms of capacity installations and in terms of energy generation, with shares of 35% and 49%, respectively. Other states, including Gujarat, Maharashtra and Rajasthan, have seen significant growth in wind capacity addition during the last four to five years, mainly due to stable policy and regulatory regimes.



The shares (%) in annual capacity addition by various key states for the last five years are shown in the table below. During the last five years, Tamil Nadu has witnessed the highest capacity addition except during Financial Year 2012-13, when it lost its top position to Rajasthan. In Financial Year 2012-13, Maharashtra and Gujarat saw the most capacity additions after Rajasthan, indicating a shift in the favoured destinations for wind power investments in the country.

State	States shares (%) in annual capacity addition for the year ended March 31,				
	2010	2011	2012	2013	2014
Gujarat	13.5	13.3	24.7	12.1	13.5
Karnataka	9.9	10.8	6.5	11.7	9.1
Maharashtra	9.5	10.2	13.0	16.8	51.3
Rajasthan	23.9	18.6	17.1	36.8	4.8
Tamil Nadu	41.1	42.5	33.9	10.2	5.2
Others	2.1	4.7	4.8	12.4	16.2

Note: The states with the highest, second highest and third highest installations during the year are highlighted in yellow, orange and blue, respectively.

The table below shows the untapped potential by state with respect to the original and revised wind power potential estimates by the Centre for Wind Energy Technologies as of March 2014. Only 43% and 20.5% of wind potential has been explored and developed in India with respect to the original and revised estimates from the Centre for Wind Energy Technologies potential estimates as of March 2014.

State	Original Potential at 50 meter hub height (MW)	Revised Potential at 80 meter hub height (MW)	Wind installations by March 2014 (MW)	Untapped wind potential with respect to original estimates (MW)	Untapped wind potential with respect to revised estimates (MW)
Andhra Pradesh	5,394	14,497	747.5	4,647	13,750
Gujarat	10,609	35,071	3,454	7,155	31,617
Karnataka	8,591	13,593	2,324	6,267	11,269
Kerala	790	837	35	755	802
Madhya Pradesh	920	2,931	423.4	497	2,508
Maharashtra	5,439	5,961	4,086	1,353	1,875
Rajasthan	5,005	5,050	22,802	2,203	2,248
Tamil Nadu	5,374	14,512	7,273	NA	7,239
Others	7,008	10,336	4	7,004	10,332
Total	49,130	102,788	21,148.5	27,982	81,640

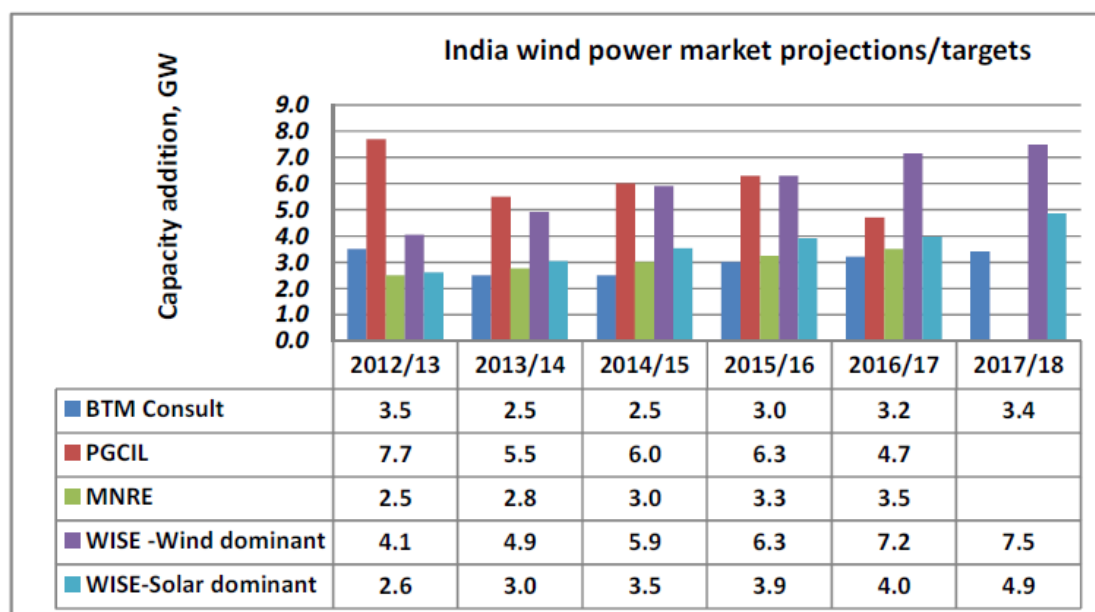
International research organizations such as the Lawrence Berkeley National Laboratory have assessed India's onshore wind potential during 2012. The wind potential figure varies due to various assumptions pertaining to land availability and the source of modelled wind resource data and geographic information system techniques deployed. A few other Indian research organisations, including WISE, the Centre for Study of Science, Technology and Policy and others, have also carried out state specific wind resource assessments during 2012 using advanced geographic information system techniques. According to these new studies, the new wind power potential estimates for these states are significantly higher than the earlier estimates by the government agencies, as shown in the table below.

Country /State	Organisation	Estimated wind potential at 80 m hub height
India	Lawrence Berkeley National Laboratory (LBNL) (2012)	2,006 GW
India	The Energy and Resources Institute (TERI) and Wind Force Management Services Private Limited (2011)	4,250 GW
Gujarat	The Energy and Resources Institute (TERI) (2012)	1,162 GW
Tamil Nadu	World Institute of Sustainable Energy (WISE) (2012)	Onshore – 196 GW Offshore – 127 GW
Karnataka and Andhra Pradesh	Centre for Study of Science, Technology and Policy (CSTEP) (2012)	Karnataka – 69 GW Andhra Pradesh – 102 GW

Note: Wind power potential estimated above through various studies are subject to various underlying assumptions used in the respective studies and need validation based on measured data sets.

Projected Capacity of Wind Installations

The table and graph below compares Indian wind power market projections and targets made by various agencies from the year ended March 31, 2013 through the year ended March 31, 2018. The average capacity addition targeted or projected for next five years are in the range of 2.5 GW to 3.6 GW per year.



Changing Customer Profile

To understand investor patterns and their technology choices, wind power projects commissioned through March 2013 have been analysed with respect to their capacity and ownership. Larger size projects, especially 10 MW and above, are playing increasingly greater roles in the annual capacity additions. The average project size is increasing and large capacity projects with project sizes of 50 MW and above are becoming the norm especially for independent power producers. The table below shows the shift in project sizes and customer profile in the Indian market.

Period of project commissioning	% of MW installed				Avg. Project Size, MW
	<10 MW	10 - 25 MW	25 - 50 MW	> 50 MW	
Prior to 2009	74.14	16.61	6.71	2.54	1.66
Year ended March 31, 2010	72.91	24.99	2.10	0.00	1.85
Year ended March 31, 2011	60.46	15.45	18.69	5.39	2.55
Year ended March 31, 2012	41.40	22.71	23.81	12.08	4.30
Year ended March 31, 2013	15.35	22.91	21.27	40.47	7.02

Most of the independent power producers in the wind sector are inclined towards engaging original equipment manufacturers or independent developers for developing the wind farms on a 'turnkey basis' to take advantage of established supply chains and experience of project development in the Indian environment. However during past few years, although most new capacity continues to be developed under the turnkey model, a few wind independent power producers, such as Renew Wind Power and the Greenko Group, are also developing some capacity themselves. This strategy differs from the established 'turnkey' approach to wind power project development. In the long turn it may result in and improve the returns for wind power developers due to direct control on project execution by independent power producers and close involvement in the project.

As the trend of moving toward 'self project development' instead of 'turnkey' mode by independent power producers is in its initial stages at present, no concrete conclusions may be drawn regarding its competitiveness over the existing approach. However, according to WISE, in the long run such an approach is likely to lead to lower cost per kWh rather than lower capital cost of projects for the wind independent power producer.

The major policy and regulatory incentives for renewable development in India are as follows.

Policy and Regulatory Environment for Wind Power

- 100% foreign direct investment in the renewable energy sector with automatic approval by the Reserve Bank of India.
- Tax-free income from sale of power for ten years under Section 80 IA of Income Tax Act (extended through March 2017).
- Exemption from excise duty.
- Concessional customs duty (5%) for renewable energy equipment import including few components of wind power machinery.
- Value-added tax (VAT) at reduced rates from 12.5% to 5% in states including Tamil Nadu and Maharashtra, and no VAT in the states of Rajasthan and Madhya Pradesh.
- Generation-based incentive at the rate of INR 0.50 per kWh for wind energy projects commissioned before the end of the 12th Five Year Plan.
- Total 100% accelerated depreciation in the first year (effective from September 2014): 80% accelerated depreciation and 20% additional depreciation for infrastructure projects including wind power.
- Research and development, training, product certification, testing and resource assessment institutionalized by establishing the Center for Wind Energy Technology.
- Institutionalization of sector financing through Indian Renewable Energy Development Agency (IREDA).
- Allotment and leasing of forest land for development of wind power projects. Under orders issued by the Ministry of Environment and Forests (MOEF), 'a lease rent of INR 30,000 per MW is charged from the user agency by the state government as a lump-sum onetime payment for the entire period of lease...' Wind turbines of capacities 500 kW or more are allowed on the forest land.
- CDM benefits allowed to project developers shared with the states.
- In Maharashtra and Gujarat a "cess" has been imposed on electricity consumed by commercial and industrial users, the funds from which are then utilized for promotion of renewable energy projects or funding the purchase of non-conventional energy.
- A few state governments have either waived or extended concessions in tax on sale of electricity /electricity duty on the electricity generated from wind power projects and used for captive or third party sale.

Regulatory incentives

- Preferential feed-in tariff in 12 states for wind power ranging from INR 3.51 (Tamil Nadu) to INR 5.92 per kWh for Madhya Pradesh.
- Favorable provisions for wheeling, banking and third-party sale in many states. Wheeling is the facility to transmit power from one place to another using the utility grid, while banking is the facility to bank energy generation for a certain period with utility so as to utilize the same "on" requirement. Utility charges fees for providing both these facilities to the users.
- National-level dynamic renewable portfolio standard of 5% (2009/10) increasing 1% every year to 15% by 2020 mandated under National Action Plan on Climate Change (NAPCC).
- Renewable purchase obligation or renewable purchase specification (RPS) announced in 28 states and Union Territories as mandated by the Electricity Act, 2003; technology-specific RPO for solar in the states: 0.075% to 2% across different states in the year ended March 31, 2015 and reaching national average of 3% by 2022.
- Renewable Energy Certificate mechanism introduced for inter-state trading of renewable power (solar and non-solar power separately).
- Electricity duty exemptions and concessional levy of cross-subsidy surcharge in the case of third-party sales.

WTG manufacturing in India

Annual wind installations have increased significantly over the last decade. The increased domestic demand has led to the growth of the WTG manufacturing business, driven by the need for an efficient supply chain and indigenization of components. WTG manufacturers either used self-developed machines or cooperated with global manufacturers to serve this growing market. This cooperation was either in the form of technical collaborations or joint ventures with subsidiaries of global manufacturers or license/sub-license arrangements.

Annual manufacturing capacity of key manufacturers with manufacturing capacity of at least 1,000 MW per annum is shown in the table below.

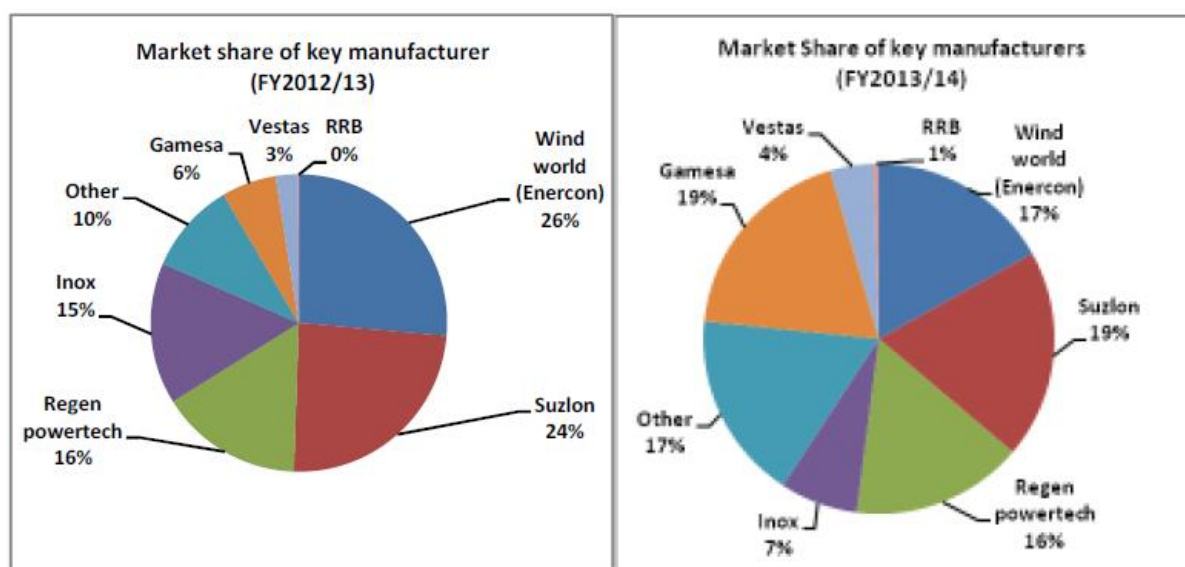
Sl. No.	Manufacturer name	Mfg. Capacity per annum, MW	Product portfolio, WTG rating, kW	Technology adopted	Technology profile
Megawatt scale					
1	Gamesa Wind Turbine Private Limited	1,500	800/850/2000	Gamesa Innovation and Technologies, Spain	Geared wind turbines with pitch regulation and DFIG or synchronous generators suitable for Class II and III sites (medium and low wind regime)
3	GE India	450	1,500/1,600	GE Infrastructure Technology International, USA	Geared wind turbines with pitch regulation and DFIG generators suitable for Class II and III sites (medium-low wind speed sites)
4	Inox Wind Ltd.	1100	2,000	AMSC- Austria GmbH	Geared wind turbines with pitch regulation and DFIG generators. suitable for Class III sites (low wind regime)
5	Kenersys India Pvt. Ltd.	400	2,000	Kenersys GmbH, Germany	Geared wind turbines with pitch regulation and EESG generators. suitable for Class II sites (medium-low wind regime)
6	Leitner Shiram Manufacturing Ltd.	250	1,350/1,500	WindFin B.V. The Netherlands	Geared wind turbines with pitch regulation and PMSG generators suitable for Class II and III sites (medium - low wind regime)
8	ReGen Powertech Pvt. Ltd.	750	1,500	VENSYS Energy AG Technology, Germany	Gearless wind turbines with pitch regulation and EESG generators. suitable for Class III sites (low wind regime)
9	Suzlon Energy Limited	3,700	600/1,250/1,500/2,100	Suzlon Energy GmbH /SudWind, Germany	Geared wind turbines with pitch regulation and Asynchronous and DFIG generators. Wind turbines are suitable for both Class II and III sites (medium -low wind regime)
10	Vestas Wind Technology India Pvt. Ltd.	1,000	1,650/1,800/2,000	Vestas Wind System, Denmark	Geared wind turbines with pitch and active stall regulation and Asynchronous and induction optislip generators. Wind turbines are suitable for both Class II and III sites (medium -low wind regime)
11	WinWinD Power Energy Pvt. Ltd.	1,000	1,000	WinWinD, Finland	Geared wind turbines with pitch regulation and PMSG generators suitable for Class III sites (low wind regime)

Although more than 15 WTG manufacturers have set up manufacturing facilities with aggregate manufacturing capacity of approximately 12 GW per annum, for the year ended March 31, 2014, approximately 88% of total annual capacity installations were attributable to six manufacturers, including us, according to the WISE Report. Among the newer entrants, Gamesa India, Inox and ReGen have gradually established themselves as leading WTG manufacturers in the country. For the years ended March 31, 2014, Gamesa and Suzlon were the leaders with 19% market share each. For the year ended March 31, 2013, Wind World India was the leader with 26% market share.

The table below shows market leadership of turbine manufacturers in the Indian market for the year ended March 31, 2014 by state.

State	Wind Installations during the year ended March 31, 2014, MW	Top three leading manufacturers		
		1 st	2 nd	3 rd
Rajasthan	98.80	Gamesa	Enercon	-
Maharashtra	1,064.40	Regen	Gamesa	Suzlon
Gujarat	279.80	Suzlon	Enercon	Inox
Andhra Pradesh	298.50	Gamesa	GE Wind	Regen
Karnataka	188.70	Enercon	GE Wind	Regen
Tamil Nadu	108.90	Suzlon	GE Wind	Leitwind

The tables below sets forth market the share percentages of key WTG manufactured in the year ended March 31, 2014 and the year ended March 31, 2013.



Note: Market share is based on WTGs commissioned and not based on the actual number of WTGs supplied or sold.

The Indian wind power market is expected to witness annual installations of approximately 3.0 to 5.0 GW over the coming years. After the introduction of the National Wind Energy Mission the demand for wind power may grow further significantly. At the same time, there has been a shift towards larger wind farm operators with regards to wind independent power producers. As a result, in the coming years WTG manufacturers are likely to compete on the following key factors.

Key Success Factors

Advanced technology based WTGs

With the emergence of wind IPPs, the focus has shifted towards utilizing higher efficiency technologies to maximize project returns. The historical trends show that megawatt scale turbines are becoming more popular as compared to smaller capacity turbines. The average WTG size for annual installations has increased gradually touching 1,350 kW during the year ended March 31, 2014.

The average WTG size for annual and cumulative installations by year is shown in the table below.

Year ended March 31,	Annual Average size of WTG, KW	Cumulative Average size of WTG, KW
2002	445.13	287.18
2003	601.99	308.02
2004	653.10	354.03
2005	679.88	415.85

Year ended March 31,	Annual Average size of WTG, KW	Cumulative Average size of WTG, KW
2006	799.82	493.26
2007	795.07	544.80
2008	866.52	584.31
2009	901.58	615.90
2010	935.68	645.38
2011	1,125.59	685.65
2012	1,141.43	742.77
2013	1,250.00	799.00
2014	1,351.00	805.11

At the same time, with focus on developing low wind speed sites, WTGs suited to such conditions are being preferred. Efficiency of a particular WTG to produce power at given wind speed is usually shown by its power curve which is a graph of wind speed and power output.

The wind turbines suitable for low wind regime (class-III/IV), such as India, should start generating at lower cut-in wind speeds and cut-out also at lower wind speeds as compared to the Class-I wind speed regimes observed globally. Class II and III turbines have higher hub heights and rotor diameter (higher blade lengths) as compared to class-I type wind turbines. The wind turbine generated maximum power at its rated wind speed, which is generally in the range of 11 m/s - 15 m/s. For low wind regime turbines (Class-III/IV) the rated wind speeds are lower as compared to wind turbines for Class-I/II.

Globally, the unit size of onshore wind turbines has gone up to 3.0 MW, while manufacturers in India have started offering MW scale turbines in the range of 1.0 MW to 2.5 MW. The technology in India is moving towards bigger rotor diameters with better aerodynamic design, lighter blades and higher hub heights. These developments have taken place in context of extracting wind energy with lowest cost of energy from the low wind pockets prevalent in India.

An overview of the prevailing onshore technology trends in India and the world are shown in the table below:

Technology trends	International	India
Rotor	Large rotor diameters are being preferred, because of lower land availability and to exploit lower wind regimes. Rotor diameters are mostly around 90 - 116 m.	The trend is towards higher rotor diameter as lesser no. of units will be required and more energy can be captured from the low wind regimes prevalent in several parts of the country. Rotor diameters in India vary from 30 m to 100m.
Pitch vs Stall	Pitch regulated	Pitch regulated and active stall control
Generator	Variable speed generators dominate the international market. Most turbine models have direct drive systems with PMSG generators instead of wound rotors. Hybrid drive systems are mostly being preferred in Asian countries	Variable speed generators are now being offered by most manufacturers in India. Enercon (now Wind World) India, Regen Powertech and Lietwind Shriram have introduced the direct drive or gearless train concept WinWinD has introduced hybrid drive train concept. DFIG and PMSG concepts are increasingly adopted by Indian turbine manufacturers
Hub Height	60-130 m.	50-100 m.
Rating	Mostly turbines with 1.5, 2.0, 2.5, and 3 MW are offered in globally.	Indian market offers turbines with rating of 225 kW to 2.5 MW.

Ability to offer turnkey solutions

In India, for wind power development, the 'turnkey' solution approach is preferred by wind farm developers and small investors since they don't have in-house capabilities to undertake project development on a large scale. Although recently a few large customers /independent power producers have initiated in-house project

development activities, a majority of capacity addition is expected to continue to be driven by ‘turnkey’ solution providers, at least over the short to medium term.

Identification of wind potential areas and acquisition of land

An integral part of the ‘turnkey’ solution approach is to have a ready inventory of project sites. To offer ‘turnkey’ solutions which are a prevailing business model in India, having a land bank of potential wind sites is considered as one of the key parameter for success in the Indian wind power business. However, with more and more independent power producers taking on project development roles, the ‘turnkey’ business model may change over a period and WTG manufacturers may experience a change to a more limited role as the WTG suppliers in the value chain of wind projects.

It is also to be noted that most of the class I and II type sites are already explored and occupied. The development focus is shifting towards class-II/III types of sites, which are low wind speed sites.

Efficient management of working capital

WTG manufacturing typically entails large requirements of working capital. Although working capital financing is readily available, the costs of capital have increased in the recent past which has put pressure on WTG manufacturers’ margins. In the coming years, WTG manufacturers with well capitalised balance sheets are likely to be in a position to manage their working capital requirements and effectively manage growth of the wind turbine business.

Annual maintenance contract for Operations and Maintenance (O&M)

With the emergence of larger customers, the reliance on O&M has increased. Wind independent power producers typically seek operational efficiencies to improve profitability and typically rely on the OEMs to manage wind farms including regular maintenance, replacement of worn out parts and spares management. As a result, most of the investors seek WTG suppliers that can also offer O&M services for periods that can be as long as 10–20 years.

BUSINESS

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about us and our financial statements, including the notes thereto, in the chapters “Risk Factors”, “Financial Statements”, “Industry” and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” on pages 18, 220, 119 and 290, respectively.

Overview

We are one of India’s leading wind power solutions providers. We manufacture wind turbine generators, or WTGs, and provide turnkey solutions by supplying WTGs and offering services including wind resource assessment, site acquisition, infrastructure development, erection and commissioning, and also long term operations and maintenance of wind power projects.

Our Company was incorporated in April 2009, commenced operations in March 2010. We manufacture the key components of WTGs in-house with a view to ensuring high quality, advanced technology and reliability and maintaining cost competitiveness. We have facilities dedicated to manufacturing nacelles, hubs, rotor blade sets and towers. We manufacture nacelles and hubs at our Una Unit, located in the Una district of Himachal Pradesh. Our rotor blade manufacturing facility and our tower manufacturing facility are housed in our Rohika Unit, located in the Ahmedabad district of Gujarat. We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh to produce nacelles and hubs, rotor blade sets and towers. We have established relationships with leading suppliers for raw materials, such as steel and epoxy, and those components that we do not manufacture in-house, such as gearboxes, electric control systems (ECS) and generators.

Our 2 MW WTGs have been designed and developed after due assessment of wind site qualities and conditions across low wind resource locations such as those in India. We have a perpetual license from AMSC Austria GmbH (formerly Windtec GmbH), or AMSC, a leading wind energy technology company based in Austria, to manufacture 2 MW WTGs in India based on AMSC’s proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. In addition to our license in India, we also have a non-exclusive license to manufacture 2 MW WTGs outside India based on AMSC’s proprietary technology. We also have non-exclusive licenses from WINDnovation Engineering Solutions GmbH (based in Germany), or WINDnovation, for custom-made rotor blade sets. Our technology licenses are subject to certain limitations which are described under “Business - Technology” on page 138.

Our product is the WT 2000 DF WTG, which we currently produce with a 93.3 meter rotor diameter (when the blades are attached to the hub) and tower height and hub height of 78 meters and 80 meters. The design of our WT 2000 DF 93.3 meter rotor diameter WTG with tower height and hub height of 78 meters and 80 meters is certified by DEWI OCC and Germanischer Lloyd Wind Energy GmbH (GL), both of which are Germany-based certifiers of wind turbines, in accordance with the GL Guidelines. We recently commenced production of the WT 2000 DF WTG with a 100 meter rotor diameter and hub heights of 80 meters and 92 meters, depending on the needs of our customers. The designs of our WT DF 100 meter rotor diameter WTG with hub heights of 80 meters and 92 meters have been certified by DEWI OCC and TUV-SUD, a global testing, certification, inspection and training provider, in accordance with GL Guidelines. Our manufacturing facilities are certified by TUV-SUD under ISO 9001:2008 with respect to quality systems, ISO 14001:2004 with respect to safety and the environment and OSHAS 18001:2007 with respect to occupational health and safety management system. In addition, the weld shop in our tower manufacturing facility is certified by TUV-SUD under EN ISO 3834-2.

Through our wholly owned subsidiaries, Inox Wind Infrastructure Services Limited (“IWISL”) and Marut-Shakti India Limited (“MSEIL”) we provide turnkey solutions for wind farm projects. These services include wind resource assessment, site acquisition, project development, erection and commissioning, and also long term operations and maintenance of wind power projects. We have acquired or expect to acquire access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and we expect to have access to Wind Sites Under Acquisition in Rajasthan, Gujarat, Andhra Pradesh, and Madhya Pradesh, which we estimate are suitable for the installation of an aggregate of 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development.

The locations of our Project Sites and Wind Sites Under Acquisition are indicated on the following map.



For the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013 and 2012, respectively, we produced and sold 190, 165, 99 and 60 WTGs of 2 MW each; our total revenue was ₹17,949.79 million, ₹15,763.42 million, ₹10,636.76 million and ₹6,219.96 million; and our profit after tax was ₹1,793.14 million, ₹1,314.60 million, ₹1,504.22 million and ₹998.41 million. For the nine months ended December 31, 2014 and the years ended March 31, 2014 and 2013, respectively, we erected and commissioned 90, 75 and 77 WTGs. We did not provide installation services prior to the year ended March 31, 2012.

As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs

with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be cancelled or reduced or result in revenues or that we will receive payment as per the indicative terms of any such orders. Furthermore, our binding agreements may be subject to contingencies, such as the timing and receipt of necessary government authorizations, or financing conditions which provide that the agreements can be terminated without penalty in the event the customer cannot obtain financing for the project. Please refer to “*Risk Factors – Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations*” on page 21.

We are part of the Inox Group, which operates in various businesses, including industrial gases, engineering plastics, refrigerants, chemicals, cryogenic engineering, renewable energy and entertainment sectors.

Our Competitive Strengths

We believe that the following are our principal competitive strengths:

- Ability to provide turnkey solutions for wind farm projects in India.** Based on our experience of working with customers in India, we believe many customers prefer not to engage in Wind Site acquisition and other processes associated with the development of wind farm projects. Our Company, together with our wholly-owned subsidiaries, IWISL and MSEIL, provides turnkey solutions for wind farm projects. These services include wind resource assessment, site acquisition, infrastructure development, erection and commissioning and long term operations and maintenance of wind power projects.
- High quality WTGs based on sophisticated technology and design.** We manufacture the major components of our WTGs, including nacelles, hubs, rotor blade sets and towers, at our in-house facilities. We have a perpetual license from AMSC, a leading wind energy technology company based in Austria, to manufacture 2 MW WTGs in India based on AMSC’s proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. According to the December 2014 performance letter that we received from AMSC, more than 9,300 WTG units worldwide, with more than 15,000 MW of aggregate production capacity, are installed based on AMSC technology. We also have a non-exclusive license from WINDnovation for custom-made rotor blade sets. Our Type Class III-B 2 MW WTGs have been designed and developed after due assessment of wind site qualities and conditions across low wind resource locations, such as those in India. Our WTGs are designed and developed with a view to achieving efficient power curves, improved up-times and reducing operations and maintenance costs. Our technology licenses are subject to certain limitations which are described under “*Business – Technology*” on page 138.
- Strong order book and ready pipeline of Project Sites.** As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be cancelled or reduced or result in revenues or that we will receive payment as per the indicative terms of any such orders. Furthermore, our binding agreements may be subject to contingencies, such as the timing and receipt of necessary government authorizations, or financing conditions which provide that the agreements can be terminated without penalty in the event the customer cannot obtain financing for the project. Please refer to “*Risk Factors – Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations*” on page 21. We have acquired access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and expect to have an access to Wind

Sites Under Acquisition in the states of Rajasthan, Gujarat, Andhra Pradesh, and Madhya Pradesh, which we estimate are suitable for the installation of an aggregate of 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development and have commenced development of shared services infrastructure, including transmission infrastructure. Please refer to “*Business – Our Inventory of Wind Sites*” on page 152. In September 2013 we acquired Marut-Shakti Energy India Limited, or MSEIL, a company that is engaged in the development of wind power projects and has been allotted Project Sites with aggregate capacity of 85 MW in Madhya Pradesh, which are included in our inventory of Project Sites, and has also applied for the registration of Wind Sites Under Acquisition with aggregate capacity of 80 MW in Madhya Pradesh.

- **Efficient cost structure.** We manufacture the key components of our WTGs in-house. We believe that this helps ensure cost competitiveness, cost-effective logistics and attractive margins. Our license to use AMSC technology reduces our research and development expenses and we operate with a strong focus on controlling operating and financing costs. We have split up our existing manufacturing activities with a view to ensure cost-efficiency. Our existing rotor blade and tower manufacturing facilities are located at our Rohika Unit in Gujarat, which is located adjacent to a highway to facilitate easier handling during transportation to Wind Sites and sea ports, and in relatively close proximity to the states that we believe offer good potential in terms of wind energy production, such as Rajasthan, Gujarat, Maharashtra and Madhya Pradesh. Because nacelles and hubs are more easily transported than rotor blade sets and towers, we currently manufacture nacelles and hubs at our Una Unit in Himachal Pradesh, in order to benefit from certain tax incentives. We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh to produce nacelles and hubs, rotor blade sets and towers in close proximity to projects in Madhya Pradesh and Rajasthan. In addition, based on our operating and financial performance, we believe that our cost structure is among the most competitive in the wind turbine manufacturing industry. For example, we believe that our operating and net margins are relatively high and that our operating and total cost per MW is relatively low compared to a number of major wind turbine manufacturers inside and outside of India.
- **Strong management team.** Our senior management has extensive experience in the quality, engineering, supply chain management, manufacturing, marketing, project development and maintenance of WTGs. Each of our senior managers in charge of these functions has an average of more than ten years of experience in their respective fields and considerable experience in the wind energy industry.
- **Recognized and trusted corporate group.** We are a member of the Inox Group, which commenced operations in 1923 and currently operates in the industrial gases, engineering plastics, refrigerants, chemicals, cryogenic engineering, renewable energy and entertainment sectors. The Inox Group, which includes two publicly-listed companies, namely Gujarat Fluorochemicals Limited, or GFL, and Inox Leisure Limited, is a market leader in various industries in India. Our promoter, Gujarat Fluorochemicals Limited, or GFL, has been a pioneer of carbon credits in India and has been among the largest generators of carbon credits globally. GFL is also the largest producer by volume of refrigerants and polytetrafluoroethylene (PTFE), a synthetic fluoropolymer, in India. We believe Inox is a recognized and trusted brand in India. The Inox Group employs more than 8,000 people at more than 100 business units across India, with a distribution network spread across more than 50 countries around the world. We believe that the Inox Group’s long history, business relationships and financial stability instill confidence in our customers who prefer dependable and established suppliers for long-term projects such as wind farms.

Our Business Strategy

We seek to establish ourselves as a leading provider of integrated wind energy solutions in India and to expand into markets globally. We intend to accomplish this by:

- **Expanding and improving our existing manufacturing facilities.** We have in-house facilities dedicated to manufacturing the major components of a WTG, including nacelles, hubs, rotor blade sets and towers. We manufacture nacelles and hubs at our Una Unit. Our rotor blade manufacturing facility and our tower manufacturing facility are located at our Rohika Unit. We have entered into license agreements with WINDnovation to allow us to manufacture rotor blade sets with rotor diameters of 100 meters and 113 meters. The amount of power that can be generated by a WTG is partly a function of the swept area, which is a function of the rotor blade diameter. Rotor blade sets with rotor diameters of 100 meters and 113 meters have a larger swept area than the 93.3 meter rotor blade sets that we currently produce and are therefore capable of generating more power. We intend to apply a portion of the proceeds of this Issue to expand and

improve our manufacturing facilities to meet expected increased demand for our WTGs based on our recent introduction of rotor blade sets with rotor diameters of 100 meters and planned introduction of rotor blade sets with rotor diameters of 113 meters. For example, we intend to expand the capacity of the rotor blade manufacturing facility at our Rohika Unit from the current capacity of 256 rotor blade sets to 400 rotor blade sets per annum, including adding the capability to produce rotor blade sets with rotor diameters of 113 meters. We also intend to expand the capacity of the tower manufacturing facility at our Rohika Unit from the current capacity of 150 towers per annum to 300 towers per annum. In addition, we intend to invest in new equipment at our Una Unit with a view to optimizing the capacity of our nacelle and hub manufacturing facility. Please refer to the chapter “*Objects of the Issue*” on page 97.

- ***Constructing a new integrated manufacturing facility at Barwani, Madhya Pradesh.*** We are in the process of constructing a new integrated manufacturing unit at Barwani, Madhya Pradesh to manufacture nacelles and hubs, rotor blade sets and towers. We have obtained the approval of the Secretariat for Industrial Assistance, or SIA, of India’s Ministry of Commerce and Industry for the proposed additional annual production capacity of 400 nacelles and hubs, 400 rotor blade sets and 300 towers for this facility, which we refer to as our Barwani Unit. We have been allotted 170,000 square meters of land in the Industrial Area, Relwa Khurd, Barwani District, Madhya Pradesh, for a period of 30 years by Madhya Pradesh Audyogik Kendra Vikas Nigam (Indore) Limited for construction of this plant. Our rights in this land are eligible to be extended for a further 69 years pursuant to the terms of the Madhya Pradesh Industrial Land and Industrial Shed Management Rules, 2008. The projected cost of construction of the proposed Barwani Unit is approximately ₹2,000 million, which we intend to fund with internal accruals and bank financing. We commenced construction of our proposed Barwani Unit in November 2014 and the facility is expected to commence production during Financial Year 2015-2016. After giving effect to the expansion of our existing manufacturing facilities and the construction of our proposed Barwani Unit, our total production capacity is expected to be 950 nacelles and hubs, 800 rotor blade sets and 600 towers.
- ***Increasing our inventory of Project Sites.*** We have acquired access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and expect to have access to Wind Sites Under Acquisition in the states of Rajasthan, Gujarat, Madhya Pradesh, Andhra Pradesh and Madhya Pradesh, which we estimate are suitable for the installation of an aggregate of 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development. As part of our strategy to provide turnkey solutions for wind farm projects, we intend to continue to pursue further Wind Site acquisition and development opportunities to replenish and expand our inventory of Wind Sites. Please refer to “*Business- Our Inventory of Wind Sites*” on page 152.
- ***Improving the cost-efficiency of generating power from wind energy while maintaining high quality standards and project execution capabilities.*** We aim to continue to improve the cost-efficiency of power generation from wind energy by reducing the cost of generating electricity per kWh from our WTGs. We plan to achieve this goal by offering our customers more advanced WTGs with improved power curves, such as our newly introduced WTGs of 100 meter rotor diameter and our proposed WTGs of 113 meter rotor diameter, higher machine availability times, identifying Wind Sites which offer wind conditions that are optimal for WTG installations and reducing the costs of manufacturing, infrastructure, operations and maintenance through economies of scale.
- ***Continuing to consolidate our position in the Indian market and grow outside of India.*** We intend to develop our customer relationships and enter into agreements with the large independent wind power producers to ensure a steady expansion of capacity installations. According to the WISE Report, India represented the fifth largest WTG market in the world, after China, the United States, Germany and Spain, based on absolute capacity additions in calendar year 2013. To further expand our business, we intend to pursue international growth opportunities, which may involve the establishment of offices and production facilities outside of India. Our WT 2000 DF 93.3 meter rotor diameter WTG has a tower height of 78 meters and a hub height of 80 meters. We recently commenced production of our WT 2000 DF 100 meter rotor diameter WTG with a tower height and hub height of 78 meters and 80 meters, respectively, or 90 meters and 92 meters, respectively, depending on the needs of our customers. Furthermore, we have the option to purchase rights to produce rotor blade sets with rotor diameters of 80 meters and 86 meters and we have the capability to manufacture towers that are 68 meters and 98 meters in height. We have also licensed rights to produce our WT 2000 DF with a rotor diameter of 113 meters. Our WTGs are designed to operate in a variety of climatic conditions and to produce power for 50 Hz. We believe that the adaptability of our WTG design positions us well to expand outside of India when appropriate opportunities arise. We will also evaluate potential acquisition targets and alliance partners that offer an opportunity to grow our

business and/or expand our capabilities.

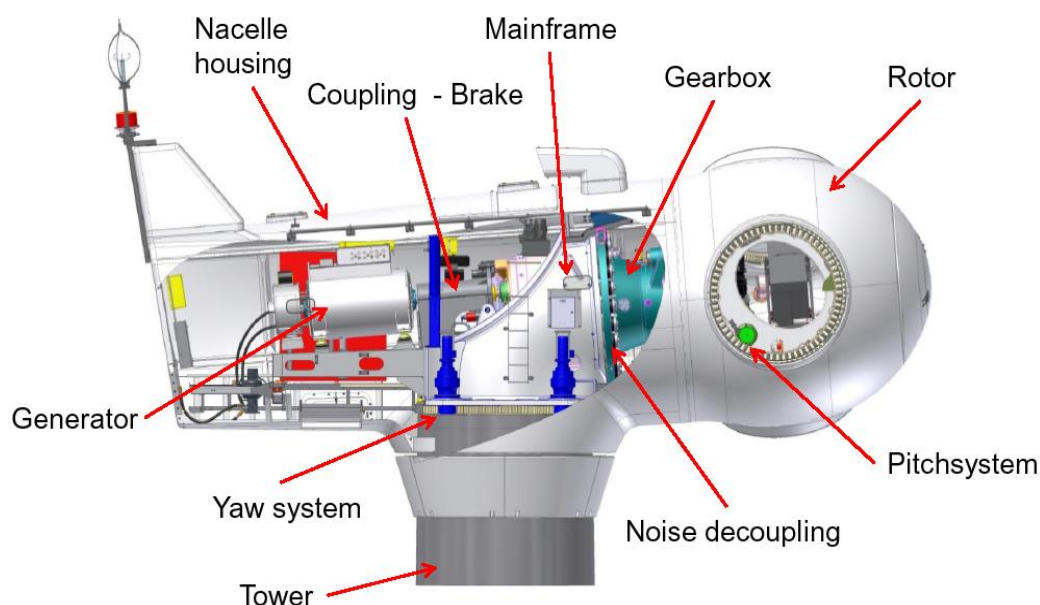
Our Product - WT 2000 DF

Our product is the WT 2000 DF, which is a Type Class III-B 2 MW WTG with a three blade rotor that can be produced with various rotor diameters and hub heights. We currently produce the WT 2000 DF 93.3 meter rotor diameter WTG, which is designed specifically for the Indian climate with tower height and hub height of 78 meters and 80 meters and we recently commenced production of our WT 2000 DF 100 meter rotor diameter WTG, which can be produced with a tower height and hub height of 78 meters and 80 meters, respectively, or 90 meters and 92 meters, respectively, depending on the needs of our customers. Our WTGs offer low cut-in speeds of 3 meters per second and rated wind speeds of 11.50 meters per second, which we believe improves power generation as compared with WTGs with lower hub height and smaller rotor diameter. We have also licensed rights to produce our WT 2000 DF with a rotor diameter of 113 meters.

The key components of the WT 2000 DF are as follows:

- *Double-Fed Induction Generator.* The WT 2000 DF is equipped with a double-fed induction generator and advanced power electronics with a view to ensuring that the generator works with high efficiency over the entire speed range. The generator and the power electronics are cooled by a water-air heat exchanger.
- *Drive System.* The patented integrated drive train incorporates the rotor shaft and gearbox as a single unit to reduce weight. The gearbox is a three stage gear with two planetary reduction stages and one parallel shaft gear stage.
- *Rotor Blade sets.* The WT 2000 DF consists of a tailor-made three-bladed upwind rotor. We have historically produced the WT 2000 DF with a rotor diameter of 93.3 meters and we recently commenced production of the WT 2000 DF with a rotor diameter of 100 meters and we have also licensed rights to produce the WT 2000 DF with a rotor diameter of 113 meters. The rotational speed of our WTGs is controlled by the blade pitch control. The advantage of pitch control lies in the lower peak loads at high wind speeds. Our WT 2000 DF 93.3 meter rotor diameter WTG provides a swept area of approximately 6,840 square meters. Our WT 2000 DF 100 meter rotor diameter WTG is expected to generate more power with the same WTG, as a result of a greater swept area of approximately 7,857 meters.
- *Towers.* The WT 2000 DF uses a conical tubular steel tower with internally welded top flange. Inside the tower is a ladder for accessing the nacelle which is equipped with a climbing protection system. The tower contains working platforms at the flange connections in each tower section and is equipped with lighting systems. The tower entrance at the tower base is designed to deter unauthorized intrusions. Our WT 2000 DF 93.3 meter rotor diameter WTG has a tower height of 78 meters and a hub height of 80 meters. Our WT 2000 DF 100 meter rotor diameter WTG is designed to have a tower height and hub height of 78 meters and 80 meters, respectively, or 90 meters and 92 meters, respectively, depending on the needs of our customers.
- *Active Pitch.* The rotor blade sets of the WT 2000 DF can be turned out of the rotor plane by approximately 90 degrees and therefore act as aerodynamic brakes. During normal operation the pitch motors hold the rotor blade sets in a defined position via the ring gear (pitch bearing) mounted to the blade root. The aerodynamic brake is applied by varying the rotor blade pitch by means of motors. The pitch motor is supported by a capacitor system, such that it can still control the pitch in the event of a fault, such as a break in power to the pitch motor. If one pitch drive cannot be activated, such as in the event of a broken cable or broken power supply to hub, the other two blades can still be turned into feathering position. Furthermore, the ultra-capacitor system always allows the blades to turn into feathering position in case of an overall pitch drive fault. Thus, the wind energy converter can be stopped at any time, even without any power supply to the hub.

The following graphic illustrates the key parts of our nacelles:



We believe that through an advanced ECS and by implementing several other technical features in our WTGs, such as by employing capacitor banks rather than batteries, the machine up time increases. To reduce maintenance requirements, our WTGs use a patented integrated drive train, which incorporates a combined rotor shaft and gear box, so as to decrease turbine weight and the number of moving parts.

Technology

The technology for our WTGs is licensed from AMSC, a leading wind energy technology company based in Austria, and our rotor blade manufacturing technology is licensed from WINDnovation, a leading rotor blade designer based in Germany. Please refer to “*History and other Corporate Matters – Summary of Key Agreements*” on page 177.

WTG Technology License from AMSC

In 2009, we entered into a perpetual license with AMSC to manufacture 2 MW WTGs in India based on AMSC’s proprietary technology. In August 2014, we and AMSC amended our license agreement such that the license covers all 2 MW WTGs with rotor diameters between 85 meters and 120 meters, including rotor diameters of 86 meters, 93 meters, 100 meters and 113 meters. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. In addition to our license in India, we also have a non-exclusive license to manufacture 2 MW WTGs worldwide based on AMSC’s proprietary technology. Our worldwide license is subject to the exceptions that we are not permitted to manufacture 2 MW WTGs based on AMSC’s technology in South Korea and we are not permitted to manufacture or sell 2 MW WTGs based on AMSC’s technology in any country to which exports from the United States are precluded by United States law.

Pursuant to our license from AMSC, we are required to purchase ECS manufactured by AMSC or its affiliates, on terms set forth in the agreement including that the ECS shall be provided to us on terms no less favourable than those provided to any other customer, for inclusion in all WTGs that are based on the technology that we license from AMSC under our existing agreement. Our current negotiated supply contract with AMSC Corporation provides for the supply of ECS through March 2015. We are negotiating with AMSC for the supply of ECS beyond March 2015 but there can be no assurance that we will enter into a supply contract in a timely manner on commercially reasonable terms or at all. Our license with AMSC, as amended, provides for a maximum price for ECS purchased from AMSC and its affiliates through September 2016. Pursuant to this license we have the benefit of a supply chain with at least two suppliers approved by AMSC for each major component of our WTGs that we do not manufacture in-house other than ECS, and we have access to technological improvements developed by AMSC. Pursuant to our license from AMSC, we entered into a non-

exclusive license with Germany-based WINDnovation, for the right to manufacture, sell, install, operate and maintain certain rotor blades designed by WINDnovation, including 93.3 meter, 100 meter and 113 meter rotor blades. We also have access to gearboxes designed by Romax and Orbital 2, each of which is based in the United Kingdom.

Under our agreement with AMSC we are required to pay (a) a fixed royalty per WTG for the first 450 WTGs with rotor diameters of less than 110 meters, and the first 245 WTGs with rotor diameters of more than 110 meters, that we produce pursuant to the agreement; (b) a fixed service fee payable in five tranches upon the achievement of specified milestones with respect to the development of our 113 meter rotor diameter WTG; and (c) a fixed annual fee for technology improvements developed by AMSC. We are not required to pay any royalty for WTGs produced and sold based on AMSC's technology beyond the first 450 WTGs with rotor diameters of less than 110 meters and the first 245 WTGs with rotor diameters of more than 100 meters. As of December 31, 2014, we had produced a total of 526 WTGs with rotor diameter of less than 110 meters pursuant to our license from AMSC. We have not produced any WTGs with rotor diameters of more than 110 meters, as we have not yet commenced production of our planned WTGs with rotor diameters of 113 meters.

We are permitted to subcontract the manufacture and supply of WTG components, provided that the subcontractor agrees to comply with the terms of the license. However, we are required to order the ECS for our WTGs exclusively from AMSC and its affiliates on terms set forth in the agreement, including that the ECS shall be provided to us on terms no less favourable than those provided to any other customer. Our license includes the non-exclusive right to use the name "AMSC Austria" for our WTGs and associated advertising. The source code for AMSC's ECS has been held in escrow since January 2013 pursuant to our agreement with AMSC, which provides that, upon our request, the source code shall be held in escrow by an escrow agent and that, in the event (i) AMSC is subject to a voluntary or involuntary bankruptcy proceeding under any domestic or foreign bankruptcy or insolvency law; (ii) all of AMSC's associated rights and obligations are assigned to an entity that acquires all or substantially all of the assets of AMSC and such acquiring entity notifies IWL that it will no longer supply the product line related to the proprietary technology and related materials; or (iii) all of AMSC's associated rights and obligations are assigned to an entity that acquires all or substantially all of the assets of AMSC, and the acquiring entity does not confirm that it will continue to supply ECS or it confirms but does not supply, the source code shall be released to us. Please refer to "*Risk Factors – AMSC, which is our technology licensor and the subsidiary company of our exclusive supplier of ECS, has experienced financial difficulties*" on page 25.

Rotor Blade Manufacturing License from WINDnovation

In 2009, we licensed the rotor blade manufacturing technology for rotor blade sets with a rotor diameter of 93 meters from WINDnovation, with an option to acquire additional technology for rotor blade sets with rotor diameters of 80 meters and 86 meters. We also acquired a non-exclusive perpetual license to use WINDnovation's intellectual property required to set up a manufacturing facility and manufacture such blades. Pursuant to this agreement we paid WINDnovation a royalty in connection with the first 200 rotor blade sets produced and we are not required to pay a royalty to WINDnovation for further rotor blade sets with a rotor diameter of 93 meters. As of December 31, 2014, we had produced 461 rotor blade sets pursuant to this license.

In March 2013 we were granted a non-exclusive perpetual license from WINDnovation, for the design of rotor blade sets with a rotor diameter of 100 meters. Under the agreement we are required to pay WINDnovation a design license fee in six installments upon the achievement of specified milestones with respect to the development of our 100 meter rotor blade sets, of which we had paid four installments, comprising 75% of the aggregate value of the installments, as of December 31, 2014. We are also required to pay a royalty on the first 163 rotor blade sets produced. No royalty is payable for such rotor blades sets beyond the first 163 sets that we produce. As of December 31, 2014, we had not produced any rotor blade sets with a rotor diameter of 100 meters, as we only recently commenced production of such rotor blade sets. We produced the first rotor blade set with a rotor diameter of 100 meters pursuant to this license in February 2015 and we are required to pay royalty commencing with this rotor blade set.

In August 2014 we were granted a non-exclusive perpetual license from WINDnovation, for the design of rotor blade sets with a rotor diameter of 113 meters. Under the agreement we are required to pay WINDnovation a design license fee in six installments upon the achievement of specified milestones with respect to the development of our rotor blade sets with a rotor diameter of 113 meters. As of December 31, 2014 we had not paid any of these installments. We are also required to pay a royalty on the first 125 rotor blade sets produced. No royalty is payable for such rotor blades sets beyond the first 125 sets that we produce. We have not yet

produced any rotor blade sets with a rotor diameter of 113 meters.

Manufacturing

We manufacture key WTG components in-house and source other components and raw materials from outside suppliers. We have manufacturing facilities to cover the major components of a wind turbine.

The following table sets forth certain information with respect to our existing manufacturing facilities:

Component(s)	Plant Location	Installed Annual Production Capacity	Date of Commencement of Operations	Other Information	Capacity Utilization (%) ⁽¹⁾			
					For the Nine Months Ended December 31, 2014	For the Year Ended March 31, 2014	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Nacelles and Hubs	Basal, Una, Himachal Pradesh	550 nacelles and hubs ⁽²⁾	March 2010	Benefits from tax incentives provided by the State of Himachal Pradesh	63.33	42.00	24.75	14.50
Rotor blade sets	Rohika, Ahmedabad, Gujarat	256 rotor blade sets ⁽³⁾	September 2010	Located on the highway, close to key markets	78.13	54.69	39.06	25.00
Towers	Rohika, Ahmedabad, Gujarat	150 towers ⁽⁴⁾	March 2011	Located on the highway, close to key markets	56.00	34.00	66.00	43.33

Notes:

⁽¹⁾ Capacity utilization for rotor blade sets and towers is on the basis of capacity as on the date of this RHP. Capacity utilization for nacelles and hubs is on the basis of installed annual production capacity of 400 nacelles and 400 hubs, which was our installed annual production capacity until December 2014, when we expanded our installed annual production capacity to 550 nacelles and 550 hubs.

⁽²⁾ In December 2014 we increased our installed annual production capacity from 400 nacelles and hubs to 550 nacelles and hubs, as approved by the District Industry Centre of Una, Himachal Pradesh.

⁽³⁾ We intend to apply a portion of the proceeds of this Issue to increase our annual production capacity to 400 rotor blade sets. Please refer to the chapter "Objects of the Issue" on page 97.

⁽⁴⁾ We intend to apply a portion of the proceeds of this Issue to increase our annual production capacity to 300 towers. Please refer to the chapter "Objects of the Issue" on page 97.

Notwithstanding our planned increased production capacity, we expect to increase our capacity utilization in the near to medium term by leveraging existing customer relationships, and developing new customer relationships, with a view to winning orders to deliver for more WTGs.

Nacelles and Hubs

We manufacture nacelles and hubs at our plant located on a 17 acre plot in the Una district of Himachal Pradesh. Our nacelles and hubs undergo more than 100 quality checks during different stages of production to identify any potential defects. The plant has both grid and captive power supply with a view to ensure uninterrupted production.

The manufacturing process for nacelles commences with assembly of the lateral support and preparation of the terminal box, cable, yaw control device and yaw motor assembly. The yaw rim and mainframe are then cleaned

and re-tapped and the yaw rim is mounted in the transport frame with a lightning protection claw. The lateral suspender and yaw system are assembled with the mainframe. The gearbox is then assembled on the mainframe, followed by gear box torqueing. The gear box is then connected to the oil circulation system and radiator. The rotor lock is assembled on the gearbox, the brake disc is assembled and the gearbox is filled with oil. The cantilever is mounted on the mainframe and the generator is mounted on the cantilever. The generator cooling system is assembled and mounted on the mainframe and the generator-gearbox drive train is aligned. The nacelle control panel is then mounted on the main frame, the conduit clamps are mounted, the power cable and control cable are laid and the glass reinforced plastic cover is assembled on the nacelle. Complete nacelle and hub testing is conducted, following which the oil cooler and hydraulic unit are disassembled and pre-dispatch checks can be conducted. Finally, the nacelle is shifted to the trailer and then wrapped in plastic before dispatch.

Hub manufacturing commences with hub preparation, which consists of casting, cleaning and re-tapping the hub. The hub is then mounted on the assembly/transportation frame and the lubrication system is assembled with hoses. The grid is assembled in the hub and the pitch bearing is assembled to the hub followed by torqueing. The pitch drivers and pitch motors are then assembled to the hub and the blade root flanges are assembled to the pitch bearings. Other miscellaneous assemblies consist of assembling the lightening claw, pitch stop and spring element to the hub. The spinner parts come pre-assembled and the nose cone is prepared in-house from various parts sourced. The spinner is then assembled onto the hub. The individual hub is tested for different systems, and combined testing of the nacelle and hub is conducted. Finally, the hub is shifted to the trailer and then wrapped in plastic before dispatch.

We intend to apply a portion of the proceeds of this Issue to invest in certain machinery at our Una Unit with a view to optimizing our capacity utilization for nacelles and hubs. Please refer to “*Objects of the Issue - Una Unit*” on page 106.

We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh, which is intended to have an annual capacity of 400 nacelles and hubs, 400 rotor blade sets and 300 towers in terms of the SIA approval received by our company. For detail please refer to “*Business – Proposed Barwani Unit*”.

Rotor Blade Sets

Our rotor blade manufacturing facility is located in the state of Gujarat adjacent to a highway to facilitate easier handling of our rotors during transportation to Wind Sites and sea ports. This plant is located in a 30 acre land area in the Ahmedabad district of Gujarat. We have imported critical machinery and equipment, including blade moulds, resin infusion machines, resin mixers, sawing, drilling and cutting machine and vacuum equipment, with a view to ensuring high quality output. We also have our own test bench facility to test the performance of our rotor blade sets, which we believe makes us one of the very few WTG manufacturers in India with their own test bench facility. Our rotor blade sets are manufactured pursuant to a custom design by WINDnovation. Please refer to “*Business - Technology*” on page 138.

Our rotor blade manufacturing process commences with cutting glass fabric, balsa wood and SAN foam to the required size using various tools. Certain blade parts, such as the spar cap, root ring and shear webs, are fabricated using moulds. The pre-cut fabric, balsa wood and SAN foam are laid in the mould as per design requirements. Epoxy resin is then infused in the moulds using vacuum infusion technology, to prepare the two shells of the rotor blade. The two shells are then joined together using epoxy paste and cured under controlled temperature. The blade root area is prepared for fixing metal studs and the blade is fitted with fasteners and the lightening adapter, and the surface is prepared for painting. The blade is painted with ultra-violet light resistance and erosion protection paint. After painting, the blades are balanced and each rotor blade is fixed on the root and tip support and then placed in trailers for dispatch after securing the supports.

We intend to apply a portion of the proceeds of this Issue to increase our annual production capacity to 400 rotor blade sets and to enable the production of rotor blade sets with rotor diameters of 113 meters, in addition to the rotor blade sets with rotor diameters of 93.3 meters and 100 meters that we currently produce. Please refer to “*Objects of the Issue*” on page 101.

We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh, which is intended to have an annual capacity of 400 nacelles and hubs, 400 rotor blade sets and 300 towers in terms of the SIA approval received by our company. For detail please refer to “*Business – Proposed Barwani Unit*” on page 142.

Towers

Our tower manufacturing facility is housed in the same complex as our rotor blade plant and includes our weld shop which satisfies the requirements of EN ISO 3834-2 as per the report of TUV-SUD, a global testing, certification, inspection and training provider, under. Due to the importance of the rolling process in the production of towers, we use high precision rolling mills imported from Italy.

The first step in our tower manufacturing process is to cut steel plates to the required sizes. The edges are then beveled to the required design to facilitate welding. The beveled plates are rolled into a tubular shape in a four roller machine and the two edges rolled along their length are welded together to form the tube. Two tubes are fitted together, side by side, and welded along the circumference to form a single long tube of the required length. These are fitted with flanges at the end. The tower internals and bushes are then welded to the inside surface of the tower. The surface is blasted with steel grits to remove scales and the surfaces are then painted. The platforms, ladders and lighting fixtures are assembled. Finally, the sections are put on saddles and placed on trailers for transport.

We engage independent contractors for fabrication and painting of towers at our Rohika Unit. Please refer to “*Risk Factors - We rely on third party contractors for a substantial portion of our activities*” on page 39.

We intend to apply a portion of the proceeds of this Issue to increase our annual production capacity to 300 towers. Please refer to “*Objects of the Issue*” on page 101.

We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh, which is intended to have an annual capacity of 400 nacelles and hubs, 400 rotor blade sets and 300 towers in terms of the SIA approval received by our company. For detail please refer to “*Business – Proposed Barwani Unit*”.

Raw Materials and Components

Components that we do not manufacture in-house, including gearboxes, ECS and generators, are sourced either on a purchase order basis or pursuant to negotiated supply agreements with our suppliers. However, ECS for our WTGs are sourced exclusively from AMSC and its affiliates. Please refer to “*Business - Suppliers*” and “*Risk Factors – We are dependent on a limited number of suppliers*” on pages 142 and 24, respectively.

Utilities

Our Una Unit, where we manufacture nacelles and hubs, is connected to the Himachal Pradesh state power grid with a 489.04 kW connection. In addition, captive power is provided by a 500 KVA diesel generator set. Water is available from an on-site bore well.

Our Rohika Unit, where we manufacture rotor blade sets and towers, is connected to the Gujarat state power grid with a 1,000 KVA connection. In addition, captive power is provided by a two 500 KVA diesel generator sets. Water is available from an on-site bore well.

Proposed Barwani Unit

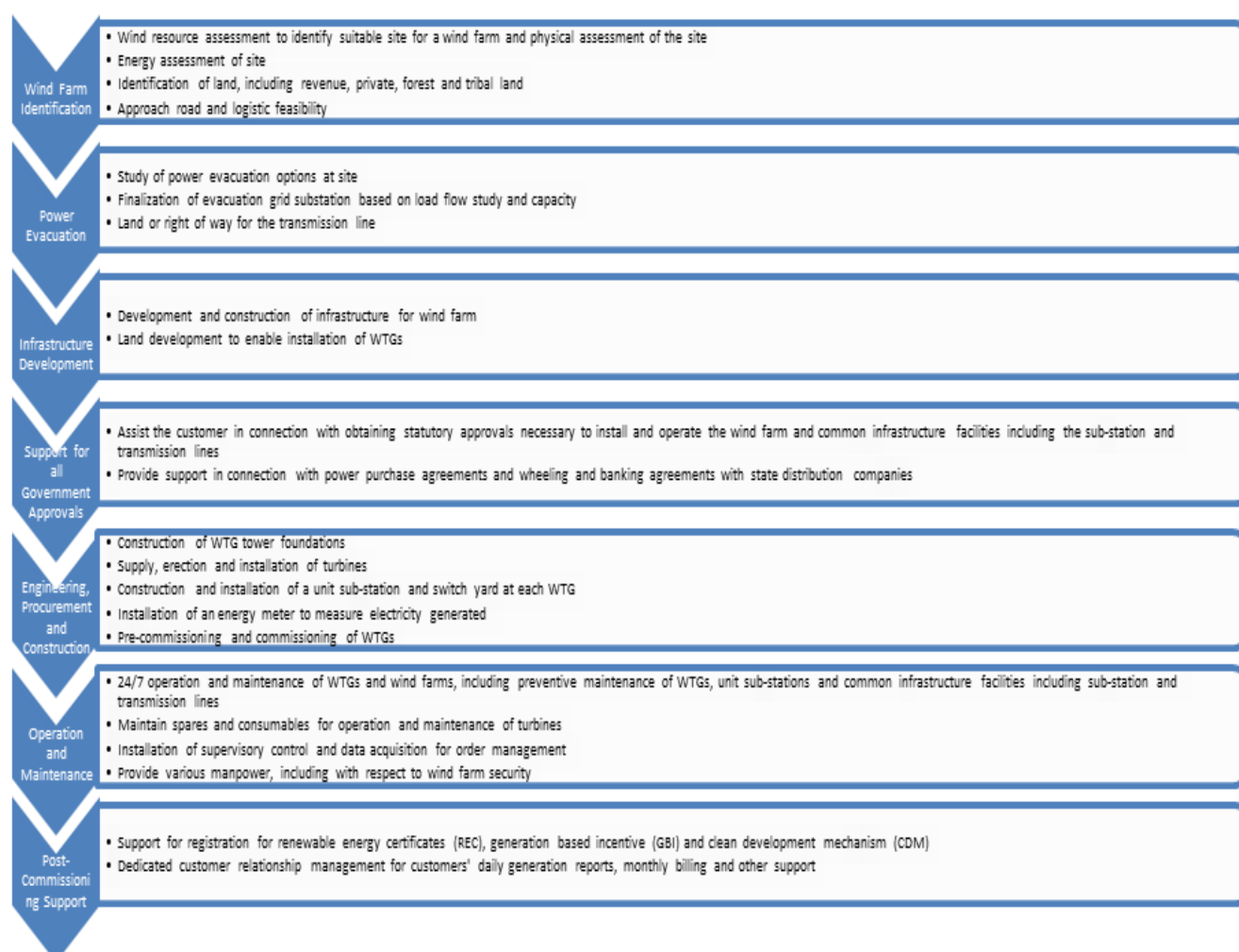
We are in the process of constructing a new integrated manufacturing unit at Barwani, Madhya Pradesh to manufacture nacelles and hubs, rotor blade sets and towers. We have obtained the approval of the Secretariat for Industrial Assistance, or SIA, of India’s Ministry of Commerce and Industry for the proposed additional annual production capacity of 400 nacelles and hubs, 400 rotor blade sets and 300 towers for this facility. We have been allotted 170,000 square meters of land in the Industrial Area, Relwa Khurd, Barwani District, M.P., for a period of 30 years by Madhya Pradesh Audyogik Kendra Vikas Nigam (Indore) Limited for construction of this plant. The projected cost of construction of the proposed Barwani Unit is approximately ₹2,000 million, which we intend to fund with internal accruals and bank financing. We commenced construction of our proposed Barwani Unit in November 2014 and the facility is expected to commence production during Financial Year 2015-2016. After giving effect to the expansion of our existing manufacturing facilities and the construction of our proposed Barwani Unit, our total production capacity is expected to be 950 nacelles and hubs, 800 rotor blade sets and 600 towers by the end of 2016.

Services

Through our wholly-owned subsidiaries, IWISL and MSEIL, we provide turnkey solutions for wind farm projects in India, which cover the entire technical value chain, from the identification of suitable sites and the planning of wind farms to their implementation and operation. These services include wind resource assessment, site acquisition, project development, erection and commissioning, and also long term operations and maintenance of wind power projects. We engage independent contractors for infrastructure development at Wind Sites, including with respect to construction of group and unit sub-stations, transmission lines, roads, foundations of turbines, electrical work at site. We also rely on independent contractors for tower erection, including crane services. Please refer to “Risk Factors - We rely on third party contractors for a substantial portion of our activities” on page 39.

Our ongoing maintenance services include complete power plant monitoring, including 24/7 supervisory control and data acquisition (SCADA) following the stabilization period. Each customer is sent a daily generation report with a snapshot description of daily, monthly and year-to-date performance. Details of any failure of a WTG or the power grid are shared on a daily basis and a monthly basis. We provide preventative maintenance pursuant to a pre-specified schedule, and compliance reporting to customers. We provide operation and maintenance services for an aggregate 648 MW of wind farm capacity that we developed, including a total of 134 MW for various customers at Vaspet, Bhendewade and South Budh in Maharashtra; a total of 386 MW for various customers at Dangri, Rajasthan; a total of 96 MW for various customers at Mahidad, Chotila, Gujarat, including 50 MW for our Promoter, GFL and four MW for IRL at Kaithar, Tamil Nadu; and 28 MW for Giriraj Enterprises at Kukur, Madhya Pradesh.

The following flowchart illustrates the broad range of services that we offer customers at each stage of the development, implementation and operation of their wind farm projects through our wholly-owned subsidiary, IWISL:



Completed Projects

As of December 31, 2014, 324 WTGs produced and sold by us were operating, with aggregate production capacity of 648 MW, comprising 386 MW in Rajasthan, 134 MW in Maharashtra, 96 MW in Gujarat, four MW in Tamil Nadu and 28 MW in Madhya Pradesh. As of December 31, 2014, we had produced and sold 42 WTGs that had been erected as part of projects that had not yet been commissioned and an additional 156 WTGs that had not yet been erected and commissioned.

The following table sets forth certain details with respect to our completed projects, each of which is operated and maintained by us.

Customer	Project location	Project Capacity (MW)	Number of 2 MW WTGs		Project Commissioning Date
			Produced and Sold by us as of December 31, 2014 (commissioned projects only) ⁽³⁾	Erected and Commissioned by us as of December 31, 2014	
GFL ⁽¹⁾ (our Promoter)	Kaithar, Tamil Nadu	2	1	-	July 2010
GFL ⁽¹⁾ (our Promoter)	Kaithar, Tamil Nadu	2	1	-	August 2011
GFL (our Promoter)	Mahidad, Chotila, Gujarat	50	25	-	December 2011
IRL (a Group Company)	Dangri, Rajasthan	70	35	24	March 2013
Inox Renewables (Jaisalmer) Limited (a Group Company)	Dangri, Rajasthan	64	32	-	March 2013
OIL India Limited (a Government of India Navratna company)	Dangri, Rajasthan	54	27	27 ⁽²⁾	March 2013
Surya Vidyut Limited (a CESC/ RPSG group company)	Dangri, Rajasthan	24	12	-	March 2013
LNJ Power Ventures Limited (a Bhilwara group company)	Dangri, Rajasthan	20	10	10 ⁽²⁾	March 2013
Welspun Solar Rajasthan Private Limited (a Welspun group company)	Dangri, Rajasthan	20	10	10 ⁽²⁾	March 2013
Manifold Agricrops Private Limited (a Bangur group company)	Dangri, Rajasthan	10	5	5 ⁽²⁾	March 2013
BSL Limited (a Bhilwara group company)	Dangri, Rajasthan	2	1	1 ⁽²⁾	March 2013
Bhilwara Energy Limited (a Bhilwara group company)	Bhendewade, Maharashtra	14	7	7	March 2014
IRL (a group company)	Bhendewade, Maharashtra	10	5	5	March 2014
Giriraj Enterprises Limited	Bhendewade, Maharashtra	8	4	4	March 2014
Giriraj Enterprises Limited	Vaspert, Maharashtra	8	4	4	March 2014
Clean Wind Power (Satara) Private Limited Hero group	South Bhud, Maharashtra	8	4	4	March 2014

Customer	Project location	Project Capacity (MW)	Number of 2 MW WTGs		Project Commissioning Date
			Produced and Sold by us as of December 31, 2014 (commissioned projects only) ⁽³⁾	Erected and Commissioned by us as of December 31, 2014	
Clean Wind Power (Satara) Private Limited, Hero group	South Bhud, Maharashtra	16	8	8	March 2014
D.J. Malpani	Vaspet, Maharashtra	16	8	8	March 2014
Jath Wind Energy Private Limited	Vaspet, Maharashtra	30	15	15	March 2014
Giriraj Enterprises Limited	Madhya Pradesh	28	14	14	December 2014
Giriraj Enterprises	Maharashtra	2	1	1	October 2014
Surya Vidyut Limited	Gujarat	26	13	13	December 2014
Renew Wind Energy (Rajasthan Two) Private Limited	Rajasthan	26	13	13	September 2014
Renew Wind Energy (Rajasthan Two) Private Limited	Rajasthan	4	2	2	December 2014
Green Infra Corporate Solar Limited	Rajasthan	66	33	33	October, November and December 2014
Clean Wind Power (Devgarh) Private Limited, Hero group	Rajasthan	20	10	10	December 2014
Various customers ⁽⁴⁾	Gujarat, Maharashtra, and Rajasthan	48	24	24	August 2013 – December 2014
Total		648	324	242	

Notes:

1. GFL, our Promoter, has transferred this project to IRL, a Group Company.

2. IRL, a Group Company, provided certain services to the customer in connection with this project, including identifying and procuring land, coordinating regulatory approvals and providing certain shared services and common infrastructure, including transmission infrastructure, located at IRL's wind park at Jaisalmer, Rajasthan, within which the project is located.

3. As of December 31, 2014, we had produced a total of 526 WTGs comprising (i) 324 WTGs operating as part of commissioned projects; (ii) 42 WTGs erected as part of projects not yet commissioned; (iii) 156 WTGs sold but not yet erected; and (iv) four WTGs that were damaged in transit and will not be sold.

4. Includes several smaller projects with respect to which the information in the table is presented on an aggregate basis. Among our smaller projects in Gujarat is a 2 MW prototype project that was commissioned in August 2013.

* In the Financial Year 2013-14 our Company produced one WTG which was capitalised by our Company

Order Book

As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be cancelled or reduced or result in revenues or that we will receive payment as per the indicative terms of any such orders. Furthermore, our binding agreements may be subject to contingencies, such as the timing and receipt of necessary government authorizations, or financing conditions which provide that the agreements can be

terminated without penalty in the event the customer cannot obtain financing for the project. Please refer to *“Risk Factors – Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations”* on page 21.

India is presently our only market and we intend to pursue the growth opportunities that we believe exist for providing wind energy solutions in India. To facilitate potential international growth opportunities, we plan to provide customers with a more diversified product choice. Our WT 2000 DF 93.3 meter rotor diameter WTG has a tower height of 78 meters and a hub height of 80 meters. We recently commenced production of our WT 2000 DF 100 meter rotor diameter WTG, which has a tower height and hub height of 78 meters and 80 meters, respectively, or 90 meters and 92 meters, respectively, depending on the needs of our customers. Furthermore, we have the option to purchase rights to produce rotor blade sets with rotor diameters of 80 meters and 86 meters and we have the capability to manufacture towers that are 68 meters and 98 meters in height. We intend to apply a portion of the proceeds of this Issue to expand and improve our manufacturing facilities, including in connection with our planned production of rotor blade sets with rotor diameter of 113 meters. Please refer to the chapter *“Objects of the Issue”* on page 101.

Our WTGs are designed to operate in a variety of climatic conditions and to produce power for 50 Hz grids. In addition to our license in India, we also have a non-exclusive license for the production and sale of 2 MW WTGs outside India based on AMSC’s proprietary technology. Our technology licenses are subject to certain limitations which are described under *“Business - Technology”* on page 138.

Product Warranties and Guarantees

We provide our WTG customers with a warranty for defective components and workmanship, during the “defect liability period”, which is generally a period of two years, against all defects in components, materials, and engineering from the date a WTG is commissioned. For any failure due to defective supply or workmanship, we undertake free repair or replacement of such defective component. Our warranty is applicable only if the WTGs are not operated upon or attempted to be repaired by any person other than us or any person appointed by us to do so. During the warranty period, we may be required to perform repairs to WTGs, replace parts of WTGs and otherwise address warranty claims. However as of the date of this Red Herring Prospectus we have not experienced any significant warranty claims. Warranties provided by our suppliers, may provide coverage for a portion of such claims. Please refer to *“Risk Factors – We may be unable to seek compensation from suppliers for defective components or raw materials”* on page 34.

Pursuant to our power curve guarantee, we guarantee that the power curve other than due to factors beyond our control for our WTGs shall not be less than a the certified power curve, by more than a specified percentage. For the projects under operations and maintenance, we also provide our customers with product guarantees relating to machine availability, reactive power, transmission loss and power curve. Pursuant to our machine availability guarantee, we typically guarantee that machine availability, for all WTGs in a project taken together, shall not be less than a specified percentage per year in any year during the O&M Period. Pursuant to our reactive power guarantee, we guarantee that reactive power, for all WTGs in a project taken together, shall not be more than a specified percentage per year in any year during the O&M Period. Pursuant to our transmission loss guarantee, we guarantee that the transmission loss between the WTGs and the power distribution company, for all WTGs in a project taken together, shall not be more than a specified percentage per year in any year during the O&M Period. Our agreements typically provide for liquidated damages payments in the event of a breach of any of these warranties, subject to a mutually agreed maximum liquidated damages payment. As of the date of this Red Herring Prospectus, we have not experienced any claim under any of these guarantees.

Furthermore, our project agreements typically provide for liquidated damages in the event of a delay in commissioning based on a specified percentage of the total contract value of the uncommissioned portion of WTGs for each week of delay in completion of a project, subject to maximum liquidated damages stated as a percentage of the total contract value. As of the date of this Red Herring Prospectus, we have not been required to pay liquidated damages under any project agreement.

For more information, please refer to *“Risk Factors- We could become liable to customers, suffer adverse publicity and incur substantial costs, including pursuant to any obligation to pay liquidated damages, as a result of defects or failure in our WTGs”* on page 32.

Sales and Marketing

Our sales and marketing teams support and facilitate all aspects of business development, including market intelligence, sales forecasts, demand planning, product pricing and brand stewardship. All marketing personnel are our permanent employees on fixed salaries and are generally not compensated by commissions.

We have a detailed protocol for securing orders by identifying the potential order, conducting basic due diligence on the potential customer and gaining a commercial understanding of the project. We initially identify potential orders through market intelligence, customer references and repeat orders. We then share our wind energy plan with the potential customer and submit a brief proposal of the commercial terms of the project before moving on to a term sheet, which typically contains major technical and commercial terms, which form part of the contract. Our due diligence process includes basic due diligence of the customer and project details and one or more site visits and plant visits prior to execution of the term sheet.

Following the signing of a term sheet we commence implementation of the project. Projects are included in our order book upon signing the term sheet. Please refer to *“Risk Factors - Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations”* on page 21.

After the due diligence process, definitive agreements are negotiated. We typically receive an advance upon signing the term sheet and the remaining payments are due at certain milestones as detailed in the definitive agreement. Project development comprises the mobilization of our project team at the designated Wind Site and execution of the project before it is handed over to our operations and maintenance team. The operations and maintenance team then provides services as set forth in an operations and maintenance agreement with the customer.

Customers

Our first customers were our Promoter, GFL, and two Group Companies, namely IRL and its subsidiary, Inox Renewables (Jaisalmer) Limited. These three companies together accounted for nil, 15%, 34%, 100%, 100% and 100% of our revenue from operations in the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013, 2012, 2011 and 2010, respectively. We have supplied WTGs to Inox Renewables Limited for two wind power projects comprising 86 MW, including 4 MW at Kaithar, Tamil Nadu in the year ended March 31, 2010; 70 MW at Dangri, Rajasthan in the year ended March 31, 2012 and 10 MW at Bhendewade, Maharashtra in the year ended March 31, 2014. In addition, we supplied WTGs to Inox Renewables (Jaisalmer) Limited for a 64 MW wind power project at Dangri, Rajasthan in the year ended March 31, 2012 and we supplied turbines for a 50 MW wind power project to GFL in Gujarat in the year ended March 31, 2011. Please refer to *“Business - Completed Projects”* and *“Financial Statements - Restated Unconsolidated Statement of Related Party Transactions”* on pages 143 and 285, respectively.

We have now developed a more diversified customer base comprising private companies, independent wind power producers, power utilities and government organizations in India, to which we have supplied WTGs and provided turnkey services. Our customers for completed projects and projects in our order book, other than GFL and Group Companies, include, among others, Oil India Limited (a Government of India Navratna company), Tata Power Renewable Energy Limited, DJ Energy Private Limited and Uttar Urja Projects Private Limited (each, a Continuum Wind Energy Private Limited group company), Green Infra Corporate Solar Limited, Renew Wind Energy (Rajasthan One) Private Limited, Surya Vidyut Limited (a CESC /RPSG group company), LNJ Power Ventures Limited and Bhilwara Energy Limited (each, a Bhilwara group company), Welspun Solar Rajasthan Private Limited (a Welspun group company), Manifold Agricrops Private Limited (a Bangur group company), BSL Limited (a Bhilwara group company), M/s Giriraj Enterprises, Clean Wind Power (a Hero group company), M/s DJ Malpani and Jath Wind Energy Private Limited (a NSL group company). For details of the projects that we have completed for these customers, please refer to *“Business - Completed Projects”* on page 143.

Quality Control and Product Certification

We have a strong focus on processes designed to ensure the manufacturing of high quality WTGs. Our WTG models are designed for a 20-year life cycle. Our manufacturing facilities are certified by TUV-SUD, a global testing, certification, inspection and training provider, under ISO 9001:2008 with respect to quality systems, ISO 14001:2004 with respect to safety and the environment and OSHAS 18001:2007 with respect to

occupational health and safety management system. Our Company also satisfies the EN ISO 3834-2 requirements, with respect to our weld shop in our tower manufacturing facility as per the TUV-SUD report of December 12, 2012.

Our WT 2000 DF WTG carries the following certifications:

- A-Design Assessment from DEWI OCC as well as from GL, both German companies (both the 93.3 meter and 100 meter rotor diameters);
- type certification from TUV-SUD, a German company, for power curve measurement (both the 93.3 meter and 100 meter rotor diameters); and
- inclusion in the Revised List of Models and Manufacturers of Turbines (RLMM) of India's National Institute of Wind Energy (NIWE) (previously known as the Centre for Wind Energy Technology (CWET)), which permits us to sell WTGs with rotor diameters of 93.3 meters and 100 meters in India.

At our manufacturing facility in the Una district of Himachal Pradesh, where we produce nacelles and hubs, our quality assurance protocol was designed by AMSC pursuant to our technology license. We conduct quality checks with respect to outsourced components, goods that are in-process and finished products. All inspection and tests are carried out by trained and experienced personnel and the results of each quality check are recorded. The quality control system as a whole is governed by ISO-9001:2008.

We produce rotor blade sets and towers at our manufacturing facility in the Ahmedabad district of Gujarat. Blades are made of composites and we conduct quality checks on all incoming raw materials. In addition, pursuant to our approved quality assurance plan, we and third party inspectors typically from ABS Industrial Verification India Private Limited jointly conduct quality checks on in-process products and finished products, in addition to a final check prior to dispatching the goods. The quality control system as a whole is governed by ISO-9001:2008.

Steel towers are made by cutting, rolling, welding, assembly of parts and painting. Non-destructive testing tests and inspections are done as per approved our quality assurance plan and all test results are recorded. Every welding is controlled by a procedure qualification. In addition to ISO-9001:2008, which governs the quality control system as a whole, the tower plant is also qualified for EN ISO 3834-2 certification with respect to the weld shop.

Logistics

The dimensions and weight of WTG assemblies are such that the delivery of WTG assemblies can, at times, constitute a considerable logistical challenge. These challenges, particularly in terms of transport vehicles and the state of transport routes, can pose a considerable challenge, particularly in certain regions of India with less-developed infrastructure. We conduct site suitability studies not only in terms of available wind resources but also in terms of accessibility and the presence of basic infrastructure. The costs of transport can make the delivery of our WTGs substantially more expensive in regions that are far from our manufacturing facilities. Our Rohika Unit, where we manufacture rotor blade sets and towers, is located on the highway in the Ahmedabad district of Gujarat, close to our key markets with a view to reducing logistics costs.

Suppliers

We outsource all raw materials and those components that we do not manufacture in-house. We also outsource a portion of the towers required for our WTGs, which we have historically sourced from Fedders Lloyd Corporation. We have a license from AMSC for the production and sale of 2 MW WTGs in India based on AMSC's proprietary technology. Pursuant to this license we are required to purchase ECS manufactured by AMSC or its affiliates for purposes of all WTGs that are based on the technology that we license from AMSC pursuant to our existing agreement. We have the benefit of a negotiated supply agreement with AMSC's United States-based parent, AMSC Corporation, for ECS. Our license with AMSC, as amended, provides for a maximum price for ECS purchased from AMSC and its affiliates through September 2016. Please refer to "*Risk Factors - AMSC, which is our technology licensor and the subsidiary company of our exclusive supplier of ECS, has experienced financial difficulties*", "*Business - Technology*" and "*History and other Corporate Matters – Summary of Key Agreements*" on pages 25, 138 and 177, respectively.

We obtain warranties from our component and raw material suppliers to protect ourselves against deficient performance and resultant liabilities, if any. The following table sets forth information with respect to our key component suppliers and their warranties:

Component	Supplier, Location	Location	Warranty Term
Electric Control System (ECS)	American Superconductor Corporation	United States	21 months or 24 months from the date the ECS is put into service depending on the part or 27 months from the date of delivery, whichever is earlier
Generator	Emerson Industrial Automation Electric Power Generation Private Limited	India	30 months from the date of commissioning, but not later than 36 months from the date of dispatch
	ABB Limited, India	India	24 months from date of installation or 30 months from date of dispatch, whichever is earlier
Gearbox	DHHI (pursuant to a design by Romax Technology Limited, based in the United Kingdom)	China	66 months from bill of lading or 60 months from commissioning whichever is later except for electronic sensors and sub-systems placed outside the gear box such as lubrication system and cooling system where it is two years
	Wikov Industry a.s.	Czech Republic	24 months from installation or 36 months from delivery whichever is earlier



Competition

The Indian WTG market is characterized by strong concentration among a small group of manufacturers. For the year ended March 31, 2014, approximately 88% of total annual capacity installations in India were attributable to six manufacturers, including us, according to the WISE Report. Our installed production capacity as of the date of this Red Herring Prospectus is 550 nacelles and hubs per annum; 256 rotor blade sets per annum and 150 towers per annum. We believe our primary competitors in India are Suzlon Energy Limited, Regen Powertech Private Limited, Gamesa Wind Turbines Private Limited, Wind World (India) Limited (formerly Enercon India) and GE India Industrial Private Limited. We compete on the basis of performance of WTGs, price, site selection (including wind resource and energy production assessments), reliability, product quality, technology, and the scope and quality of services, including operations and maintenance services, and training offered to customers and technical factors including industry experience, technical ability, past performance, reputation for quality, safety record and the size of previous contracts executed for similar projects. We believe that the quality of our WTGs, our efficient cost structure and the established reputation of the Inox Group are the primary factors that distinguish us from our competitors. Please refer to “*Risk Factors – We operate in a very competitive industry*” on page 29.

Intellectual Property Rights and Technical Know-How

We have a perpetual license from AMSC to manufacture 2 MW WTGs with rotor diameter between 85 meters and 120 meters in India, including rotor diameters of 86 meters, 93 meters, 100 meters and 113 meters, based on AMSC’s proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. In addition to our license in India, we also have a non-exclusive license, from AMSC to manufacture 2 MW WTGs worldwide (other than in South Korea where we do not have a right to manufacture WTGs with rotor blade diameter of 93.3 meters, 80 meters and 86 meters and we are not permitted to produce or sell WTGs in the countries to which exports from the United States are precluded by United States law). We also have non-exclusive licenses from WINDnovation Engineering Solutions GmbH for custom-made rotor blade sets. Please refer to “*Business - Technology*” and “*History and other Corporate Matters – Summary of Key Agreements*” on pages 138 and 177, respectively.

We require suppliers of key components to enter into non-disclosure agreements to limit access to and distribution of our proprietary and confidential information. Please refer to “*Risk Factors – The failure to keep our technical knowledge confidential could erode our competitive advantage*” on page 43.

Our applications to the Registrar of Trademarks for the registration of our  and  trademarks are pending. We license the name “Inox” from the Jain Family represented by Mr. Pavan Kumar Jain pursuant to a limited license agreement entered into in April 2013, which agreement may be terminated upon GFL’s effective ownership in our Company being reduced below 51% or upon our Board of Directors not including any member of the Jain Family, among other events. Please refer to “*Risk Factors - The trademark “Inox” is owned, and licensed to us, by the Jain Family and the registration of our logo is pending*” on page 43.

We are not involved in any material intellectual property litigation or enforcement. Please refer to “*Risk Factors - We may infringe on the intellectual property rights of others*” on page 44.

Insurance

We maintain insurance policies that we believe are customary for companies operating in our industry. We maintain a marine cargo open policy to cover the raw materials transported, an industrial/ erection all risk policy to cover for material damage and business interruption at our Rohika Unit and our Una Unit. Our insurance coverage is subject to customary limitations, exclusions and deductibles.

Human Resources

As of December 31, 2014, we employed a total of 1,397 people. The following table sets out the number of our employees on a consolidated basis as of the dates indicated.

Total Number of Employees	As of December 31, 2014	As of March 31,		
		2014	2013	2012
Manufacturing	838	628	590	472
Project Execution and Development	123	63	38	0
Quality Assurance	64	53	42	32
Supply Chain Management	54	53	48	58
Operations and Maintenance	192	109	64	7
Finance and Accounts	40	38	38	22
Marketing	20	16	9	2
Human Resources and Administration	29	22	18	9
Others	37	6	3	0
Total Number of Employees	1,397	988	850	602

As part of the Inox Group we benefit from certain management and technical expertise of other Group Companies for which we are not currently required to compensate such other Group Companies. Please refer to “*Risk Factors – Our success depends upon our senior management and key management personnel and our ability to retain them and attract new key personnel when necessary. Certain members of our key management personnel have recently joined us*” on page 38.

We engage independent contractors for a substantial portion of our activities, including fabrication and painting of towers at our Rohika Unit and infrastructure development at Wind Sites, including with respect to construction of group and unit sub-stations, transmission lines, roads, foundations of turbines, electrical work at site; and tower erection, including crane services. Please refer to “*Risk Factors - We rely on third party contractors for a substantial portion of our activities*” on page 39.

Real Property

Our corporate headquarters are located at Inox Towers, Plot No. 17, Sector 16A, Film City, Noida 201301. Our manufacturing facilities are located at Una in the state of Himachal Pradesh and the Ahmedabad district in the state of Gujarat.

Our Rohika Unit is spread over a 30 acre area at Rohika in Bavla Taluka, Ahmedabad District, Gujarat over non-agricultural land and held on a freehold basis by our Company.

Our Una Unit is spread over a 17 acre area allocated at industrial area Basal Tehsil, District Una allotted to our Company by the General Manager, District Industries Centre Una pursuant to possession letters dated July 10, 2009 and December 1, 2009 and lease deeds dated September 23, 2009 and February 26, 2010 executed by the Governor of Himachal Pradesh in favour of our Company. The lease is valid for 95 years from September 23,

2009.

For our Barwani Unit under construction, in December 2014 we were allotted a plot of land at No. 20 ID at Industrial Area Relwa Khurd (Khajuri), Barwani, Madhya Pradesh by General Manager Madhya Pradesh Audyogik Kendra Vikas Nigam (Indore) Limited. We have leasehold rights in such land for a period of 30 years commencing from the date of allotment.

Procedure for Acquisition of Wind Sites

The following is a brief discussion of the land acquisition process in each state where we operate.

Rajasthan

Rajasthan Renewable Energy Corporation Limited (“**RREC**”) is the state nodal agency for all renewable energy projects in the state of Rajasthan, pursuant to the Policy for Promoting Generation of Electricity from Wind, 2012 (the “**Policy**”). A project developer is required to apply to RREC to obtain leasehold rights in government land for the development of wind farms and the application is registered in the name of the project developer (the “**Registration Stage**”). The project developer is required to make certain payments pursuant to the Policy, following which the RREC makes a recommendation to the district collector to allot the specified government land to the project developer for wind farm development (the “**Recommendation Stage**”). Upon the land being allotted to the project developer, the project developer enters into a lease deed with the relevant authority, acquires possession of the land and is required to ensure that the project commences operation within 24 months following the date of allotment of land.

Gujarat

In order to obtain leasehold rights in Gujarat land for the development of wind farms, a project developer is required to apply to the applicable collector that has jurisdiction over the relevant land. The collector may then complete all formalities and order the grant of lease over the land in the name of the project developer (the “**Allotment Stage**”). Separately, an application is made to the Gujarat Energy Development Agency (“**GEDA**”), for clearance of the project. Simultaneously, developer enters into a lease agreement and obtains possession of the land (the “**Possession Stage**”). The project developer is required to complete the project within one year following the date of GEDA approval.

Madhya Pradesh

The New and Renewable Energy Department (“**NRED**”) is the state nodal agency for the promotion of renewable energy development in Madhya Pradesh. NRED periodically invites proposals from interested project developers for the development of wind farms. Parties selected by NRED carry out wind resource analysis of the allotted sites either on the basis of existing masts or put up new masts for a period of one to two years to collect data. This is allowed on both private as well as revenue lands. Revenue land is allotted by the applicable revenue collector on the recommendation of NRED and is leased by the project developer at a nominal rental rate for 25 years for the specified purpose of wind farm development. The project developer is required to ensure that operation of the project commences within 38 months following the date of allotment of land. With respect to private land, the project developer can acquire freehold rights in land that is identified by micro-siting for spots measuring approximately one hectare per 2 MW WTG. With respect to agricultural land, non-agriculture permission, or NA permission, is required to be obtained from the applicable authorities. NRED is also responsible for recommending allocation of evacuation by the state power transmission company, Madhya Pradesh Power Transmission Company Limited (“**MPPTCL**”). MPPTCL is responsible for allocating corridor capacity from existing or proposed transmission infrastructure based on load flow studies.

Andhra Pradesh

Non-conventional Energy Development Corporation of Andhra Pradesh Limited (“**NEDCAP**”) is the state nodal agency for the development of wind power projects in Andhra Pradesh. A project developer applies to NEDCAP for land allotment, where revenue lands are involved and project approval, following which NEDCAP reviews the application and forwards it to the district collector with jurisdiction over the relevant land together with NEDCAP’s recommendations with 15 days following NEDCAP’s receipt of the application. The district collector arranges for the inspection of the land and forwards the application to the Andhra Pradesh Land Management Authority (“**APLMA**”) together with its recommendations and an appraisal of the market value of

the land within fifteen days following the district collector's receipt of the application. APLMA reviews the application and makes a recommendation to the government of Andhra Pradesh within 30 days following its receipt of the application following which the government issues its final order within 60 days following receipt of the application, to the extent practicable. Government land is allotted jointly in the name of the project developer and NEDCAP. For projects involving private land, the project developer is required to procure the land directly from the relevant landowners.

Framework Agreement with GFL and IRL

In July 2013, we entered into a Framework Agreement with our Promoter, GFL, and IRL, a Group Company, which was amended in February 2015. Pursuant to the Framework Agreement GFL and IRL have agreed to make certain specified Project Sites and Wind Sites Under Acquisition available to us, or our customers, and have agreed not to engage in acquiring additional Project Sites except for the benefit of IWL and IWISL and for its own purposes. GFL and IRL also agreed to make payments to relevant government authorities in connection with the Project Sites and Wind Sites Under Acquisition, and provide us, on an exclusive basis, with all power evacuation rights that IRL and GFL have received from applicable state agencies for the Project Sites and Wind Sites Under Acquisition. In consideration of the development work and related services at Project Sites that GFL and IRL have agreed to provide pursuant to the Framework Agreement, we are required to reimburse GFL and IRL for their respective costs plus a markup equal to 10% per year for each year following their incurrence of such costs until such costs are reimbursed. In addition, IRL has agreed to provide access to the existing shared infrastructure and to allow IWL and/ or IWISL, as the case may be, to construct a sub-station on the plot leased to IRL where IRL has an existing sub-station, for applicable Project Sites located in the state of Rajasthan. Pursuant to the Framework Agreement, each of GFL and IRL has agreed that, except for our benefit, it will not engage in the identification and procurement of Project Sites; application to government authorities for evacuation permission; acquisition of rights of way, leveling wind farm areas and grading roads in connection with wind farms; or provision of know-how or any other information to third parties in relation to our business. However, GFL and IRL are permitted to undertake such activities for themselves (other than third parties). The Framework Agreement is valid for a period up to 10 years from July 2, 2013. Please refer to *"History and other Corporate Matters - Framework Agreement between our Company, IWISL, IRL and our Promoter, GFL"* on page 178.

Our Inventory of Wind Sites

We have access rights to Project Sites in Dangri, Rajasthan; Chotila, Rojmal and Savarkundla, Gujarat; and Nipaniya, Madhya Pradesh, and expect to gain access to Wind Sites Under Acquisition in Dangri, Rajasthan; Rojmal, Gujarat; Andhra Pradesh; and Nipaniya in Madhya Pradesh, which we intend to transfer or sub-lease to customers upon the development of wind farm projects. Our access rights to certain of our Project Sites and Wind Sites under Acquisition are pursuant to our Framework Agreement with our Promoter, GFL, and IRL, a Group company. Please refer to *"History and other Corporate Matters - Framework Agreement between our Company, IWISL, IRL and our Promoter, GFL"* on page 178.

A. Project Sites in the following states refer to:

1. Rajasthan

Wind Sites with aggregate capacity of 1,415 MW for which a recommendation for grant of leasehold rights over Wind sites has been made by the district collector in favour of IRL. We have access to such wind sites under the Framework Agreement.

2. Gujarat

- a) Wind Sites with aggregate capacity of 154 MW that have been allotted by the district collector in favour of IRL. Post allotment, a lease is expected to be executed between IRL (or its nominees) and government of Gujarat, and pursuant to the lease, possession is expected to be granted to IRL or its nominees. Such Wind Sites shall be made available to us under the Framework Agreement, and
- b) Wind Sites with aggregate capacity of 212 MW for which leasehold rights have been granted to our Promoter by the government of Gujarat and is currently in the possession of our Promoter, GFL, and we have access to such wind sites under the Framework Agreement.

- c) Wind Sites with aggregate capacity of 44 MW for which a recommendation for grant of leasehold rights over Wind Sites has been made by the district collector in favour of our subsidiary, IWISL.

3. Madhya Pradesh

Wind Sites with aggregate capacity of approximately 285 MW approved by NRED of Madhya Pradesh in favour of our subsidiary, IWISL, and its subsidiary, MSEIL.

4. Andhra Pradesh

Wind Sites with aggregate capacity of 20 MW in favour of our subsidiary, IWISL.

B. Wind Sites Under Acquisition in the following states refer to:

1. Rajasthan

Wind Sites with aggregate capacity of 1,194 MW for which applications have been made to the RREC under the *Policy for Promoting Generation of Electricity from Wind, 2012*, to develop wind farms and such applications have been registered by RREC in the name of (a) our subsidiary, IWISL (162 MW), (b) IRL (740 MW) and (c) IWL (292 MW).

2. Gujarat

Wind Sites with aggregate capacity of 74 MW for which IWISL has made an initial application to the district collector for grant of leasehold rights subject to undertaking wind assessment study and filing necessary documents with the district collector.

3. Madhya Pradesh

Wind Sites with aggregate capacity of 634 MW for which applications have been made to the district collector for grant of leasehold rights subject to undertaking wind assessment studies and filing the applicable documents with the district collector by (a) our subsidiaries, IWISL (512 MW) and MSEIL (80 MW) and (b) IWL (42 MW).

4. Andhra Pradesh

Wind Sites with aggregate capacity of 20 MW for which our subsidiary, IWISL, has made an initial application to the district collector for the grant of leasehold rights subject to undertaking wind assessment studies and filing the applicable documents with the district collector.

Environmental, Health and Safety Regulation and Initiatives

We are subject to extensive, evolving and increasingly stringent environmental, health and safety laws and regulations governing our manufacturing processes and facilities. Such laws and regulations address, among other things, air emissions (particularly volatile organic compounds), waste water discharges, the generation, handling, storage, transportation, treatment and disposal of chemicals, materials and waste, workplace conditions and employee exposure to hazardous substances. We have incurred, and expect to continue to incur, operating costs to comply with such laws and regulations. In addition, we have made and expect to make capital expenditures on an ongoing basis to comply with safety, health and environmental laws and regulations. While we believe we are in compliance in all material respects with all applicable safety, health and environmental laws and regulations, the discharge of our raw materials that are chemical in nature or of other hazardous substances or other pollutants into the air, soil or water may nevertheless give rise to liabilities to the Government of India or the State Governments of Himachal Pradesh or Gujarat, where our manufacturing facilities are located. In addition, we may be required to incur costs to remedy the damage caused by such discharges or pay fines or other penalties for non-compliance.

Further, the adoption of new safety, health and environmental laws and regulations, new interpretations of existing laws, increased governmental enforcement of environmental laws or other developments in the future may require that we make additional capital expenditures or incur additional operating expenses in order to maintain our current operations, curtail our manufacturing activities or take other actions that could have a

material adverse effect on our financial condition, results of operations and cash flow. Safety, health and environmental laws and regulations in India, in particular, are stringent and it is possible that they will become significantly more stringent in the future. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by governmental authorities or our compliance costs may significantly exceed current estimates. If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by governmental authorities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as orders that could limit or halt our operations.

To help maintain the health and safety of our employees, we provide employees at our facilities with periodic safety check-ups and safety equipment, and continually update and distribute safety manuals. While minor accidents occur from time to time, no accidents which are reportable under Indian regulations have occurred since we commenced our operations.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant sector specific regulations and policies, as prescribed by the GoI or State Governments which are applicable to our Company and its Subsidiary and the business of our Company and the Subsidiary. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designated nor intended to substitute for professional legal advice.

We manufacture wind turbine generators and provide turnkey solutions by supplying WTGs and offering services including wind resource assessment, site acquisition, infrastructure development, erection and commissioning, and also long term operations and maintenance of wind power projects. For the purpose of the business undertaken, we may be required to obtain licenses and approvals depending upon prevailing laws and regulations. For details of such approvals, please refer to the chapter “*Licenses and Approvals*” on page 383.

Taxation statutes such as the Income Tax Act, 1961, Central Sales Tax Act, 1956, Service Tax under the Finance Act, 1994, and applicable local sales tax statutes, and other miscellaneous regulations and statutes such as the Trade Marks Act, 1999 apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

A. Laws relating to the wind energy sector in India

Ministry of New and Renewable Energy of the Government of India is responsible for administration of research, development, commercialization and deployment of renewable energy systems/devices for various applications in rural, urban, industrial and commercial sector in India. MNRE has also established the specialist financial and technical institutions to complement its role in development of the wind energy sector in India.

Central Regulatory Authorities and Notified Organisations

1. Ministry of New and Renewable Energy (“MNRE”)

MNRE is the nodal ministry for all matters relating to renewable energy. It was set up as Ministry of Non-Conventional Energy Sources (“MNES”) in 1992 and renamed as MNRE in 2006. The objective of the MNRE is to develop and deploy new and renewable energy for supplementing the energy requirements of the country. MNRE is responsible mainly for research and development, intellectual property protection, and international cooperation, promotion, and coordination in renewable energy sources such as wind power, small hydro, biogas, and solar power. The Wind Power Division of MNRE has been dedicated by MNRE to facilitate wind power projects in India. The main function of this division is to undertake wind power programmes which broadly aim to crystallise commercialization of grid interactive wind power.

2. National Institute of Wind Energy (“NIWE”)

National Institute of Wind Energy (“NIWE”) previously known as Centre for Wind Energy Technology (“C-WET”) was established in the year 1998, as an autonomous research and development institution by the MNRE, Government of India. It is a knowledge-based institution of high quality and dedication, offers services and seeks to find complete solutions for the kind of difficulties and improvements in the entire spectrum of the wind energy sector by carrying out further research. The NIWE has a research and development unit, wind resource assessment testing unit and standard certifications unit.

3. Indian Renewable Energy Development Agency Limited (“IREDA”)

IREDA is a public limited Government Company established in 1987, and is currently under the administrative control of MNRE to promote, develop and extend financial assistance for renewable energy and energy efficiency/conservation projects. Recently, IREDA issued the “Operational Guidelines for Implementation of Generation Based Incentive for Grid Connected Wind Power Projects” in consonance with the GBI Scheme. Additionally, IREDA acts as a programme administrator under the RSSP Scheme (discussed later in this Chapter) of MNRE.

Central Electricity Laws

Legislative Framework Prior to 2003

The Indian Electricity Act, 1910, the Electricity (Supply) Act, 1948 and the Electricity Regulatory Commissions Act, 1998 governed the electricity sector in India. The Electricity Act, 2003 replaced the aforesaid three statutes with effect from June 10, 2003.

Current Legislative Framework

The Electricity Act, 2003 and amendments thereof and the Energy Conservation Act, 2001 and rules and regulations made under it primarily govern the legislative framework of the electricity sector in India.

4. Electricity Act, 2003 ("**Electricity Act**")

The Electricity Act is the central legislation which covers, amongst others, generation, transmission, distribution, trading and use of electricity. As per section 61(h) of the Electricity Act, the appropriate commission shall, specify the terms and conditions for the determination of tariff, and one of the guiding factors in doing so shall be the promotion of co-generation and generation of electricity from renewable sources of energy. Also, the State Commission, pursuant to section 86(1)(e) of the Electricity Act has to promote co-generation and generation of electricity from renewable sources of energy by providing suitable measures for connectivity with the grid and sale of electricity to any person, and also specify, for purchase of electricity from such sources, a percentage of the total consumption of electricity in the area of a distribution licence.

1. Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2012 ("**Renewable Tariff Regulations**")

The CERC has on February 06, 2012 issued the Renewable Tariff Regulations, as amended on March 18, 2014, December 30 2014 and January 5, 2015 which set out regulations for determination of tariff for purchase of electricity generated from renewable energy sources including wind, solar and such other renewable sources of energy as approved by MNRE. The Renewable Tariff Regulations are applicable in all cases where tariff, for generating station or its unit is based on renewable sources of energy, is to be determined by CERC under the provisions of the Electricity Act (i.e. sale of electricity by generating companies to distribution companies owned or controlled by the Central Government and those companies which have entered into or otherwise have a composite scheme for generation and sale of electricity in more than one State).

The CERC shall determine the generic tariff on the basis of *suo-moto* petition at least six months in advance at the beginning of each year of the control period for renewable energy technologies for which norms have been specified under the Regulations.

2. The Central Electricity Authority (Technical Standards for Connectivity to the Grid) Regulations, 2007 and Amendment Regulations, 2013 ("**Grid Connectivity Regulations**")

In exercise of powers conferred by sections 7 and 73(b) read with section 177(2) of the Electricity Act, CERC has framed the Grid Connectivity Regulations regulating the technical standards and conditions for the electricity generating systems for integration into the grid. The developer of the wind farms is responsible for planning, design, construction, reliability, protection and safe operation of its equipment. The developer of the wind farms is required to furnish the data as required by the appropriate transmission utility (CTU or STU, as the case may be) or by the licensee or generating station with whose system the interconnection is proposed for permitting interconnection with the grid. The wind generators are required to limit the Harmonics, Direct Current, injection and Flicker within the permissible limits. The wind generators are also required to be capable of maintaining dynamically varying reactive power & operating frequency within permissible limits. The wind generators connected 66KV and above are required to remain connected to grid, generating active power when voltage at interconnection point on any or all phases dips up to permissible limits.

3. The Central Electricity Regulatory Commission (Grant of Connectivity, Long-term Access and Medium-term Open Access in inter-State Transmission and related matters) Regulations, 2009 ("**Open Access**")

Regulations”) and the amendments thereof.

The Open Access Regulations provide for procedures and requirements for obtaining connectivity to interstate transmission system, availing medium-term open access and availing long term access. The nodal agency for seeking connectivity, medium term open access or long term access would be the CTU.

Central Level Policies, Guidelines, Schemes for Promotion and Establishment of Renewable Energy Projects

Under the Electricity Act 2003, the activity of generation of the power does not require any license or permission. Necessary registrations for generation of wind energy and permission for inter-grid connectivity are required to be obtained from the respective state nodal agencies. The Electricity Act, 2003 further mandates that certain percentage of power generation should be procured from renewable energy sources by all distribution companies. The tariffs and wheeling charges are required to be stipulated by the respective state regulatory commissions as provided under the Electricity Regulatory Commissions Act, 1998. The National Electricity Policy was framed under the provisions of section 3(1) of the Electricity Act, 2003 which is aimed at the development of the power sector, development of non – conventional sources of energy, providing supply of electricity to all areas, economics of generation using different resources energy security issues and reduction of costs of electricity generation.

Various initiatives have been undertaken by MNRE for generation of power from renewable energy sources. These initiatives are in the form of regulations, orders, policies, guidelines, schemes for promotion and establishment of renewable energy projects include separate tariff regulations for purchase of electricity from renewable energy sources, recognition and issuance of renewable energy certificate (“REC”) from generation of renewable energy. In addition, the MNRE has announced various schemes for generation of power from renewable energy sources which are set out below. These schemes provide for incentives at Central and State level.

1. The National Electricity Policy, 2005 (“Electricity Policy”)

In compliance with section 3 of the Electricity Act, the Ministry of Power has on February 12, 2005 notified the Electricity Policy. The Electricity Policy sets out the guidelines for development of the power sector including renewable energy. The Electricity Policy aims to accelerate the development of power sector by providing supply of electricity to all areas, protecting interests of consumers and other stakeholders. The preamble of the policy states that

“Non-conventional sources of energy being the most environment friendly there is an urgent need to promote generation of electricity based on such sources of energy. For this purpose, efforts need to be made to reduce the capital cost of projects based on non-conventional and renewable sources of energy. Cost of energy can also be reduced by promoting competition within such projects. At the same time, adequate promotional measures would also have to be taken for development of technologies and a sustained growth of these sources.”

The Electricity Policy requires SERCs to promote arrangements between the co-generator and the concerned distribution licensee for purchase of surplus power from such generating power plants. The regulation also provides for encouragement of co-generation system in the overall interest of energy efficiency and grid stability.

2. The National Tariff Policy, 2006 (“Tariff Policy”)

The Tariff Policy sets out various parameters to be followed by CERC or relevant SERC, as the case may be, for fixing the tariff, which among others, are:

- (i) Return on investment to the project developer.
- (ii) Equity norms for financing of future capital cost of projects.
- (iii) Rates of depreciation in respect of generation and transmission assets.
- (iv) Structuring of debt, including its tenure, with a view to reducing the tariff.
- (v) Cost of management of foreign exchange risk.
- (vi) Suitable performance norms for operations along with arrangement for sharing the gains of efficient operations with the consumers.
- (vii) Renovation for higher efficiency levels to be encouraged.

- (viii) For tariff determining multi-year tariff principles to be followed.
- (ix) Tariff fixation for all electricity projects that result in lower greenhouse gas emissions should take into account the benefits obtained from such clean development mechanism (“CDM”) in a manner so as to provide adequate incentive to the project developers.

The Tariff Policy further in paragraph 6.4 sets out the specific requirement for promotion of renewable energy, for example, it mandates each SERC to specify the RPO. In this regard, the Tariff Policy further requires that RPO for purchase of solar energy by the distributor licensees should go up to 0.25 percent by the end of 2012-2013 and further up to 3 percent by 2022 by an amendment dated January 20, 2011.

3. *Renewable Purchase Obligation (RPO) Framework*

The Renewable Purchase Obligation (RPO) is being implemented throughout the country for creating demand for renewable energy. Under the Electricity Act, 2003, the National Electricity Policy, 2005 and the National Tariff Policy, 2006, SERCs are obligated to purchase a certain percentage of their total consumption of power from renewable energy sources (in the area of a distribution licensee).

Various State Commissions have specified the RPO for their distribution companies as required under section 86(1)(e) of the Electricity Act. They have also determined the tariffs of renewable sources generation based on different technologies. However, the specified RPO varies from 2% to 10% across the country. At the same time there is wide divergence in the tariffs of different technologies set by different Regulatory Commissions.

4. *Central Electricity Regulatory Commission (Terms and Conditions for recognition and issuance of Renewable Energy Certificate for Renewable Energy Generation) Regulations, 2010. (“REC Framework”)*

The Electricity Act, 2003, the policies framed under the Electricity Act, 2003, as also the National Action Plan on Climate Change (“NAPCC”) provide for a roadmap for increasing the share of renewable in the total generation capacity in the country. However, renewable energy sources are not evenly spread across different parts of the country. On the one hand there are states where the potential of renewable energy sources is not that significant. This inhibits SERCs in these states from specifying higher RPO. However, the cost of generation from RE sources and other issues discourage the local distribution licensees from purchasing renewable energy generation beyond the RPO level mandated by the State Commission.

It is in this context that the concept of REC assumes significance. This concept seeks to address the mismatch between availability of renewable energy sources and the requirement of the obligated entities to meet their RPO. It is also expected to encourage the renewable energy capacity addition in the States where there is potential for renewable energy generation as the REC framework seeks to create a national level market for such generators to recover their cost.

Central Electricity Regulatory Commission has notified the REC Regulation in fulfillment of its mandate to promote renewable sources of energy and development of market in electricity. The framework of REC is expected to give push to renewable energy capacity addition in the country.

Salient Features of the REC Framework

- There will be a central level agency to be designated by the Central Commission for registration of renewable energy generators participating in the scheme.
- The renewable energy generators will have two options - either to sell the renewable energy at preferential tariff fixed by the concerned Electricity Regulatory Commission or to sell the electricity generation and environmental attributes associated with renewable energy generation separately.
- On choosing the second option, the environmental attributes can be exchanged in the form of REC. Price of electricity component would be equivalent to weighted average power purchase cost of the distribution company including short-term power purchase but excluding renewable power purchase cost.
- The central agency will issue the REC to renewable energy generators.
- The value of REC will be equivalent to 1 MWh of electricity injected into the grid from renewable energy sources.
- The REC will be exchanged only in the Power Exchanges approved by CERC within the band of a

floor price and a forbearance (ceiling) price to be determined by CERC from time to time.

- The distribution companies, open access consumer, captive power plants (“CPPs”) will have option of purchasing the REC to meet their RPO. Pertinently, RPO is the obligation mandated by the State Electricity Regulatory Commission under the Act, to purchase minimum level of renewable energy out of the total consumption in the area of a distribution licensee.
- There will also be compliance auditors to ensure compliance of the requirement of the REC by the participants of the scheme.

Central Level Policies, Guidelines, Schemes for Manufacture of wind turbine generators and setting up of wind farms

WTG manufacturers are required to obtain all generic approvals for setting up a manufacturing facility in India like any other manufacturing facility in India. In addition, renewable energy generated product manufacturer are required to be registered with NIWE (formerly known as C-WET) as an approved manufacturer of WTG.

The MNRE lays down conditions that are required to be met for supplying and installing equipment for wind power projects. These conditions include type certification by independent testing and certification agencies (either NIWE or International certification agency) to ensure quality of the WTGs manufactured. Further, it is also stipulated that the manufacturing facilities should obtain third party certification from TUV-SUD, DNV or Lloyds in relation to either product inspection or the ISO 9000 series of standards for internal quality control in manufacture (normally ISO 9001 or 9002) and for field installations.

1. Revised Guidelines for Wind Power Projects (“Wind Power Guidelines”)

In order to ensure quality of wind farm projects and equipment, MNRE introduced the “*Guidelines for Wind Power Projects*”. The Wind Power Guidelines were issued for the benefit of erstwhile State Electricity Boards, manufacturers, developers of the wind farms and end-users of energy to ensure proper and orderly growth of the wind power sector. The Wind Power Guidelines, *inter alia*, provides for proper planning, selection of quality equipment and implementation, performance and monitoring of wind power projects. The guidelines seek to create awareness in various stakeholders about planned development and implementation of wind power projects.

The incentives for wind power projects in India are:

- RPOs/Quotas
- Feed-in tariffs
- Fiscal Incentives such as accelerated depreciation and tax holiday
- GBI
- Accelerated Depreciation

MNRE has issued the following guidelines from time to time with regard to wind power projects:

- Revised Guidelines for Wind Power Projects dated June 13, 1996
- Clarifications on revised Guidelines for Wind Power Projects dated February 27, 1997
- Modification to Revised Guidelines for Wind Power Projects issued on May 24, 1999
- Revised Guidelines for Wind Power Projects dated October 23, 2000
- Revised Guidelines for Wind Power Projects dated March 4, 2002
- Revised Guidelines regarding self-certification for Wind Power Projects dated March 31, 2003
- Revised Guidelines regarding self-certification for Wind Power Projects dated October 4, 2004
- Revised Guidelines regarding self-certification for Wind Power Projects dated July 6, 2006
- Revised Guidelines regarding self-certification for Wind Power Projects dated August 8, 2009
- Revised Guidelines regarding self-certification for Wind Power Projects dated January 8, 2010

At present sixteen SERCs have declared preferential feed-in tariffs for purchase of electricity generated from wind power projects established in respective States. All the SERCs have adopted a ‘cost plus’ methodology to fix the feed-in tariff, which varies across the States depending upon the State resources, project cost and other tariff computing parameters as considered by the respective SERCs.

With an aim to broaden the investor base and to facilitate entry of large independent power producers and foreign direct investors in the wind power sector, the MNRE had introduced the Generation Based

Incentive Scheme for Wind Power Projects dated December 17, 2009 (“**GBI Scheme**”) for grid interactive wind power projects. The GBI Scheme was originally introduced for a period from 2009 – 2012, and has been reintroduced in the Union Budget for Financial Year 2013-14 with modalities through ‘Extension Scheme for Grid Based Incentive for Grid Connected Wind Power Projects’ dated September 04, 2013 and implemented through the IREDA. Under the GBI Scheme, a GBI is provided to wind electricity producers at the rate of Rupees 0.50 per unit of electricity fed in to the grid for a period not less than four years and a maximum period of ten years in parallel with accelerated depreciation on a mutually exclusive manner, with a cap of ₹10,000,000 (Rupees Ten million) per MW. The GBI Scheme is applicable only for those power producers who do not avail the accelerated depreciation benefits under the Income Tax Act, 1961. The total disbursement in a year will not exceed one fourth of the maximum limit of the incentive, i.e., ₹2.50 million per MW during first four years. The GBI scheme will be applicable for entire 12th plan period having a target of 15,000 MW.

2. *Strategic Plan for New and Renewable Energy Sector for the Period 2011-17*

The strategic plan of the MNRE, Government of India captures the Government’s views on:

- (i) Vision, Mission and Objectives of the MNRE to achieve by the year 2022;
- (ii) Specific, measurable, achievable, realistic and time-bound target of installation that comprises both grid based and off-grid renewable energy systems;
- (iii) Aspiration of the MNRE and aligning them with strategic areas such as research and development (R&D), human resource development, financing and marketing channels for renewables; and
- (iv) An implementation plan for the targets and monitoring and measuring process of its success.

The strategic plan has defined the vision of the MNRE as “to upscale and mainstream the use of new and renewable energy sources in furtherance of the national aim of energy security and energy independence, with attendant positive impact on local, national and global environment.” Technical R&D, substitution of fossil fuel and increasing the contribution of renewables to India’s electricity mix by 10 percent are identified as the Ministry’s mission through year 2022.

The Plan proposes to implement the following plans for the wind energy sector:

- (i) Re-powering of existing wind turbines
- (ii) Wind Resource Assessment:
 - Updating/ expansion of existing data base
 - Off-shore resource assessment
- (iii) Regular interaction with all stakeholders to periodically address policy, regulatory, evacuation transmission matters for wind power.
- (iv) Regular interaction with States to periodically address land acquisition, E&F clearance and State policy issues.
- (v) Prepare pilot project for off-shore wind
- (vi) Support development of evacuation and transmission infrastructure for renewable power

3. *Type approval and Quality System Certification*

The requisite no objection certificate will be issued by the respective state authorities only where the equipment sought to be installed is duly tested and is certified quality equipment. Manufacturers of wind turbines are required to obtain type approval including power curve certification from NIWE or designated international Test Stations and Classification Societies. Further, manufacturers are also required to obtain Quality System Certification (ISO 9000 series) of manufacturing and installation by NIWE or an international qualified body or Classification Society. NIWE issues type approval / type certification to wind turbines in terms of its Type Approval Provisional Scheme, 2000 (“**TAPS-2000**”) as amended from time to time, has been prepared by the unit in line with International Standards, while taking into account of the Indian conditions. The scheme was approved and issued by MNRE.

According to TAPS-2000 (amended), the Provisional Type Certification (PTC) of wind turbines can be carried out according to the following three categories:

- (i) Category-I: PTC for wind turbine already possessing type certificate or approval.
- (ii) Category-II: PTC for wind turbine already possessing type certificate or approval, with minor

modifications/ changes, including provisional type testing/measurements at the test site of C-WET/Field.

- (iii) Category-III: PTC for new or significantly modified wind turbine including provisional type testing/measurements at the test site of NIWE / Field.

A list of manufacturers who have been certified is issued by the NIWE on a quarterly basis.

4. *Guidelines for Installation of Prototype Wind Turbines, 2012*

These guidelines are applicable to all manufacturers of wind turbines who wish to install prototype wind turbine model(s) in the country and synchronise with the Indian grid system.

The manufacturer(s) of the wind turbine whose prototype is to be installed, shall submit requisite information and documentation as per the prescribed format (to be provided by NIWE) to NIWE, Chennai for obtaining recommendation to permit installation of wind turbine prototype model for testing and grid synchronization / commissioning.

State Level Policies, Guidelines for Promotion and Establishment of Renewable Energy Projects

I. Rajasthan

1. Non-Conventional Energy Sources, 2004 (“NCES Policy”)

Rajasthan Renewable Energy Corporation Limited (“**RREC**”) is the State nodal agency responsible for development of energy from renewable energy sources in the State of Rajasthan. The State Government of Rajasthan has further promulgated the Policy for Promoting Generation of Power through NCES Policy with a view to promote generation of power from non-conventional energy sources. Some of the salient features of the NCES Policy are:

- (i) Exemption from Electricity Duty - Consumption of electricity generated by eligible power producers for its captive use or for sale to a nominated third party will be exempted from Electricity Duty @ 50 percent for a period of seven years from commercial operation date.
- (ii) Grant of incentives available to industries - Generation of electricity from non-conventional energy sources shall be treated as eligible industry under the schemes administered by Industries Department and incentives available to industrial units under such schemes shall also be available to the power producers.
- (iii) Allotment of land on concessional rates - The Government land required for power projects based on non-conventional sources of energy shall be allotted to Power Producer at concessional rates viz, 10 percent of District Level Committee rates. The allotment of land shall be as per the provisions of Rajasthan Land Revenue (Allotment of Land for setting up of Power plant based on Renewable Energy Sources) Rules, 2007 as amended from time to time. Sub – lease will be permitted by the concerned District Collector on recommendation (given only on submission of cash security deposit) of RREC before or after commissioning of wind turbine generator.
- (iv) Permission to the power producers to use power either for captive consumption or for sale to consumers/licensees including distribution licensees.
- (v) Except in case of power sold to distribution licensees, the power producer shall pay wheeling charges @ 10 percent of the energy billed into the grid irrespective of the distance from the generating station and such charges will be inclusive of the transmission and distribution losses.
- (vi) The price of power to be sold by the eligible power producer to consumers/ licensees other than Rajasthan State distribution licensees will be determined by the mutual understanding/ agreement between the seller and the purchaser.
- (vii) The sale of electricity by power producer to distribution licensees will be governed by a PPA executed between the concerned distribution licensee and the power producer and witnessed by RREC.
- (viii) The decision for single window clearance (approval of project) will be taken by the Rajasthan State level empowered committee within 1 (one) month.

2. Policy for Promoting Generation of Electricity from Wind, 2012 (“Wind Power Policy”)

The Wind Power Policy lays down that the State of Rajasthan will promote the setting up of wind power

plants of unlimited capacity for direct sale to the distribution licensees of on the preferential tariff determined by the RREC. Sale of power through the renewable energy certificate mechanism is also recognized under this policy. The policy identifies the targets, interfacing arrangements, payment of grid connectivity charges by the developer / power producer, manner of execution of power purchase projects, objectives which *inter alia* include the promotion of wind power plants of unlimited capacity for captive use or sale to a third party located within the state of Rajasthan at mutually agreed rates. The Wind Power Policy also provides for exemption to wind power producers from payment of electricity duty for energy produced for captive use, eligibility for incentives under schemes administered by industries department of the State of Rajasthan and allotment of government land at concessional rates.

3. *Rajasthan Electricity Regulatory Commission (Terms and Conditions for Determination of Tariff) Regulations, 2014 (“RERC Tariff Regulations”).*

The tariff with regard to renewable energy is regulated by the Rajasthan Electricity Regulatory Commission (“RERC”) in accordance with the RERC Tariff Regulations. The RERC Tariff Regulations lay down the procedure and the criteria to be followed for determination of tariff with regard to renewable energy.

Under the RERC Tariff Regulations, the RERC has the power to determine generic tariff for electricity generated from various renewable energy sources. Further, the RERC Tariff Regulations allows the RERC to determine project specific tariff. RREC pursuant to its order dated July 16, 2014 has fixed the tariff for the Financial Year 2014-15 as follows:

Sr. No.	Wind Zone	Tariff (in ₹/ kWh) if higher depreciation benefit is not availed	Tariff (in ₹/ kWh) if Higher depreciation benefit is availed
1.	Wind Power Plants located in Jaisalmer, Jodhpur and Barmer districts	5.64	5.31
2.	Wind Power Plants located in districts other than in Jaisalmer, Jodhpur & Barmer districts	5.93	5.57

4. *RPO Regulations*

The RERC (Power Purchase and Procurement Process of Distribution Licensee) (2nd Amendment) Regulations, 2004 (as amended from time to time) and the Rajasthan Electricity Regulatory Commission (Renewable Energy Obligation) Regulations, 2010 and (3rd Amendment) Regulations, 2014 set out the RPO of the distribution licensee with respect to renewable energy as provided below:

Years	Wind	Solar
2011-2012	4.50%	0.50%
2012-2013	5.10%	0.75%
2013-2014	5.70%	1.00%
2014-2015	6.80%	1.50%
2015-2016	7.30%	2.00%
2016-2017	7.80%	2.50%

5. *The Rajasthan Land Revenue (Allotment of Land for Setting up of Power Plant based on Renewable Energy Sources) Rules, 2007 and amendment notification dated August 04, 2014*

The Rajasthan Land Revenue Rules (hereinafter the “Rules”) apply to any power producer who fulfills all the requirements for land allotment as per the Policy for promoting generation of electricity through non-conventional energy in Rajasthan. Land for the renewable energy power plant (hereinafter the “Power Plant”) is initially allotted for a period of 30 years, on lease hold basis, which may be renewed for a further period of ten years. The lease-holder may assign his interest to any financial institution for the loan purposes. The Rules specify certain kinds of land that may not be available for allotment.

Annual rent on the land is to be charged at 5% per annum of the premium for 2 years from the date of allotment, which shall be enhanced thereafter for every year at the rate of 5% per annum of the previous year. Premium of whole of the land allotted is equal to the market price of the land calculated as per market value determined by the DLC. After 30 years, if the lease is renewed for a further period of ten

years, the premium is equal to the market price of the land arrived at by the DLC. A power plant is to be set up within two years from the date of land allotment. If this is not done within the stipulated time extended by the State Government, the land is to revert back to the State Government free from all encumbrances.

Only the developer is allowed to sub-lease the part of leased land. The developer may be allowed to sub-lease any area or part of the area allotted to him and in his interest in the leased area for generating wind energy by the collector after seeking prior approval of the State Government. The transferee is to pay 50% additional lease rent annually. The sub-lessee may assign his interest in the sub-lease period to any financial institution for loan purposes for establishing or developing Wind Energy Farm. Such assignment is to be subject to first charge of the Government. In case of sub-lease, the Rules specify certain conditions that are applicable.

The allottee of land is to execute a lease within 45 days from the date of allotment order and undertake development activities within 24 months of date of grant of possession of the land. On issuance of allotment orders, the lease deed is to be signed by the Collector after Security Money is deposited by the power producer with the RREC as per the provisions of said Policy and premium as per these Rules. Where lease deed is not executed in prescribed time, the allotment will automatically be cancelled.

II. GUJARAT

In the State of Gujarat, the regulatory authority responsible for the development and promotion of renewable energy is Gujarat Energy and Development Agency (“GEDA”). The Government of Gujarat and GEDA plays an active role in development of renewable energy by implementing various guidelines issued by MNRE.

1. Wind Power Policy, 2013 (“Gujarat Wind Power Policy”)

The Gujarat Wind Power Policy came into effect from July 25, 2013 and will remain in operation through March 31, 2016. Wind power generators installed and commissioned during the operative period shall become eligible for the incentive under this policy for a period of twenty years from the date of commissioning or of the life span of the wind turbine generators, whichever is earlier.

Under the Gujarat Wind Power Policy, except in case of third party sale of electricity, the electricity generated from the wind turbine generators shall be exempted from payment of electricity duty and cross subsidy charges. Wheeling of wind energy for third party sale and captive use shall be exempted from cross subsidy charge.

Furthermore, the Gujarat Wind Power Policy stipulates that each distribution licensee shall purchase electricity generated from all renewable energy sources as per order of the Gujarat Electricity Regulatory Commission (“GERC”) from time to time.

Under the Gujarat Wind Power Policy wind turbine generators can be set up on private land, Gujarat government revenue land, forest land. The Gujarat government land will be allotted on lease hold basis upon by the District Collector.

2. Gujarat Electricity Regulatory Commission (Procurement of Energy from Renewable Sources) Regulations, 2010 (“Gujarat Renewable Regulations”)

The tariff with regard to renewable energy is regulated by the GERC in accordance with the Gujarat Renewable Regulations. The Gujarat Renewable Regulations provides for a provision requiring the GERC to issue generic tariff order with regard to different renewable energy and for issue of project specific tariff by GERC.

The GERC by its ‘Order N 2 of 2012 (reviewed through order dated January 7, 2013)’ has set the levelised tariff at ₹4.15 per kWh for electricity generated from wind energy resources.

3. RPO Regulations

Under the Gujarat Renewable Regulations the distribution licensee is required to purchase electricity from renewable energy sources, at a defined minimum percentage of the total consumption of its consumers to

satisfy its RPO obligation as provided below:

Year	Minimum Quantum of purchase (in percent) from renewable energy sources (in terms of energy in kWh)	
	Wind	Solar
2010-11	4.50%	0.25%
2011-12	5.00%	0.50%
2012-13	5.50%	1.00%
2013-14	5.50%	1.00%
2014-15	6.25%	1.25%
2015-16	7.00%	1.50%
2016-17	7.75%	1.75%

III. ANDHRA PRADESH

1. Renewable Energy Policy

In the State of Andhra Pradesh, the regulatory authority responsible for the development and promotion of renewable energy is the New and Renewable Energy Development Corporation (“NEDCAP”). Following are the salient feature of the Andhra Pradesh Wind Power Policy:

- NREDCAP, which is acting as a Nodal Agency as per orders of Govt. of A.P. vide G.O.Ms.No.48 dt.11.04.2008 of Energy (RES) dept. accords approval for setting up of wind power projects in the State.
- The developers who seek the approval for setting up of wind farm may submit the application form in the prescribed format (enclosed) along with application fee of ₹25,000 per MW and Detailed Project Report.
- Details of Technical capabilities for implementing the wind power project along with relevant documents shall be produced.
- Details of Financial capabilities for implementing the wind power project along with relevant documents shall be produced.
- Balance sheet for last three years and latest Net Worth certificate shall be furnished.
- The sites shall be within the areas notified for wind power development or self-identified by the project developers. In case of sites which are not notified, the C-WET validation report shall be submitted along with proposal.
- The project proposals will be evaluated and Board of NREDCAP will accord final clearance to set up the projects.
- Each Eligible developer may be allocated available Govt. land to harness upto a maximum of 200 MW of wind power initially. After commissioning of 100 MW capacity Wind farms in 1st stage in the allocated government land, the Government may allocate land for another 100 MW capacity Wind Farms. The application from the developers for Government land will be considered on a first-cum-first-served basis.
- The developer will have to enter into agreement with NREDCAP on allotment and sanction of the project. At the time of agreement, the project developer shall pay an amount of ₹150,000 / MW towards sanction fee which is nonrefundable. Further, the developer shall submit performance bank guarantee of ₹200,000 / MW in case the projects are proposed to be set up in Revenue / Forest Areas and ₹100,000 / MW in case the projects are proposed to be set up in private lands.
- The developer will approach AP Transco / distribution companies for making arrangements to interface the wind farm with the nearby grid duly providing the energy meters for import and export.

2. Policy for the Development of Wind Power in Andhra Pradesh

The State of Andhra Pradesh has introduced on February 13, 2015 a policy for the Development of Wind Power in Andhra Pradesh i.e. *Andhra Pradesh Wind Power Policy, 2015*. The policy covers the following:

- Policy is valid for 5 years from the date of its issue.
- State to achieve 4000MW Capacity addition through wind power in next 5 years
- To attract private investment to the State for the establishment of large wind power projects
- To enable better utilization of common infrastructure and related facilities, solar and wind hybrid

- power projects shall be encouraged in the State
- v. Exemption to Transmission and Distribution charges for wheeling of power generated from wind power projects, to the desired location/s for captive use/third party sale within the State through grid.
 - vi. Energy banking of 100% of energy shall be permitted during all 12 months (April to March) with banking charges in kind @ 2% of energy delivered.
 - vii. Intra-state Open Access clearance for the whole tenure of the project
 - viii. All wind power projects are exempted from paying Electricity Duty in case of sale of power to APDiscom.
 - ix. Deemed PPP status to project under Category I and have entered into a PPA with APDiscom for sale of power.
 - x. Deemed Non-Agricultural (NA) status for the land where wind power projects will be accorded.
 - xi. Generation of electricity from Wind Power Projects shall be treated as eligible industry under the schemes administered by the Industries Department and incentives available to industrial units under such schemes shall be available to Wind Power Projects
 - xii. Injection from wind power projects shall be considered to be deemed scheduled subject to prevailing regulations/grid code of appropriate commission.

3. *APERC Tariff Order*

On November 15, 2012, APERC issued an order in the matter of determination of Wind Power Generation Tariff. This tariff order is applicable to all new wind electric generation projects in the State of Andhra Pradesh which are going to enter into a PPA after the commencement of the November 15, 2012 order.

The APERC has set the tariff at ₹4.70 per unit for generation from new wind energy project to be commissioned after November 15, 2012 upto March 31, 2015

4. *RPO Regulations*

The Andhra Pradesh Electricity Regulatory Commission Renewable Power Purchase Obligation (Compliance by Purchase of Renewable Energy/Renewable Energy Certificates) Regulations, 2012 sets out the required quantum of electricity to be purchased from co-generation and renewable sources of energy as provided below:

- Every distribution licensee shall purchase from renewable energy sources, at the generic tariff rates determined by the Commission, for purchase of electricity from different types of renewable energy sources, a quantum of not less than 5% of its consumption of energy, during each of the years from 2012-13 to 2016-17 (each year commencing from 1st April of the Calendar Year and ending on 31st March of the subsequent Calendar Year), provided that the purchase of Renewable Energy Certificates issued under the Central Electricity Regulatory Commission (Terms and Conditions for recognition and issue of Renewable Energy Certificate for Renewable Energy Generation) Regulations, 2010 as amended from time to time, shall also be treated as fulfilment of the Renewable Power Purchase Obligation (RPPO) prescribed herein; and
- Provided that a minimum of 0.25 percentage point out of the 5% Renewable Power Purchase Obligation (RPPO) above specified, shall be procured from generation based on solar as renewable energy sources.

IV. **MADHYA PRADESH**

1. *Renewable Energy Policy*

In the State of Madhya Pradesh, the regulatory authority responsible for the development and promotion of renewable energy is the Madhya Pradesh Urja Vikas Nigam (“MPUVN”). The Government of Madhya Pradesh (“MP”) has further issued policy for Generation of Electricity through Non-Conventional Energy Sources dated October 17, 2006 (“**MP Renewable Policy**”). Following are the salient feature of the MP Renewable Policy:

- (i) Any industry, institution or private unit (either by itself or as a joint venture) is eligible for incentives under this policy. The incentives are (A) the project under the policy will be given the

- status of industry and thus will be entitled to all benefits under Industry Promotion Policy; (B) land use permission will be granted at a token premium of Rs 1 per year. However, private land will be acquired by the Government and made available with the project developer at acquisition costs; (C) 50 percent stamp duty exemption on private land will be given to the project developer.
- (ii) Minimum capacity for stand-alone Solar PV unit shall be 5 KW. The maximum capacity for other projects shall be based on available potential.
 - (iii) The tariff of power generated by non-conventional energy sources will be decided by MP Electricity Regulatory Commission (“MPERC”).
 - (iv) Power generated by non-conventional energy sources can be utilized by generator itself or can be sold to distribution licensee or any consumer.
 - (v) For 30 years or for the project life the land use permission @ ₹1 (token) premium per year will be given. Private land will be acquired by the Government and made available to the party at acquisition cost, and 50 percent exemption on stamp duty on private land will be given.
 - (vi) Carbon credit related financial benefits (on availability) would directly be given to the developer of the wind farms.
 - (vii) The projects under the policy will be given the status of an Industry.

2. Wind Power Project Policy, 2012

The State of Madhya Pradesh has adopted the Policy for Generation of Electricity through non-conventional energy sources. MP has provided various incentives to projects based on non-renewable sources of energy.

As per this policy, renewable energy projects shall be exempted from open access charges. Furthermore, permission for use of land for renewable energy projects shall be given at the rate of Re 1 premium per year. Private land will be acquired by MP and made available to the developer of the wind farms at acquisition cost.

3. MPERC Tariff Order

On March 26, 2013, MPERC issued the ‘Tariff Order for procurement of electricity from wind electricity generators’.

This tariff order is applicable to all new wind electric generation projects in the State of Madhya Pradesh commissioned on or after the date of issue of this order for sale of electricity to the distribution licensees within the State of Madhya Pradesh.

The MPERC has set the tariff at ₹5.92 per unit for generation from new wind energy project to be commissioned after issue of this order for its project life of 25 years.

4. RPO Regulations

The Madhya Pradesh Electricity Regulatory Commission (Cogeneration and Generation of Electricity from Renewable Sources of Energy) Regulations, 2010 sets out the required quantum of electricity to be purchased from co-generation and renewable sources of energy as provided below:

Year	Solar	Non-Solar
2010-2011		0.80%
2011-2012	0.40%	2.10%
2012-2013	0.60%	3.40%
2013-2014	0.80%	4.70%
2014-2015	1.00%	6.00%

V. MAHARASHTRA

1. Renewable Energy Policy

The State Government of Maharashtra (“GOM”) has constituted Maharashtra Energy Development Agency (“MEDA”) as the nodal agency responsible for undertaking development of renewable energy, and facilitating energy conservation in the State of Maharashtra.

GoM has also introduced the new policy for Power Generation from Non-Conventional Sources of Energy in 2008 (“**MNS Policy**”). Some of the salient features of the MNS Policy are:

- (i) Under the MNS Policy, a target has been fixed to commission wind power projects of a combined capacity of 2000 MW.
- (ii) Project developers and investors are required to sell 50 percent of electricity generated from the renewable energy projects commissioned under this policy to Maharashtra State Distribution Company (“**MSEDCL**”) and balance 50 percent to the State of Maharashtra to avail the benefits allowed under the MNS Policy. The tariff for such sale will be determined by MERC under a long term PPA.
- (iii) Furthermore, under the MNS Policy, if the developer of a wind power project applies to the GoM for allocation of barren government land at declared wind sites and if the land is permissible to be used for industrial purposes, the government land shall be made available to for the wind power project on rental basis (lease) for a period of 30 years.
- (iv) Promoters/developers of the wind farms/investors are required to sell 50 percent electricity generated through non-conventional energy sources to distribution licensee and remaining 50 percent within the State of Maharashtra to avail the benefits allowed under MNS Policy.
- (v) Promoters/developers of the wind farms/investors will have to submit a project proposal to MEDA. MEDA will examine the proposal and then submit it to Government of Maharashtra along with its recommendations.
- (vi) MEDA shall prepare a master plan of developing 3500 MW capacity of power generation from renewable energy projects and submit it for GoM’s approval. After the GoM’s approval, the master plan will be issued by MEDA independently.
- (vii) In the event of the developers of the wind farms using the electricity generated from the projects commissioned under MNS Policy for their own captive purpose, electricity duty will not be levied for first ten years from the date of commissioning. This benefit will also be applicable for third party sale.

Further, Maharashtra Electricity Regulatory Commission (Terms and Conditions for Determination of Re Tariff) Regulations, 2010 as amended from time to time regulates the tariff to be determined with regard to renewable energy (“**MERC Tariff Regulations**”). The MERC Tariff Regulations shall apply to all new renewable energy projects to be commissioned within Maharashtra for generation and sale of electricity from such renewable energy projects to all distribution licensees within Maharashtra.

2. *MERC Tariff Regulations*

Under the MERC Tariff Regulations, MERC notifies the generic preferential tariff on *suo moto* basis pursuant to the issuance of revised norms by CERC at the beginning of each year of control period.

MECR issued the Determination of Generic Tariff under Regulation 8 of the Maharashtra Electricity Regulatory Commission (Terms and Conditions for Determination of Renewable Energy Tariff) Regulations, 2010’ on July 7, 2014. Accordingly, the generic tariffs for Wind Energy Projects for Financial Year 2014-15 have been determined as follows:

Sr. No.	Wind Zone	Feed In Tariff (in ₹/ kWh)	Benefits of Tax and Additional depreciation (if availed) (in ₹/ kWh)	Net Levelised Tariff upon adjusting for Tax and Additional Depreciation Benefit) (in ₹/ kWh)
1.	Wind Zone 1	5.70	0.36	5.33
2.	Wind Zone 2	5.01	0.32	4.69
3.	Wind Zone 3	4.18	0.27	3.91
4.	Wind Zone 4	3.92	0.25	3.67

The above tariff is valid for projects commissioned in the Financial Year 2014-15. This tariff shall be valid for a tariff period of 13 (thirteen) years from the commercial operation date.

The MERC Tariff Regulations are applicable to all new renewable energy projects including Solar PV, solar thermal, solar rooftop PV and other small solar power projects commissioned within the State of Maharashtra for generations and sale to distribution licensees within the State of Maharashtra from date of notification of MERC Tariff Regulations. The MERC Tariff Regulations provides tariff period of 25 (twenty five) years from the commercial operation date for Solar PV, solar thermal, solar rooftop and other

small solar power projects.

3. RPO Regulations

MERC (Renewable Purchase Obligation, Its Compliance and Implementation of REC Framework) Regulations, 2010 sets out the obligation of distribution license for purchase of electricity from renewable energy sources as provided below

Year	Solar	Non-solar
2010-2011	0.25%	5.75%
2011-2012	0.25%	6.75%
2012-2013	0.25%	7.75%
2013-2014	0.50%	8.50%
2014-2015	0.50%	8.50%
2015-2016	0.50%	8.50%

Other clearances

Other clearances required include (i) obtaining no objection certificates from the State Electricity Board or the State nodal agencies for creation of proper evacuation facilities such as internal lines, external high voltage lines created by the manufacturer or developer of the wind farms as the case may be; (ii) Aviation clearance if the unit is close to an air force base and figures in their radar; and (iii) clearances under other local laws: local laws applicable to the area within whose jurisdiction the facility is situate or the land sought to be transferred falls, such as property compliances, obtaining requisite building completion and occupancy certificates for the facility, no objection certificates from various local authorities such as Gram Panchayats.

B. Labour Laws

We are required to comply with certain labour and industrial laws, which includes the Factories Act, 1948, Industries (Development and Regulation) Act, 1951, Industrial Disputes Act, 1947, the Employees' Provident Funds and Miscellaneous Provisions Act 1952, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Workmen Compensation Act, 1923, the Payment of Gratuity Act, 1972, Contract Labour (Regulation and Abolition) Act, 1970, the Payment of Wages Act, 1948 and the amongst others.

1. Factories Act, 1948

The Factories Act, 1948, as amended (the "**Factories Act**"), defines a 'factory' to cover any premises which employs 10 (ten) or more workers and in which manufacturing process is carried on with the aid of power and covers any premises where there are at least 20 workers who may or may not be engaged in an electrically aided manufacturing process. Each State Government has rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories

The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. If there is a contravention of any of the provisions of the Factories Act or the rules framed there under, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

2. The Employees State Insurance Act, 1948

The Employees State Insurance Act 1948, as amended ("**ESI Act**") provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The ESI Act extends to the whole of India. The ESI Act applies to non-seasonal, power using factories or manufacturing units employing ten or more persons and non-power using establishments employing twenty or more persons. A factory or other establishment, to which the ESI Act applies, shall continue to be governed by its provisions even if the number of workers employed there in falls below the specified limit or the manufacturing process there in ceases to be carried on with the aid of power, subsequently.

Every employee (including casual and temporary employees), whether employed directly or through a contractor, who is in receipt of wages up to ₹15,000 per month is entitled to be insured under the ESI Act. Employers coming under the purview of ESI Act, 1948, are absolved of their liability under the Workmen's Compensation Act, 1923 and the Maternity Benefit Act, 1961, as these social security provisions become the responsibility of the ESI Scheme.

3. *Employees (Provident Fund and Miscellaneous Provisions) Act, 1952*

The Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended ("**EPF Act**") applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India, from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

4. *Payment of Gratuity Act, 1972*

The Payment of Gratuity Act, 1972, as amended ("**Gratuity Act**") establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time.

An employee who has been in continuous service for a period of five years will eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ₹350,000.

5. *Payment of Bonus Act, 1965*

The Payment of Bonus Act, 1965, as amended (the "**Payment of Bonus Act**") provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

Under the Payment of Bonus Act, an employee in a factory who has worked for at least 30 working days in a year is eligible to be paid bonus. 'Allocable surplus' is defined as 67% of the available surplus in the financial year, before making arrangements for the payment of dividend out of profit of our Company.

The minimum bonus to be paid to each employee is 8.33% of the salary or wage or ₹100, whichever is higher, and must be paid irrespective of the existence of any allocable surplus. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to a maximum of 20% of such salary or wage.

6. *Minimum Wages Act, 1948*

The Minimum Wages Act, 1948, as amended, provides a framework for State governments to stipulate the minimum wage applicable to a particular industry. The minimum wages generally consist of a basic rate of wages, cash value of supplies of essential commodities at concession rates and a special allowance, the aggregate of which reflects the cost of living index as notified in the Official Gazette.

Workers are to be paid for overtime at overtime rates stipulated by the appropriate State Government. Any contravention may result in imprisonment of up to six months or a fine of up to ₹500.

7. *Payment of Wages Act, 1936*

The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than ₹10,000 (Indian Rupees Ten thousand). The payment of Wages Act *inter alia* seeks to regulate the payment of wages in terms of the duration of employment (work hours, overtime wages, holidays), quantum of wages including overtime wages, deductions from wages, of certain classes of employed persons. There are certain compliances under the Payment of Wages Act including maintenance of registers. The Payment of Wages Act also regulates minimum wages to be fixed by the appropriate governments for the employees, bonus entitlements disbursements of wages by the employers within the stipulated time frame without unauthorised deductions.

8. *Workmen's Compensation Act, 1923*

If personal injury is caused to a workman by accident during employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid if the injury did not disable the workman for three days or the workman was at the time of injury under the influence of drugs or alcohol, or the workman willfully disobeyed safety rules. Where death results from the injury the workman is liable to be paid the higher of 50% of the monthly wages multiplied by the prescribed relevant factor (which bears an inverse ratio to the age of the affected workman, the maximum of which is 228.54 for a worker aged 16 years) or ₹80,000. Where permanent total disablement results from injury the workman is to be paid the higher of 60% of the monthly wages multiplied by the prescribed relevant factor or ₹90,000. The maximum wage which is considered for the purposes of reckoning the compensation is ₹4,000.

9. *The Contract Labour (Regulation and Abolition) Act, 1970*

In respect of each of its facilities, our Company uses the services of certain licensed contractors who in turn employ contract labour whose number exceeds 20 in respect of each facility. Accordingly, our Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, as amended ("CLRA") and the rules framed thereunder which requires our Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA requires the principal employer of an establishment to which the CLRA applies to make an application to the concerned officer for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

10. *The Industrial Employment (Standing Orders) Act, 1946*

The Industrial Employment (Standing Orders) Act is applicable to industrial establishments, where in 100 or more workmen are employed, or were employed on any day of the preceding 12 months. The Industrial Employment (Standing Orders) Act seeks to define with sufficient precision the conditions of employment of workmen employed and to make them known to such workmen. The employers in every such establishment are required to frame draft standing orders and thereafter obtain necessary certification for such orders. The certified standing orders are required to be posted by the employer in English and in the language understood by the majority of his workmen on boards to be maintained for this purpose at or near the entrance through which the majority of workmen enter the industrial establishment and in all departments thereof where the workmen are employed. Failure to the employer to comply with the provisions of this Act will attract penalty of ₹5000 and further fine which may extend to ₹200 for every day of such default.

11. *The Trade Union Act, 1926*

The Trade Union Act, 1926 provides for registration of trade unions (including association of employers) with a view to render lawful organization of labour to enable collective bargaining. The Trade Union Act,

1926 also confers certain protection and privileges on a registered trade union. It applies to all kinds of unions of workers and associations of employers which aim at regularizing labour management relations.

Pursuant to the Trade Unions (Amendment) Act, 2001 no trade union shall be registered unless 10% or 100, whichever is less and subject to a minimum of seven workmen engaged or employed in the establishment or industry with which it is connected are the members of such trade union on the date of making of application for registration. The trade union so formed has the right to act for the individual and/or for collective benefit of workers at different levels.

C. Intellectual Property Laws

The law relating to intellectual property also applies to our Company.

1. *The Trade Marks Act, 1999*

The Trade Marks Act, 1999 (“**Trademark Act**”) which came into force on December 30, 1999 governs the law pertaining to trade marks in India. A trade mark is essentially any mark capable of being represented graphically and distinguishing goods or services of one person from those of others and includes a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colours or combination thereof. In India, trademarks enjoy protection under both statutory and common law. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks can also be registered under the Trademark Act. The Registrar of Trademarks is the authority responsible for registration of the trademarks, settling opposition proceedings and rectification of the register of trademarks.

Once a mark is registered, it is valid in India only, for a period of 10 years and can be renewed from time to time in perpetuity. Registration of a trademark grants the owner a right to exclusively use the trademark as a mark of goods and services and prevents the fraudulent use of deceptively similar marks by any third party.

2. *The Patents Act, 1970*

The Patents Act, 1970 (“**Patents Act**”) governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights (“**TRIPS**”); India recognizes both product as well as process patents. The new regime provides for:

- Patent protection period of 20 years;
- Patent protections allowed on imported products; and
- Under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

An application for a patent can be filed in any of the 4 patent offices in India.

3. *The Design Act, 2000*

The Designs Act, 2000 (“**Designs Act**”) came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colors applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable. A registered design is valid for a period of 10 years after which can be renewed for a second period of 5 years, before the expiration of the original period of 10 years. After such period the design is made available to the public by placing it in the public domain.

D. Other

1. *Shops and Establishments legislations in various states*

The provisions of various Shops and Establishments legislations, as applicable in the states in which establishments are set up, regulate the conditions of work and employment in shops and commercial

establishments and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

2. *Legal Metrology Act, 2009*

The Legal Metrology Act, 2009 aims at introducing uniform standards in relation to instruments, weights and measures used in trade and commerce, to provide better protection to consumers by ensuring accuracy in weights and measures and to regulate trade or commerce relating to sale of articles by weights or measures. A manufacturer of a weighing instrument is required to obtain a certificate of suitability relating to the pattern or design of the instrument from the respective Controller of Legal Metrology appointed by the State Government. Failure to comply with the provisions of the Legal Metrology Act, 2009 will attract penalty of fine for the first offence and fine and / or imprisonment for every second or subsequent offence.

E. Environmental Laws

Manufacturers must also ensure compliance with environmental legislation. Some of the important environmental legislations that are applicable to us are the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**"), the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), the Water (Prevention and Control of Pollution) Cess Act, 1977 ("**Water Pollution Cess Act**") and the Environment Protection Act, 1986 ("**Environment Protection Act**"). Prior to the undertaking of a project for construction, development or modification of a plant, system or structure, our Company will be required to file an Environment Impact Assessment ("**EIA**") with the State Pollution Control Board and the Ministry of Environment and Forests ("**MOEF**"). The relevant authority will assess the impact of the project on the environment before granting clearance. The clearance may be granted subject to certain conditions / alterations required to be made in the project.

1. *Environment (Protection) Act, 1986*

The Environment (Protection) Act was enacted as a general legislation to safeguard the environment from all sources of pollution by enabling coordination of the activities of the various regulatory agencies concerned, to enable creation of an authority with powers for environmental protection, regulation of discharge of environmental pollutants etc. The purpose of the Environment (Protection) Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws, such as Water Act and Air Act. It includes water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

2. *Air (Prevention and Control of Pollution) Act, 1981*

The Air Act has been enacted to provide for the prevention, control and abatement of air pollution. The statute was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the limits with regard to emissions and pollutants that are a direct result of any operation or activity. Periodic checks on the factories are mandated in the form of yearly approvals and consents from the corresponding Pollution Control Boards in the state.

3. *Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**")*

The Water Act was enacted in 1974 in order to provide for the prevention and control of water pollution by factories and manufacturing industries and for maintaining or restoring the wholesomeness of water. In respect to an Industrial Undertaking it applies to the (i) Occupier (the owner and management of the undertaking); (ii) Outlet; (iii) Pollution; and (iv) Trade effluents. The Water Act requires that approvals be obtained from the corresponding Pollution Control Boards in the state.

4. *Water (Prevention and Control of Pollution) Cess Act, 1977*

The Water Cess Act is a legislation providing for the levy and collection of a cess on local authorities and industries based on the consumption of water by such local authorities and industries so as to enable implementation of the Water Act by the regulatory agencies concerned.

5. *The Hazardous Wastes (Management and Handling) Rules, 1989*

The Hazardous Wastes (Management and Handling) Rules, 1989 provides for control and regulation of hazardous wastes as defined under the Rules discharged by the operations of undertakings and imposes an obligation on every occupier and operator generating hazardous waste to dispose of such hazardous wastes properly including proper collection, treatment, storage and disposal. Every occupier and operator of any facility generating hazardous waste is required to obtain an approval from the relevant state Pollution Control Board for collecting, storing and treating the hazardous waste.

6. *Noise Pollution (Regulation and Contract) Rules, 2000*

These Rules seek to regulate and control the noise producing and generating sources including from industrial activity. In terms of the Environment Protection Rules, 1986, as amended from time to time, the maximum permissible sound pressure level for new diesel generator sets with rated capacity up to 1000 KVA, manufactured on or after January 1, 2005 shall be 75 dB(A) at one meter from the enclosure surface. Integral acoustic enclosure should be provided at the manufacturing stage itself. Every manufacturer / importer of diesel generator sets is further required to have valid certificates of Type Approval and Conformity of Production for each year, for all the product models being manufactured / imported from January 1, 2005. The Central Pollution Control Board is the nodal agency.

F. Foreign Investment

Under the applicable industrial policy and extant foreign direct investment policy, foreign direct investment up to 100% is permitted under the automatic route in renewable energy generation projects.

On January 7, 2014, SEBI notified the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 (“**SEBI FPI Regulations**”) pursuant to which the existing classes of portfolio investors namely FIIs and QFIs were subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. Furthermore, RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies. In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a QFI who had not obtained a certificate of registration as an FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such QFIs who have not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in the Offer.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of the Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of the Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by our Board, followed by a special resolution passed by the shareholders of the Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in the Company is 10% and 24% of the total paid-up Equity Share capital of the Company, respectively.

G. Taxation

1. *Generation Based Incentive Scheme (“GBI”)*

This scheme of 50 paise per unit was introduced by the MNRE in 2009 for wind and solar energy. The scheme was made applicable to projects commissioned on or after December 17, 2009. To be eligible for the benefits under the scheme the wind power projects could not claim the accelerated depreciation. Further sale of electricity to the grid was required to be at a tariff fixed by State Electricity Regulatory Commission (“**SERC**”) and / or the State Government. The projects have to be registered online with IREDA. The GBI was for a period from 2009 – 2012, and has been reintroduced in the Union Budget for Financial Year 2013-14, applicable for

projects commissioned on or after 01.04.2012.

Other fiscal and financial incentives which have traditionally been available to wind power projects include concessions such as 80% accelerated depreciation, concessional custom duty on specified items, excise duty exemption, sales tax exemption / reduction, exemption from ‘Special Additional Duty’, income tax exemption for 10 (ten) years provided the unit started manufacture before March 31, 2010, etc. In addition, SERCs determine preferential tariffs. The deduction however is subject to payment of minimum alternate tax. Accelerated depreciation was re-introduced in the Financial Budget for Financial Year 2014-15, effective from September 1, 2014.

2. Importer Exporter Code

Under the Foreign Trade (Development and Regulation) Act, 1992, an importer – exporter code (“**IEC**”) granted by the Director General of Foreign Trade will be required to be obtained in the event any import or export of the product is envisaged. Failure to obtain the IEC number will attract a penalty of ₹1,000 or 5 times the value of the goods in which contravention is made or attempted.

HISTORY AND OTHER CORPORATE MATTERS

Our Company was incorporated on April 9, 2009 as 'Inox Wind Limited', a public limited company under the Companies Act, 1956 and received a certificate of commencement of business on April 15, 2009.

Changes in the Registered Office

Our registered office was originally located at 'Village Kunjhal, Industrial Area, District Solan – 174 103, Himachal Pradesh, India'. Pursuant to a resolution of the Board of Directors and the shareholders, it was shifted to 'Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal – 174 103, District Una, Himachal Pradesh, India' with effect from August 24, 2010. This change was effected for administrative convenience.

Major Events

Year	Milestone
2009	Our Company entered into technology and license agreements for wind turbine generators with AMSC and rotor blade sets with WINDnovation.
2010	Our Company's WTG plant commenced commercial operations and our first WTG was erected and commissioned in Tamil Nadu. Our Company's rotor blade plant commenced commercial operations.
2011	Our Company's tubular steel tower plant commenced commercial production. Our Company's WT2000DF model received C-WET type certification. Our Company was included in the Revised List of Models & Manufacturers of Wind Turbines issued by C-WET. Our Company's first 50MW wind power project at Gujarat, got commissioned.
2012	Our Subsidiary, IWISL was incorporated. Our Company entered into a license agreement with WINDnovation for the new WB488-2.0-3 rotor blades. Our Company has commenced work on wind farms of more than 400 MW in the states of Gujarat, Rajasthan and Maharashtra.
2013	Our Company becomes the 4 th largest WTG company in India in terms of WTGs installed in a year as per the WISE Report. IWISL, our wholly owned subsidiary, had acquired 100% shareholding in MSEIL a company located in Madhya Pradesh, whereby MSEIL became a wholly owned subsidiary of IWISL.
2014	During the year, a fire broke out in our Rohika Unit. The Company has lodged a claim with the insurance company towards the loss on account of fire. Our Company has been issued ratings of A/stable for long term bank loan and A1 for Commercial papers and letter of credit by CRISIL Limited. Our Company entered into licensing agreement with WINDnovation for manufacturing rotor blade sets with 113 meters diameter. Our Company has commenced production of nacelles, hubs and towers suitable for 100 meters rotor diameter blades. Our Company successfully implemented LVRT (Low Voltage Ride Through) system in its turbines.
2015	Our Company has commenced production of 100 mts rotor diameter blades at our Rohika Unit.

Awards and achievements

Year	Awards and achievements
2012	Our Company was issued ISO 9001:2008 certificate by Certification Body of TUV SUD Asia Pacific TUV SUD Group
2013	Our Company was issued ISO 14001:2004 certificate by the Certification Body of TUV SUD Asia Pacific TUV SUD Group
2014	Our Company was issued OHSAS 18001 certificate by the Certification Body of TUV SUD Asia Pacific TUV SUD Group Our Company was issued EN ISO 3834-2 certificate by the Certification Body of TUV SUD Asia Pacific TUV SUD Group

For details on the description of our Company's activities, products and the growth of our Company, please refer to the chapters "Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and "Basis for Issue Price" beginning on pages 132, 290 and 115, respectively.

Changes in the Memorandum of Association of our Company

The following changes have been made to the Memorandum of Association of our Company since its incorporation:

Date of shareholders' Approval	Nature of change
May 4, 2009	Increase in the initial authorized share capital from ₹1,000,000, comprising of 100,000 Equity Shares of ₹10 each to ₹500,000,000, comprising of 50,000,000 Equity Shares of ₹10 each, by addition of 49,900,000 Equity Shares of ₹10 each.
May 6, 2013	Increase in the authorized share capital from ₹500,000,000, comprising of 50,000,000 Equity Shares of ₹10 each to ₹5,000,000,000, comprising of 500,000,000 Equity Shares of ₹10 each, by addition of 450,000,000 Equity Shares of ₹10 each.

Main objects of our Company

Our main objects enable us to carry on our current business as well as the business proposed to be carried out and the activities proposed to be undertaken pursuant to the objects of the Issue. The main objects of our Company are:

“To carry on business as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers, lessors or lessee and agents for Wind Electric Generators and turbines, hydro turbines, thermal turbines, solar modules, and all types of renewable energy systems like solar, biomass, solid wastes, by-product gases and various components and parts thereof including but not limited to Rotor blade sets, Braking systems, Towers, Nacelle, Control Unit, Generators, etc., and to set up Wind Farms for the Company and / or for others either singly or jointly and also to generate, acquire by purchase in bulk, accumulate, sell, distribute and supply electricity and other form of power and to provide consultancy and management services in respect of any of the above activities.”

Incidental objects of our Company

The objects incidental or ancillary to the attainment of the above main objects are:

8. *In connection with the business of the Company to purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose off and deal in real and personal property and rights of all kinds and in particular lands, buildings, hereditament, business undertakings, and concerns, debentures, debenture stock, mortgages, produce, concession, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts and claims, privileges and chooses in action of all kinds, including any interest in real or personal property and any claim against such property or against any person or company and to carry on business, concern or undertaking so acquired.*
31. *To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest there in respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures of securities of any other body corporate having objects altogether or in part similar to those of the Company.*

Our Shareholders

As on the date of this Red Herring Prospectus, the total number of holders of Equity Shares is seven (including nominee shareholders, holding Equity Shares on behalf of our Promoter). For further details of our shareholding pattern, please refer to the chapter “*Capital Structure - Build-up of Promoter’s Shareholding, Promoter’s contribution and Lock-in*” on page 88.

Injunction or Restraining Order

Except as mentioned in the chapter “*Outstanding Litigation and Material Developments*” our Company is not operating under any and there are no injunctions or restraining orders.

Technology, Market Competence and other details regarding our Company

For details of our Company's business, products and services, its growth, standing with reference to the prominent competitors, management, technologies and services, please refer to the chapters "*Business*" and "*Industry*" on pages 132 and 119.

Capital raising through equity and debt

Except as mentioned in the chapter "*Capital Structure*" on page 87, our Company has not raised any capital by way of equity or convertible debentures. For details of debts facilities availed by our Company, please refer to "*Financial Indebtedness*" on page 310.

Defaults or Rescheduling of borrowings with financial institutions/ banks

There have been no defaults or rescheduling of borrowings with the financial institutions / banks for which a notice has been issued or any action has been taken by any financial institutions/ banks.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Acquisition of business/undertakings

Our Company has neither acquired any entity, business or undertakings nor has undertaken any mergers and amalgamations.

Our wholly owned subsidiary, IWISL, has acquired 100% shareholding in Marut-Shakti Energy India Limited (CIN: U04010MP2000PLC014009), a company incorporated under the Companies Act, 1956, having its registered office in "Energy Tower", 64, B-Sector, Kasturba Nagar, Near Chetak Bridge, Bhopal – 462 023, Madhya Pradesh, India.

IWISL, erstwhile shareholders of MSEIL and MSEIL entered in to a share purchase agreement dated July 17, 2013 whereby IWISL acquired 611,070 equity shares of ₹10 of MSEIL representing 100% of the issued and paid-up capital of MSEIL for an aggregate amount of ₹18.33 million. MSEIL became the wholly owned subsidiary of IWISL w.e.f. September 13, 2013. For further details, please refer to "*- Our Subsidiaries*" on page 181 below.

Summary of key agreements

1. License to use the name 'Inox'

We have been permitted to use the name 'Inox' as a part of our corporate name, logo, websites, trading style, product name, marketing and other materials, for and in connection with the our activities, pursuant to a license granted by the Jain Family represented by Mr. Pavan Kumar Jain ("**Licensee**") as per terms and conditions contained in the name license agreement dated April 25, 2013 ("**Name License Agreement**") entered into by and between the Jain Family ("**Proprietor**") represented by Mr. Pavan Kumar Jain and our Company and our Subsidiary ("**User**"). The salient terms of conditions of the said agreement are as follows:

- (i) The Name License Agreement shall be valid until GFL holds at least 51% of the issued, subscribed and paid-up equity share capital of our Company and any member of the Jain Family continues to be on the on the Board of Directors of our Company.
- (ii) For the aforesaid consideration, the Proprietor has granted us a non-transferable and nonexclusive right and licence to use the word "Inox" only as part of our corporate name, logo, websites, trading style, product name, marketing and other materials in connection with all or any of our activities as specified in Memorandum of Association, till the Name License Agreement is terminated as per the terms of the Name License Agreement. The Proprietor has authorized us to register the trade name "Inox" as part of our logo, trading style or product name in such categories as may be relevant for our business as specified in Memorandum of Association.

2. Framework Agreement between our Company, IWISL, IRL and our Promoter, GFL

IWL and IWISL have entered into a Framework Agreement dated July 2, 2013 with IRL and GFL under which IRL and GFL have agreed to:

- (i) GFL and IRL have committed to provide IWL/ IWISL or their customers access to the Project Sites to which they have received development rights or to the Wind Sites Under Acquisition where IRL is in the process of acquiring development rights, through the Framework Agreement and IWL/ IWISL shall reimburse the cost incurred by GFL and/ or IRL towards attaining the development rights over the said Wind Sites.
- (ii) GFL and IRL have committed that as and when required by IWL/ IWISL, they shall enter into agreements to transfer the Wind Sites in which they have attained development rights, or transfer the lease/sub-lease of the said Wind Sites to the customers of IWL/ IWISL or enter into such other arrangements as may be considered necessary to bring into effect the intent and purpose of the business activities of IWL/ IWISL, as the case may be.
- (iii) GFL and IRL shall continue to make payments towards the various government authorities towards the Project Sites and/ or the Wind Sites under Acquisition and related approvals as and when required and IWL/IWISL shall reimburse the costs.
- (iv) GFL and IRL shall provide all necessary support and assistance in co-ordinating with the governmental authorities and regulatory authorities with regards to transfer of lease rights in any of the Wind Sites to/sub-lease of the Wind Sites to the customer of IWL/ IWISL on their behalf.
- (v) IRL has received evacuation permission from the respective state agencies. IRL has committed to make available the evacuation rights exclusively to IWL/ IWISL for the Project Sites that are being committed to IWL/ IWISL.
- (vi) IRL has already built certain shared infrastructure services in the state of Rajasthan, IRL has committed the shared infrastructure for the Project Sites for which access is being granted to IWL/ IWISL.
- (vii) GFL and IRL have agreed that during the term of the Framework Agreement, it shall not directly or indirectly engage in the “business currently undertaken by our Company other than for the benefit of IWL and IWISL and with the approval of IWL”. However, GFL and IRL are permitted to undertake such activities for themselves (other than third parties).

IWL/ IWISL have agreed that they shall reimburse IRL/GFL for cost incurred by it in obtaining registration/possession of Project Sites/Wind Sites Under Acquisition, evacuation permission, any regulatory charges and duties to be determined by computing the actual cost incurred along with an annual escalation cost of 10% p.a. IWL/ IWISL shall reimburse IRL the cost incurred for sharing of infrastructure developed by IRL, right to build and operate a sub-station on an existing sub-station site allotted to IRL and other services that IRL allows IWL and IWISL access to be determined by computing the actual cost incurred along with an annual escalation cost of 10% p.a. The rest of the transactions will be on an arm’s length basis. The payments by IWL/ IWISL shall be made on a quarterly basis after the deduction of taxes or other payments as may be made by IWL/ IWISL under applicable law along with relevant certificates evidencing the same, in the months of January, April, July and October.

The Framework Agreement has been amended on February 7, 2015 to amend the list of Wind Sites being made available to IWL/IWISL pursuant to the Framework Agreement. The Framework Agreement is valid for a period up to 20 years from July 2, 2013.

3. Technology Transfer and License Agreement

Our Company has entered into a contract dated April 17, 2009 (“**Agreement**”) with AMSC, which was subsequently amended pursuant to amendment agreements dated March 22, 2010 (“**Amendment Agreement**”), July 24 2012 (“**Amendment Agreement 1**”), August 22, 2012 (“**Amendment Agreement 2**”), April 8, 2013 (“**Amendment Agreement 3**”), August 8, 2014 (“**Amendment agreement 4**”), August 8, 2014 (“**Amendment Agreement 5**”), August 21, 2014 (“**Amendment Agreement 6**”) and January 30, 2015 (“**Amendment**”).

Agreement 6A”). Pursuant to the Agreement, AMSC transferred to our Company all the technical information and granted an exclusive license for India to use all its technical information, intellectual property rights and software, necessary for the manufacture and operation of wind turbines, for the setting up of an assembly plant for the manufacture of the wind turbines at the assembly shop set up by our Company, including purchase of components, details of suppliers, manufacture and assembly, quality inspection and testing, installation, commissioning, operation and maintenance of the wind turbines in India (with an exception of two Chinese and one Korean company which had been granted prior worldwide license, including India).

Further, our Company has been granted non-exclusive right to use the technical information and license to manufacture and market the wind turbines outside India, except South Korea and countries to whom export is prohibited as per the US laws. However our Company has the right to sell wind turbines and/or its parts, in South Korea.

Our Company is required, as per the terms of the Agreement, to purchase ECS manufactured by AMSC or its affiliates for inclusion in all WTGs that are based on the technology that is licensed to our Company under the Agreement. Pursuant to the license our Company has access to components from AMSC recognised manufacturers. Our Company is also provided the benefit of a supply chain with at least two suppliers approved by AMSC for each major component of our WTGs that is not manufactured in-house, other than ECS. Pursuant to the Agreement, we have access to technological improvements developed by AMSC.

As per the Agreement, we were required to pay a fixed royalty per WTG for the first 450 WTGs, in addition to a fixed annual fee for technology improvements developed by AMSC. The royalty payment mechanism has been amended by way of the Amendment Agreement 6. We are permitted to subcontract the manufacture and supply of WTG components provided the subcontractor agrees to comply with the terms of the license. However, we are required to order the ECS for our WTGs exclusively from AMSC and its affiliates on terms set forth in the Agreement, including that the ECS shall be provided to us on terms no less favourable than those provided to any other customer. Our license includes the non-exclusive right to use the name “AMSC Austria” for our WTGs and associated advertising. Our Agreement with AMSC provides that, upon our request, the source code for its ECS shall be held in escrow by an escrow agent and that, in the event of the liquidation of AMSC pursuant to Austrian law, the source code shall be released to us.

The contract is valid until terminated in accordance with the terms of the Agreement. Further, the license granted is irrevocable and shall not be terminated under any circumstance except in accordance with the terms of the Agreement. Our Company is permitted to sub-contract to third parties the manufacturing and supply of the components of the WTGs, provided that our Company requires such contractor to agree in writing to the confidentiality terms of the Agreement.

AMSC and our Company have pursuant to the Amendment Agreement 3 agreed to AMSC providing all design and engineering support to our Company for wind turbines with rotor diameter of 95 meters and above, more particularly the WB488-2.0-3 rotor blades. AMSC has also extended non-exclusive rights for utilizing the AMSC technology to manufacture wind turbines, manufactured with rotor diameters of 95 meters and above, both inside and outside India.

AMSC and our Company have pursuant to the Amendment Agreement 4 and Amendment Agreement 5 agreed to AMSC providing all design and engineering support to our Company for wind turbines with rotor diameter of 113 meters and above, more particularly the WB552-2.0 rotor blades. AMSC has also extended non-exclusive rights for utilizing the AMSC technology to manufacture wind turbines, manufactured with rotor diameters of 113 meters and above, both inside and outside India.

Pursuant to the Amendment Agreement 6A our Company and AMSC have agreed to split royalties as provided for in the Agreement from the first 675 turbines to royalty for the first 450 turbines with rotor diameter less than 110 m and for the first 245 turbines with rotor diameter more than 110 m.

4. Technology Transfer and License Agreement for the production of WT93 Rotor blade sets

Our Company has entered into a contract dated April 16, 2009 (“**Technology Transfer and License Agreement- Rotor Blades**”) with WINDnovation pursuant to which WINDnovation has irrevocably transferred to our Company the ‘blade manufacturing technology’ along with a perpetual license to use the intellectual property rights with regard to the manufacturing technology contained therein, including software, which are required for the setting up of a manufacturing facility to enable our Company to successfully manufacture the

rotor blade sets, at the our manufacturing facility. The license is non-exclusive and nontransferable, other than to our affiliates.

Further pursuant to the contract, WINDnovation shall provide suitable training to our Company's personnel for using the blade manufacturing technology to manufacture the blades and also provide technical support through the due date of the final royalty payment or for three year after April 17, 2009, whichever is later.

Further pursuant to the contract, in the event any part in the technical documentation is not suitable for our Company's practical production conditions such as standards of design, standards and requirements on materials, engineering and facilities, on intimation from our Company, WINDnovation shall make necessary modifications with our Company's cooperation. In case either party makes any improvement with regard to the blade manufacturing technology within the scope to be performed under the Technology Transfer and License Agreement- Rotor Blades, such party shall provide the information of improvement to the other party within two months after the improvement is completed, and then the other party shall be authorised to use it free of charge. However, in case our Company makes any improvements to the blade manufacturing technology which are totally developed by it, our Company shall solely own all the intellectual property in the same.

The contract is valid from April 16, 2009 through later of three years or the payment of royalties for 200 rotor blade sets. However, the license for blade manufacturing technology shall be irrevocable and perpetual and shall survive the termination/expiry of Technology Transfer and License Agreement- Rotor Blades.

5. Technology Transfer and License Agreement for the design and production of WB488-2.0-3 rotor blades

Our Company has entered into a contract dated March 1, 2013 ("**Technology Transfer and License Agreement- Rotor Blades 2013**") with WINDnovation pursuant to which WINDnovation has irrevocably transferred to our Company the license of the WB488-2.0-3 rotor blade design and granted to our Company the perpetual license to use all of WINDnovation's intellectual property rights contained therein, which are required for to enable our Company to successfully manufacture the WB488-2.0-3 rotor blades, at our manufacturing facility including any changes that may be required to be carried out in the manufacturing facility and processes. The license is non-exclusive and non-transferable, other than to our affiliates.

Pursuant to the Technology Transfer and License Agreement- Rotor Blades 2013, WINDnovation shall provide suitable training to our Company's personnel for using the blade manufacturing technology and also provide technical support through the due date of the final royalty payment or for three year after March 1, 2013.

Further pursuant to the contract, in case any part in the technical documentation is not suitable for our Company's practical production conditions such as standards of design, standards and requirements on materials, engineering and facilities, on intimation from our Company, WINDnovation shall make necessary modifications with our Company's cooperation. In case either party makes any improvement with regard to the blade design within the scope to be performed under the Technology Transfer and License Agreement - Rotor Blades 2013, such party shall provide the information of improvement to the other party within two months after the improvement is completed, and then the other party shall be authorised to use it free of charge. However, in case our Company makes any improvements to the blade design which are totally developed by it, our Company shall solely own all the intellectual property in the same.

The contract is valid from March 1, 2013 through the later of three years or the date of payment of final royalties for 163 rotor blade sets is due. However, the license for blade design shall be irrevocable and perpetual and shall survive the termination/expiry of Technology Transfer and License Agreement- Rotor Blades 2013.

6. Technology Transfer and License Agreement for the design and production of WB552-2.0 rotor blades

Our Company has entered into a contract dated August 26, 2014 ("**Technology Transfer and License Agreement- Rotor Blades 2014**") with WINDnovation pursuant to which WINDnovation has irrevocably transferred to our Company the license of the WB552-2.0 rotor blade design and granted to our Company the perpetual license to use all of WINDnovation's intellectual property rights contained therein, which are required for to enable our Company to successfully manufacture the WB552-2.0 rotor blades, at our manufacturing facility including any changes that may be required to be carried out in the manufacturing facility and processes. The license is non-exclusive and non-transferable, other than to our affiliates.

Pursuant to the Technology Transfer and License Agreement - Rotor Blades 2014, WINDnovation shall provide

suitable training to our Company's personnel for using the blade manufacturing technology and also provide technical support through the due date of the final royalty payment or for three year after August 26, 2014.

Further pursuant to the contract, in case any part in the technical documentation is not suitable for our Company's practical production conditions such as standards of design, standards and requirements on materials, engineering and facilities, on intimation from our Company, WINDnovation shall make necessary modifications with our Company's cooperation. In case either party makes any improvement with regard to the blade design within the scope to be performed under the Technology Transfer and License Agreement - Rotor Blades 2014, such party shall provide the information of improvement to the other party within two months after the improvement is completed, and then the other party shall be authorised to use it free of charge. However, in case our Company makes any improvements to the blade design which are totally developed by it, our Company shall solely own all the intellectual property in the same.

The contract is valid from August 26, 2014 through the later of three years or the date of payment of final royalties for 125 rotor blade sets is due. However, the license for blade design shall be irrevocable and perpetual and shall survive the termination/expiry of Technology Transfer and License Agreement- Rotor Blades 2014.

A copy of these agreements forms a part of the 'Material Contracts and Documents for Inspection' and may be inspected in such manner as stated in the chapter "*Material Contracts and Documents for Inspection*" on page 486.

Strategic and financial partners

Our Company does not have any strategic or financial partnerships.

Competition

For details of the competition faced by our Company please refer to chapter "*Business - Competition*" on page 149.

Our Subsidiaries

Our Company has two unlisted Subsidiaries as on the date of this Red Herring Prospects.

1. Inox Wind Infrastructure Services Limited ("IWISL")

IWISL (CIN: U45207GJ2012PLC070279) was incorporated on May 11, 2012 in the state of Gujarat and received the certificate of commencement of business on June 14, 2012. The registered office of IWISL is presently located at Survey No. 1837 and 1834 at Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara – 390 007, Gujarat, India.

IWISL became our Subsidiary with effect from its incorporation.

Principal Business

IWISL is into the business of providing turnkey solutions and operation & maintenance services for wind farm projects.

Board of Directors

As on the date of this Red Herring Prospectus, the board of directors of IWISL comprises of Mr. Shanti Prashad Jain, Mr. Venkatanarayan Sankaranarayanan, Mr. Vineet Valentine Davis, Mr. Manoj Shambhu Dixit, Mr. Mukesh Rajnarayan Manglik and Mr. Vijay Kumar Soni.

Shareholding Pattern

The authorised, subscribed and the paid up capital of IWISL is ₹500,000 divided into 50,000 equity shares of face value of ₹10 each.

The shareholding pattern of IWISL as on the date of this Red Herring Prospectus is as follows:

Name of the shareholder	Number of shares	Percentage of Shareholding (%)
Inox Wind Limited*	50,000	100
Total	50,000	100

* Initial allotment of 49,400 Equity Shares to our Company, along with 100 Equity Shares to each of its nominees namely Mr. Pavan Kumar Jain, Mr. Vivek Kumar Jain, Mr. Devendra Kumar Jain, Mr. Devansh Jain, Mr. Siddharth Jain and Mr. Mukesh Patni, pursuant to subscription to the memorandum of association of IWISL.

Financial Performance

The summary of audited financial statements (standalone) of IWISL for the last two Financial Years is as follows:

(₹ in million, except share data)

Particulars	Financial Year 2013-14	Financial Year 2012-13
Equity Share Capital (par value ₹10 per equity share)	0.50	0.50
Reserves and Surplus (excluding revaluation reserve if any)	(99.03)	27.33
Total Income	1,775.32	890.46
Profit/(Loss) after Tax	(126.36)	27.33
Earnings Per Share (EPS) (in ₹)	(2,527.28)	546.56
Miscellaneous Expenditure (to the extent not written off)	-	-
Net worth	(98.53)	27.83
Net Asset Value (NAV) per share (in ₹)	(1,970.68)	556.56

Other confirmations

- The equity shares of IWISL are not listed on any stock exchange;
- IWISL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of IWISL;
- IWISL has made a loss in the immediately preceding year (2013-14) of ₹126.36 million and has a negative net worth of ₹98.53;
- IWISL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

2. Marut-Shakti Energy India Limited ("MSEIL")

MSEIL (CIN: U04010MP2000PLC014009) was incorporated on February 1, 2000 in the state of Madhya Pradesh and received the certificate of commencement of business on February 11, 2000. The registered office of MSEIL is presently located at "Energy Tower", 64, B-Sector, Kasturba Nagar, Near Chetak Bridge, Bhopal – 462 023, Madhya Pradesh, India. MSEIL has received an order dated February 26, 2015 from the Regional Director (NWR), Ahmedabad under Section 13(4) and (7) of Companies Act, 2013 for shifting of registered office of MSEIL from the State of Madhya Pradesh to the State of Gujarat.

MSEIL became the wholly owned subsidiary of IWISL and thus our Subsidiary with effect from September 13, 2013.

Principal Business

MSEIL is into the business of establishment of wind power projects.

Board of Directors

As on the date of this Red Herring Prospectus, the board of directors of MSEIL comprises of Mr. Mukesh Patni, Mr. Bhupesh Kumar Juneja and Ms. Ranju Goyal.

Shareholding Pattern

The authorised, subscribed and the paid up capital of MSEIL is ₹6,110,700 divided into 611,070 equity shares

of face value of ₹10 each.

The shareholding pattern of MSEIL as on the date of this Red Herring Prospectus is as follows:

Name of the shareholder	Number of shares	Percentage of Shareholding (%)
Inox Wind Infrastructure Services Limited*	611,070	100
Total	611,070	100

* Acquisition of 611,010 equity shares of ₹10, along with 60 equity shares of ₹10 to each of its nominees namely Mr. Vivek Kumar Jain, Mr. Devansh Jain, Mr. Deepak Asher, Mr. Bhupesh Juneja, Mr. Kailash Tarachandani and Mr. Mukesh Patni.

Financial Performance

The summary of audited financial statements (standalone) of MSEIL for the last Financial Year i.e. the period since when it was acquired by IWISL and it became our subsidiary is as follows:

(₹ in million, except share data)

Particulars	Financial Year 2013-14
Equity Share Capital (par value ₹10 per equity share)	6.11
Reserves and Surplus (excluding revaluation reserve if any)	(3.56)
Total Income	1.34
Profit/(Loss) after Tax	(6.10)
Earnings Per Share (EPS) (in ₹)	
from continuing operations	(6.22)
from total operations	(9.99)
Miscellaneous Expenditure (to the extent not written off)	-
Net worth	2.55
Net Asset Value (NAV) per share (in ₹)	4.17

The equity shares of MSEIL are not listed on any stock exchange and it has not become a sick company as specified under Sick Industrial Companies (Special Provisions) Act, 1995 and is not under winding up proceedings.

Other confirmations

- The equity shares of MSEIL are not listed on any stock exchange;
- MSEIL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of MSEIL;
- MSEIL has made a loss in the immediately preceding year (2013-14) of ₹6.10 million; and
- MSEIL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

Interest of the Subsidiaries in our Company

Our Subsidiary does not hold any equity shares in our Company. Except as stated in “Financial Statements - Restated Unconsolidated Statement of Related Party Transactions” and in the chapter “Business” on pages 285 and 132, our Subsidiary does not have any other interest in our Company’s business.

The amount of accumulated profit/ (losses) not accounted for by our Company

There is no accumulated profit/ (losses) not accounted for by our Company.

OUR MANAGEMENT

Board of Directors

Under the provisions of the Companies Act, 2013 and the Articles of Association, our Company is required to appoint not less than three Directors and not more than 12 Directors. Our Company currently has eight Directors on its Board.

The following table sets forth details of the Board of Directors as of the date of this Red Herring Prospectus:

Name, address, designation, occupation and term	Nationality	Date of Appointment as Director	Age (Years)	Other directorships / partnership/ trusteeships
Deepak Asher Address: 17/1, Utkanth Society, Behind Alkapuri Club Vadodara – 390 007, Gujarat, India Occupation: Professional Term: Last appointed on September 9, 2014, liable to retire by rotation DIN: 00035371 Designation: Non-Executive Director	Indian	April 9, 2009	56	1. Gujarat Fluorochemicals limited 2. Inox Leisure Limited 3. Inox Infrastructure Limited 4. Inox Renewables Limited 5. Inox Renewables (Jaisalmer) Limited 6. GFL GM Flourspar SA 7. Swanston Multiplex Cinemas Private Limited 8. Satyam Cineplexes Limited
Devansh Jain Address: 47, Golf Links, New Delhi – 110 003 India Occupation: Business Term: Five years with effect from November 1, 2012 DIN: 01819331 Designation: Wholetime Director	Indian	April 25, 2009	28	1. Devansh Trading and Finance Private Limited 2. Siddho Mal Investments Private Limited 3. Inox Renewables Limited 4. Inox Renewables (Jaisalmer) Limited 5. Cryogenic Vessel Alternative Inc.
Siddharth Jain Address: 94, Benzer Terrace, Sea Face, Worli, Mumbai – 400 018, Maharashtra, India Occupation: Business Term: Last appointed on May 6, 2013, liable to retire by rotation DIN: 00030202	Indian	April 25, 2009	36	1. Inox Chemicals Private Limited 2. Siddhapavan Trading and Finance Private Limited 3. Rajni Farms Private Limited 4. Devansh Gases Private Limited 5. Inox Air Products Limited 6. Inox Leasing and Finance Limited 7. Inox India Limited 8. Inox Leisure Limited 9. Megnasolace City Private Limited 10. Cryogenic Vessel Alternative Inc. 11. Inocva Comércio E Indústria De Equipamentos Criogênicos LTDA

Name, address, designation, occupation and term	Nationality	Date of Appointment as Director	Age (Years)	Other directorships / partnership/ trusteeships
Designation: Non-Executive Director				
Rajeev Gupta Address: D 101, Sector 41, Gautam Budh Nagar, Noida – 201 303, Uttar Pradesh, India Occupation: Professional Term: Last appointed with effect from April 1, 2014, liable to retire by rotation DIN: 01773304 Designation: Wholetime Director	Indian	November 26, 2009	56	1. SCC Consulting India Private Limited
Chandra Prakash Jain Address: 396 - C, Sheikh Sarai, Phase – 1, New Delhi - 110 017 India Occupation: Professional Term: Appointed for a term of five years w.e.f. October 21, 2014 subject to approval of shareholders in forthcoming AGM DIN: 00011964 Designation: Independent Director	Indian	October 21, 2014	69	1. IIDC Limited 2. PCI Limited 3. IL&FS Energy Development Company Limited 4. Adani Power Limited 5. AVU Enterprises Private Limited 6. Prime Meiden Limited 7. Mumbai Metro One Private Limited 8. Jaiprakash Associates Limited
Shanti Prashad Jain Address: J-57, Phase-1, Ashok Vihar, Delhi – 110 052, India Occupation: Professional Term: Appointed for a term of five years w.e.f. April 1, 2014 DIN: 00023379 Designation: Independent Director	Indian	May 6, 2013	75	1. Ashok Vihar Club 2. Gujarat Fluorochemicals Limited 3. Inox Infrastructure Limited 4. Inox Renewables Limited 5. Inox Renewables (Jaisalmer) Limited 6. Inox Wind Infrastructure Services Limited 7. S.P. Securities limited 8. M/s Shanti Prashad & Co., Chartered Accountants
S. Rama Iyer Address:	Indian	May 6, 2013	75	1. Thirumalai Chemicals Limited 2. Deepak Fertilisers and Petrochemicals Corporation Limited

Name, address, designation, occupation and term	Nationality	Date of Appointment as Director	Age (Years)	Other directorships / partnership/ trusteeships
Flat No.32, Rashmi, Swarnakutir Premises Co- Operative Society, Demonte Park Road, Bandra (W), Mumbai – 400 050, Maharashtra, India Occupation: Professional Term: Appointed for a term of five years w.e.f. April 1, 2014 DIN: 00076549 Designation: Independent Director				3. Larsen & Toubro Infotech Limited 4. Equirus Capital Private Limited 5. Gujarat Fluorochemicals Limited 6. Inox Renewables Limited 7. Inox Renewables (Jaisalmer) Limited
Bindu Saxena Address: M-233, Ground Floor, Greater Kailash II, New Delhi – 110 048, India Occupation: Advocate Term: Appointed for a term of five years w.e.f. October 21, 2014 subject to approval of shareholders in forthcoming AGM DIN: 00167802 Designation: Independent Director	Indian	October 21, 2014	56	1. Nectar Enterprises Private Limited 2. Vis Legis Consult Private Limited 3. Dev valley Devcon Private Limited 4. Indag Rubber Limited 5. Swarup & Associates, Advocates 6. Swarup & Company, Advocates

Brief Profiles of our Directors

Mr. Deepak Asher, aged 56 years, is a Non-Executive Director of our Company. He has a bachelor's degree in commerce and a bachelor's degree in law from Maharaja Sayajirao University, Baroda. He is a fellow member of the Institute of Chartered Accountants of India and is also an associate member of the Institute of Cost and Works Accountants of India. He has been associated with the Inox Group for over 25 years now, in various capacities. He is the founder President of the Multiplex Association of India and was awarded the Theatre World Newsmaker of the Year Award in the year 2002 for his contribution to the cinema exhibition industry. He has been instrumental in Inox Group's diversification into the cinema, CDM and wind energy businesses.

Mr. Devansh Jain, aged 28 years, is a Wholetime Director of our Company. He has completed a double major degree in economics and business administration from Carnegie Mellon University, Pittsburgh, USA. He has over six years of work experience in various management positions. He has been spearheading Inox Group's foray into the wind energy sector. He is on the National Council of Indian Wind Power Association and is Honorary Secretary of Indian Wind Turbine Manufacturers Association. Mr. Devansh Jain has been instrumental in setting our manufacturing plants in Himachal Pradesh and in Gujarat, with technology sourced from AMSC. Mr. Devansh Jain has been awarded the "Wind Power Man of the Year 2012-13" for development of integrated wind power supply chain and project development capacity in the country by Renewable World.

Mr. Siddharth Jain, aged 36 years, is a Non-Executive Director of our Company. He has completed his bachelor's degree in mechanical engineering from the University of Michigan – Ann Arbor, USA and holds a Master's degree in business administration from INSEAD, France. He has over ten years of work experience in various management positions in the Inox Group and he is currently looking after new project developments at Inox Air Products Limited, a Promoter Group Company.

Mr. Rajeev Gupta, aged 56 years, is a Wholetime Director of our Company. He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology, Delhi and has more than 32 years' experience in corporate planning, business and project development, project management, sales, procurement and operations in international and domestic industries. He was involved in setting up GFL's chemical complex at Dahej and production plants for Aditya Birla group, TOA Group of Companies, a Thai group and Lurgi India Private Limited, subsidiary of Lurgi AG, a German engineering company. He has more than five years' experience in the wind industry in various capacities.

Mr. Chandra Prakash Jain, aged 69 years, is an Independent Director of our Company. He holds a bachelor's degree in commerce from Rajasthan University and a bachelor's degree in law from Agra University. He is a fellow member of the Institute of Chartered Accountants of India. He is former chairman and managing director of NTPC Limited. He was also the chairman of the Standing Conference of Public Enterprises (SCOPE) for the period 2003-05. He has been a past member of the Standing Technical Advisory Committee of the Reserve Bank of India, Audit Advisory Board of the Comptroller & Auditor General of India. He has in the past headed the CII's (Confederation of Indian Industries) 'National Committee on Energy'. Presently he is also an Independent Director on the boards of IL&FS Energy Development Company Limited, Adani Power Limited and PCI Limited. He is also a Member of Advisory Board of Axis Infrastructure Fund.

Mr. Shanti Prashad Jain, aged 75 years, is an Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India and has more than four decades of experience as a chartered accountant and direct tax consultant. Mr. Jain is the senior partner of firm M/s Shanti Prashad & Co., Chartered Accountants, New Delhi.

Dr. S. Rama Iyer, aged 75 years, is an Independent Director of our Company. He is a chemical engineer from Jadhavpur University and received a master's degree and his Ph. D from Indian Institute of Technology, Mumbai. He has, also participated in the Senior Executive Program of London Business School, United Kingdom. He has over five decades of experience in design engineering, project and enterprise management in chemical, petrochemicals and oil and gas industry and is a member of the Indian Institute of Chemical Engineers. He received the 'Distinguished Alumnus Award' from Indian Institute of Technology, Mumbai in 1996. He has been awarded the 'Achiever of the Year Award' by the Chemtech Foundation in the year 2003 and the 'Business Leader of the Year Award' by the Chemtech Foundation in the year 2005.

Ms. Bindu Saxena, aged 56 years, is an Independent Director of our Company. She is an advocate and is a partner of the law firm M/s Swarup & Company, Advocates and Swarup & Associates, Advocates, New Delhi, India. She has completed her bachelor's in commerce and bachelors of Law from Lucknow University, Lucknow. She has over 25 years of experience as corporate attorney with experience of commercial transactions and projects in India and overseas.

None of our Directors are or have been directors of listed companies whose shares have been or were suspended from trading on BSE or NSE in the last five years prior to the date of this Red Herring Prospectus.

Except as stated below none of our Directors is / has been a director of companies who have been / were delisted from any stock exchange.

Sr. No.	Name of the Director	Name of the companies	Listed On (name of Stock Exchange)	Term of Director	Date of Delisting	Whether Compulsory /Voluntary	Whether Relisted (Y/N) (Date of Relisting)
1.	Deepak Asher	Inox Leasing and Finance Limited	BSE	From October 19, 2001 to March 31, 2014	March 31, 2003	Voluntary	No
		Gujarat Fluorochemicals	Vadodara Stock Exchange Limited	From January 22, 2008 till	November 10, 2004	Voluntary	No. However GFL continues

Sr. No.	Name of the Director	Name of the companies	Listed On (name of Stock Exchange)	Term of Director	Date of Delisting	Whether Compulsory /Voluntary	Whether Relisted (Y/N) (Date of Relisting)
		Limited	Ahmedabad Stock Exchange Limited	date	January 24, 2005	Voluntary	to be listed on BSE, NSE and Calcutta Stock Exchange Limited*
			The Delhi Stock Exchange Association Limited		December 10, 2004	Voluntary	
2.	Siddharth Jain	Inox Air Products Limited	BSE/ NSE	From May 2003 till date	May 30, 2005	Voluntary	No
		Inox Leasing and Finance Limited	BSE	From August 2003 till date	March 31, 2003	Voluntary	No

* GFL has applied to Calcutta Stock Exchange Limited on October 18, 2004 for delisting and approval is awaited

Relationship between Directors

Except Mr. Siddharth Jain and Mr. Devansh Jain who are cousins, none of our Directors are related to each other.

Terms of Appointment of our Wholetime Directors

The details of the remuneration paid to our Executive Directors during the last Financial Year are as follows:

Mr. Devansh Jain

Mr. Devansh Jain was appointed as Wholetime Director with effect from November 1, 2012 pursuant to a resolution passed by the Board dated October 30, 2012 for a term of five years. The significant terms of his remuneration and employment include the following:

Particulars	Remuneration
Salary	₹1.92 million per annum including ₹0.72 million towards house rent allowance
Perquisites	Other benefits, including car with driver, telephone, contribution to provident fund travel and other employee benefits as per our Company's policy
Commission	4% of the net profits of our Company per annum, or <i>pro rata</i> for part of the year subject to maximum limit of ₹10 million or <i>pro rata</i> for part of the year
Gratuity	Payable in addition to the above remuneration at the rate of half months' salary for each completed year of service

Mr. Rajeev Gupta

Mr. Rajeev Gupta was reappointed as Wholetime Director with effect from April 1, 2014 pursuant to a resolution passed by the Board dated May 29, 2014 and shareholders resolution dated September 9, 2014, for a term of one year. Further, Mr. Rajeev Gupta's term has been amended by way of shareholders resolution in the AGM of our Company held on September 9, 2014 to retire by rotation. The significant terms of his remuneration and employment include the following:

Particulars	Remuneration
Salary	₹6.00 million per annum
Perquisites	Other benefits, including car with driver, telephone, contribution to provident fund travel and other employee benefits as per our Company's policy
Gratuity	Payable in addition to the above remuneration at the rate of half month's salary for each completed year of service

Payment or Benefit to Directors/Officers of our Company

The remuneration paid to our Directors for Financial Year 2013-14 is as follows:

1. Remuneration to Wholetime Directors

(in ₹million)

Sr. No.	Name of Directors	Remuneration Paid
1.	Devansh Jain	12.06
2.	Rajeev Gupta	5.10

2. Remuneration to Non-Executive Directors

Except as stated in this Red Herring Prospectus, no amount or benefit has been paid within the preceding two years or is intended to be paid or given to any of our Company's employees including the Directors and Key Management Personnel and other management personnel, other than in the ordinary course of their employment and sitting fees payable to Non-Executive and Independent Directors for attending each Board meeting or meeting of the committee of directors of the Board.

The details of the sitting fees paid to the existing Non-Executive Directors of our Company in the last Financial Year are set forth in the table below:

(in ₹)

Sr. No.	Name of the Director	Sitting Fees
1.	Deepak Asher	85,000
2.	Siddharth Jain	0
3.	Shanti Prashad Jain	80,000
4.	S. Rama Iyer	50,000
	Total	215,000

Note: As Mr. Chandra Prakash Jain and Ms. Bindu Saxena have been appointed in the Financial Year 2014-15, no remuneration was paid to them in the last Financial Year

No remuneration was paid by our Subsidiaries to any of our Directors in the last Financial Year.

Further, the Board has approved payment of commission of ₹1,200,000 per annum, pro-rated for part of the year, to Dr. S. Rama Iyer, Independent Director of our Company, payable annually, for a period not exceeding 18 months commencing from October 1, 2013 and ending on March 31, 2015, out of the profits of Company.

Except as disclosed in this Red Herring Prospectus, none of the beneficiaries of loans, advances and sundry debtors are related to our Directors. Further, except as disclosed in this Red Herring Prospectus there are no service contracts that have been entered into with the Directors and that except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and other management personnel, are entitled to any benefits upon termination of employment.

Bonus or profit sharing plan for our Directors

Except the commission to be paid to Mr. Devansh Jain and Dr. S. Rama Iyer out of the profits of our Company, we have no bonus or profit sharing plan for our Directors.

Borrowing powers of the Board

Our Articles, subject to the provisions of the Act, authorise our Board, at its discretion, to generally raise or borrow or secure the payment of any sum or sums of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at the EGM held on February 23, 2015, our Board has been authorised to borrow any sum or sums of monies in excess of our aggregate paid-up capital and free reserves, provided that the total amount which may be so borrowed and outstanding shall not exceed the aggregate of the paid-up capital and free reserves of our Company by more than a sum of ₹50,000 million.

Shareholding of our Directors in our Company

None of our Directors hold any Equity Shares in our Company. However, Mr. Deepak Asher holds 500 Equity Shares in our Company as a nominee of our Promoter.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares.

Payment or benefit to directors / officers of our Company

Except as disclosed in the “*Financial Statements – Restated Unconsolidated Statement of Related Party Transactions*” in Annexure XIV of chapter “*Financial Statements*” on page 285, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors, officers or employees.

None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company. Further, except statutory benefits and contractual payments like gratuity and leave encashment, upon termination of their employment in our Company or retirement, no officer of our Company, including the Directors and our Key Management Personnel, are entitled to any benefits upon termination of employment.

Shareholding of Directors in Subsidiaries

Our Directors do not hold any shares in our Subsidiaries except as stated below.

Sr. No.	Name of Director	Name of Subsidiary	Number of Shares	Details
1.	Deepak Asher	MSEIL	10	As nominee for IWISL
2.	Devansh Jain	IWISL	100	As nominee for our Company
		MSEIL	10	As nominee for IWISL
3.	Siddharth Jain	IWISL	100	As nominee for our Company

Appointment of relatives of our Directors to any office or place of profit

Relatives of our Directors do not currently hold any office or place of profit in our Company.

Interests of Directors

All of our Directors may be deemed to be interested to the extent of remuneration, fees or reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Other than the shareholding and directorship of our Directors in GFL, our Directors are not interested in promotion of our Company.

Further, except for as disclosed under “*Our Management – Shareholding of our Directors in our Company*” above, none of our Directors hold any Equity Shares in our Company.

Certain of our Directors also hold directorships in our Group Companies which is authorized under their respective incorporation documents. None of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Except as disclosed in the chapter “*Financial Statements – Restated Unconsolidated Statement of Related Party Transactions*” on page 285 our Directors have no interest in any property acquired by or proposed to be acquired by our Company two years prior to the date of this Red Herring Prospectus and are not interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery. None of our Directors have any interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

Changes in our Board of Directors during the last three years

Name	Date of appointment	Reason for appointment	Date of Cessation	Reason for cessation
Vijay Kumar Soni	May 27, 2011	-	May 6, 2013	pre-occupation
Shanti Prashad Jain	May 6, 2013	Appointment as Independent Director	-	-
S. Rama Iyer	May 6, 2013	Appointment as Independent Director	-	-
Chandra Prakash Jain	October 21, 2014	Appointment as Independent Director	-	-
Bindu Saxena	October 21, 2014	Appointment as Independent Director	-	-

Corporate Governance

The provisions of the Listing Agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to our Company immediately upon the listing of the Equity Shares of our Company with the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance, including the Listing Agreement to be entered into with the Stock Exchanges and the SEBI ICDR Regulations, including constitution of the Board and committees thereof. The corporate governance framework is based on an effective, independent Board, separation of the supervisory role of the Board from the executive management aspect and constitution of the Board and committees thereof, as required under law. The Board functions either on its own or through various committees constituted to oversee specific operational areas.

The Board of Directors comprises eight directors, of which, two are Wholtime Directors; four are Independent Directors and two are Non-Executive Directors. The Board of Directors of our Company does not have a permanent chairman, and the Chairman of the Board is appointed at every meeting of our Company.

Committees of the Board

Audit Committee

The audit committee, earlier constituted at our Board meeting held on May 22, 2010, was re-constituted at our Board meeting held on May 6, 2013 and Board meeting held on January 17, 2015 and the terms of reference have been amended at our Board meeting held on May 29, 2014.

The Audit Committee comprises:

Name of Directors	Status	Capacity
Shanti Prashad Jain	Chairman	Independent Director
S. Rama Iyer	Member	Independent Director
Deepak Asher	Member	Non-Independent Director
Bindu Saxena	Member	Independent Director

Our Company Secretary and Compliance Officer, Ms. Ranju Goyal shall act as the secretary of the Audit Committee.

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. To have full access to information contained in the records of Company.

The terms of reference of the Audit Committee include the following:

1. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, remuneration and terms of appointment of the Auditors of our Company;
3. Approval of payment to statutory auditor for any other services rendered by the statutory auditor;
4. Reviewing, with the management, the annual financial statements before submission to our Board for approval, with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report reviewing, with the management, the quarterly financial

- statements before submission to our Board for approval;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with Related Parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and Internal Auditor, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with Internal Auditor of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditor;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
6. Financial statements, in particular, the investments made by the unlisted subsidiary company.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be minuted in the Board meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit. The Audit Committee is required to meet at least four times in a year under clause 49 of the Listing Agreement.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted at our Board meeting held on May 6, 2013. The committee was reconstituted and the name of the committee was changed in the meeting of our Board on May 29, 2014. This Committee is responsible for the redressal of shareholder grievances. The Stakeholders Relationship Committee comprises:

Name of Directors	Status	Capacity
Deepak Asher	Chairman	Non-executive Director
Shanti Prashad Jain	Member	Independent Director

Name of Directors	Status	Capacity
Devansh Jain	Member	Wholetime director

Our Company Secretary and Compliance Officer, Ms. Ranju Goyal, shall act as the secretary of the Stakeholders Relationship Committee.

The Stakeholders Relationship Committee shall approve physical share transfers, issue of duplicate/ split of share certificate/s and demat request/s received by the Company and also resolve grievances of security holders of the Company.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted at our Board meeting held on May 29, 2014 and consists of the following members:

Name of Directors	Status	Capacity
Shanti Prashad Jain	Chairman	Independent Director
S. Rama Iyer	Member	Independent Director
Siddharth Jain	Member	Non-executive Director

The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. Devising a policy on Board diversity; and
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted at our Board meeting held on May 29, 2014. This Committee is responsible for formulating and recommending to the Board, the CSR Policy of our Company, formulating the process and procedures to be followed for CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and for the utilization of fund allocated by the Company for the CSR activities.

The Corporate Social Responsibility Committee comprises:

Name of Directors	Status	Capacity
Devansh Jain	Chairman	Wholetime director
Rajeev Gupta	Member	Wholetime director
Shanti Prashad Jain	Member	Independent Director

In addition to the above committees constituted consequent to the requirements of Companies Act, 2013 and /or clause 49 of the Listing Agreement, our Company has also constituted the following committee:

Issue Committee

The Issue Committee is responsible for dealing with all matters in relation to the initial public offering of our Company. Pursuant to this, the committee has been authorized by the Board pursuant to a resolution dated April 29, 2013 and amended pursuant to resolutions dated May 6, 2013 and January 17, 2015, to carry out and decide upon all activities in connection with the Issue. The Issue Committee comprises:

Name of Members	Status	Capacity
Devansh Jain	Member	Wholetime director
Deepak Asher	Member	Non-independent Director
Rajeev Gupta	Member	Wholetime director

Our Company Secretary and Compliance Officer, Ms. Ranju Goyal, shall act as the secretary of the Issue Committee.

The functions of the committee in connection with the Issue include but are not limited to:

1. decide on the actual size of the Issue, the Offer for Sale by the Selling Shareholder, exercise of any green shoe (over-allotment) option and/or reservation on a competitive basis, timing, pricing (including discount to retail bidders, if any), allocation and allotment to Anchor Investors and all the terms and conditions of the issue of the shares including the price, and to accept any amendments, modifications, variations or alterations thereto;
2. finalise the terms of appointment (including fees payable to them) and appoint and enter into arrangements/ agreements with the book running lead managers, co-managers to the issue (if any), underwriters to the issue, Syndicate Member to the issue, stabilizing agent, brokers to the issue, escrow collection bankers to the issue, registrars, legal advisors, monitoring agencies, IPO grading agencies, advertising agencies and any other agencies, intermediaries or persons required in connection with the issue of shares by the Company and other relevant requirements;
3. finalize and settle and to execute and deliver or arrange the delivery of the draft red herring prospectus, red herring prospectus, final prospectus - including the preliminary international wrap and final international wrap, for marketing of the Issue in jurisdictions outside India, syndicate agreement, issue agreement, underwriting agreement, escrow agreement, advertising agency agreement and all other documents, deeds, agreements and instruments as may be required or desirable in connection with the issue of shares by the Company;
4. do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and allotment of the shares as permissible in law, issue of share certificates in accordance with the relevant rules;
5. open one or more separate current account(s) with a scheduled bank(s) to receive applications along with application monies in respect of the Issue or any other account with any name and style as required during or after the process of the forthcoming IPO of the Company;
6. open one or more public Issue account(s) / escrow account(s) / refund account(s) of the Company for the handling of IPO proceeds, refunds for the Issue;
7. approve/issue all notices, including any advertisement(s) in such newspapers as it may deem fit and proper about the future prospects of the company and the proposed issue conforming to the guidelines/ regulations issued by SEBI and such other applicable authorities;
8. make any applications to the Foreign Investment Promotion Board, Reserve Bank of India and such other authorities, as may be required, for the purpose of issue of Equity Shares by the Company to non-resident investors such as Non-Resident Indians, Foreign Venture Capital Investors and Foreign Institutional Investors;
9. make applications for listing of the Equity Shares of the Company in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
10. to determine and finalise the floor price/price band for the IPO, approve the basis for allocation/ allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus, in consultation with the Managers and the Selling Shareholder;
11. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the company to sign all or any of the aforestated documents;
12. enter the names of the allottees in the Register of Members of the Company, and take necessary corporate actions for credit of shares with the National Securities Depository Limited, the Central Depository Services (India) limited;
13. settle any question, difficulty or doubt that may arise in connection with the IPO including the issue and allotment of the Equity Shares attached thereto, as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt;
14. do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Issue;
15. to authorise and approve the incurring of expenditure and payment of fees in connection with the IPO of the

Company;

16. approve and adopt the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, and any other offering document for the public issue as required under section 26, section 32 and other relevant provisions of the Companies Act, 2013 and to file the same with the RoC and SEBI, as the case may be, and to make any corrections or alterations there in;
17. affix the common seal of the Company on all documents as may be required by law, in relation to the Issue, and in terms of the articles of association of the Company;
18. do all such acts, deeds and things as may be required to dematerialise the Equity Shares of the Company and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection; and
19. do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, or otherwise in relation to the Issue or any matter incidental or ancillary in relation to the Issue, including without limitation, allocation and allotment of the Equity Shares as permissible in law, issue of share certificates in accordance with the relevant rules.
20. Approval of the Restated financial statements of the Company before inclusion in RHP.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchanges.

Ms. Ranju Goyal, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

Whistle Blower Policy of the Company

The Board of Directors of our Company has by way of a resolution dated May 29, 2014 approved the Whistleblower Policy in compliance of the provisions of Section 177(9) of the Companies Act, 2013.

Nomination and Remuneration Policy of the Company

The Board of Directors of our Company has by way of a resolution dated July 29, 2014 approved the Nomination and Remuneration Policy in compliance of the provisions of Section 178 of the Companies Act, 2013.

CSR Policy of the Company

The Board of Directors of our Company has by way of a resolution dated October 21, 2014 approved the CSR Policy in compliance of the provisions of Section 135 of the Companies Act, 2013.

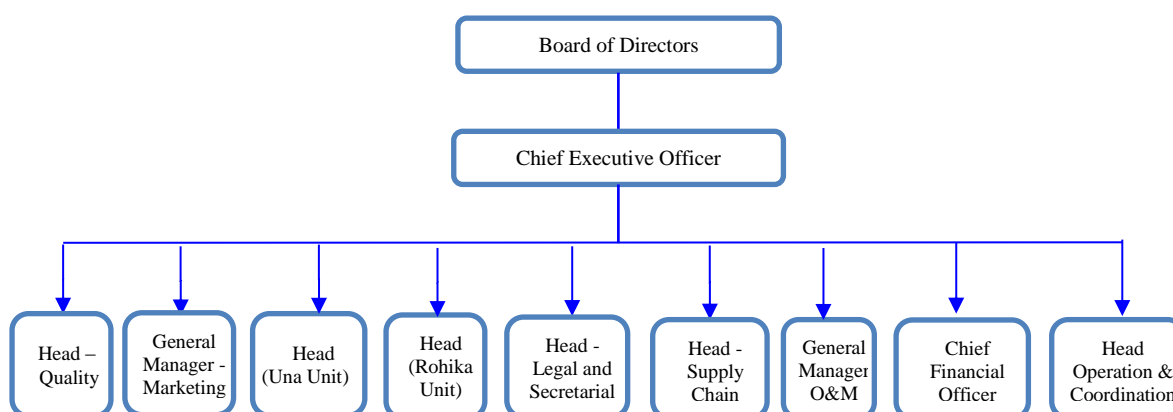
Policy on Material Subsidiary of the Company

The Board of Directors of our Company has by way of a resolution dated October 21, 2014 approved the Policy on Material Subsidiary in compliance of the provisions of Clause 49 of the Listing Agreement.

Policy on Related Party Transactions of the Company

The Board of Directors of our Company has by way of a resolution dated October 21, 2014 approved the Policy on Related Party Transactions in compliance of the provisions of Clause 49 of the Listing Agreement.

Management Organisation Structure



Key Management Personnel

Provided below are the details of our key management personnel, as on the date of this Red Herring Prospectus:

Mr. Kailash Lal Tarachandani, aged 45 years, Chief Executive Officer. He holds a bachelors degree of technology in electrical engineering from Indian Institute of Technology, Kanpur and a master's degree in business administration from INSEAD, France. He has more than 20 years of experience in the field of strategy management, global project execution, product management, business development and was instrumental in building organizations, setting up their plants, acquiring technologies and developing their management team. Prior to joining our Company on May 2013, he was associated with Kenerseys Private Limited, Pune. His gross remuneration for the last Financial Year was ₹8.88 million.

Mr. Raju Kaul, aged 50 years, Chief Financial Officer. He is a fellow member of Institute of Chartered Accountants of India and holds a masters in business administration in finance from Faculty of Management Studies, University of Delhi. He has over 29 years of experience in the fields of financial planning and monitoring, fund management, investor relations management, accounts consolidation, tax planning and compliance, mergers and acquisitions and has been instrumental in developing internal financial/ accounting systems and controls. In his last assignment he was the group chief financial officer of Punj Lloyd Limited, New Delhi. His gross remuneration for the last Financial Year was ₹3.02 million.

Mr. Ganesh Kumar, aged 48 years, Plant Head (Blade Operations). He holds a bachelor's degree in chemical engineering from Annamalai University, Tamil Nadu. He has more than 20 years of experience in the field of production, quality, health, safety and environment and process improvement in various plants across India and abroad. He has over seven years of experience in the wind industry and prior to joining our Company in January 2012, he was associated with Gamesa Wind Turbines Private Limited. His gross remuneration for the last Financial Year was ₹3.14 million.

Ms. Ranju Goyal, aged 38 years, Head of Legal and Company Secretary. She is a fellow member of the Institute of Company Secretaries in India. She holds a bachelor's degree in commerce (Honours) from Sriram College of Commerce, Delhi University, bachelor's degree in law from Campus Law Centre, Delhi University and post graduate diploma in Business Administration from Symbiosis, Pune. She has more than 14 years of experience in contract negotiation and finalization, drafting and vetting of legal documents with service providers, customers, developers, suppliers, etc., litigation management, project and land due diligence, handling corporate and land legal issue and regulatory / statutory compliances related to infrastructure, power, cement and real estate sector. She has over nine years of experience in the power industry. Prior to joining our Company on February 2013, she was associated with Indiabulls Power Limited. Her gross remuneration for the last Financial Year was ₹2.44 million.

Mr. Jainesh Pranay, aged 40 years, Head Production - Una Unit (Nacelle and Hub). He holds a Bachelor's degree in electronics and communication from BLDEA's college of Engineering and Technology, Bijapur, Karnataka University. He has more than 14 years of experience in manufacturing, safety, quality assurance, process development and process re-engineering. He has over six years of experience in the wind industry and prior to joining our Company on September 2010, he was associated with Suzlon Energy Limited. His gross

remuneration for the last Financial Year was ₹1 million.

Mr. Anuj Tyagi, aged 39 years, Head of Manufacturing Quality. He holds a bachelor's degree in arts from the Chaudhary Charan Singh University, Meerut, Uttar Pradesh, diploma in mechanical engineering from Government Polytechnic, Uttar Pradesh, Masters in Business Administration (Operations) from IGNOU, New Delhi. He has more than 19 years of experience in establishing quality systems in plants and sites, driving six sigma, compliances to the quality systems and inspections. He has over six years of experience in the wind industry and prior to joining our Company in December 2011, he was associated with Enercon India Limited. His gross remuneration for the last Financial Year was ₹2.10 million.

Mr. Hari Asnani, aged 49 years, General Manager - Marketing. He holds a bachelor's degree in textile engineering from the Technological Institute of Textiles and Sciences, Bhiwani, Haryana. He has more than 27 years of experience in direct marketing, market development, product development, manufacturing and customer service. Prior to joining our Company in April 2012, he was associated with Global Wind Power Limited. His gross remuneration for the last Financial Year was ₹2.50 million.

Mr. Arvind Kumar, aged 42 years, General Manager (Operation and Maintenance). He holds a bachelor's degree in electronics and communication from NEHU, Itanagar. He has more than 17 years of experience in the field of strategic operations management, customer support, fault analysis & improvement and project coordination. Prior to joining our Company in November 2012, he was associated with Suzlon Energy Limited. Mr. Arvind Kumar was originally appointed by our Company on November 11, 2012 and is now heading the Operation and Maintenance Department and has been identified as a key managerial person of our Company. His gross remuneration for the last Financial Year was ₹2 million.

Mr. Rajinder Singh, aged 43 years, Head of Supply Chain Management. He holds a degree in mechanical engineering from R. E. C. Trichy, Tamil Nadu and has completed an executive program in Supply Chain Management from Indian Institute of Management, Calcutta. He has more than 20 years of experience in procurement, supplier management, supplier quality improvement and inbound and outbound logistics. Prior to joining our Company on December 2013, he was associated with New Holland Fiat India Private Limited. His gross remuneration for the last Financial Year was ₹1.04 million.

Mr. D. K. Pashine, aged 50 years, Head (Operation and Coordination). He holds a bachelor's degree in mechanical engineering from Government Engineering College, Jabalpur, Madhya Pradesh. He has more than 28 years of experience in project development and execution, supply chain management, operations and management and strategic management. Prior to joining our Company on July 7, 2014, he was associated with Kenersys India Private Limited. As Mr. Pashine has been appointed during the current financial year no remuneration was paid to him in the last Financial Year.

All Key Management Personnel as disclosed above are permanent employees.

The Key Management Personnel as disclosed above are in addition to Key Management Personnel as defined under Accounting Standard 18.

Relationship between Key Management Personnel

None of our Key Management Personnel are related to each other.

Family relationships of Directors with Key Management Personnel

None of our Key Management Personnel are related to the Directors of our Company.

Arrangements and Understanding with Major Shareholders

None of our Key Management Personnel have been selected pursuant to any arrangement or understanding with any major shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Management Personnel

None of our Key Management Personnel have any shareholding in our Company as on the date of this Red Herring Prospectus.

Bonus or profit sharing plan of the Key Management Personnel

Our Company does not have a performance linked bonus or a profit sharing plan for the Key Management Personnel.

Interest of Key Management Personnel

The Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in the Key Management Personnel

Changes to the KMPs of the Company in the last three years are as follows:

Name of the KMPs	Designation	Date of resignation/ appointment	Reason
Ajay Gupta	Head – Supply Chain Management	October 30, 2012	Resignation
Kailash Lal Tarachandani	Chief Executive Officer	May 16, 2013	Appointment
Raju Kaul	Chief Financial officer*	November 7, 2013	Appointment
Ranju Goyal	Head of Legal and Company Secretary	February 15, 2013	Appointment
Arvind Kumar	General Manager – Operations and Management**	November 11, 2012	Appointment
Rajinder Singh	Head – Supply Chain Management	December 12, 2013	Appointment
D. K. Pashine	Head - Operation and Coordination	July 7, 2014	Appointment
Santosh U. Khairnar	Head - Supply Chain Management	October 31, 2013	Resignation
Praveen Agarwal	Head - Unit Unit	June 21, 2014	Resignation
Proshanto Mallick	Head – Quality		Transferred to Certification and development assignment

* Mr. Ananda Basu, Head of Accounts, was earlier heading the finance function in the Company prior to appointment of Mr. Raju Kaul as the CFO, hence Mr. Ananda Basu has not been shown as KMP in this Red Herring Prospectus

** Mr. Rajeev Kumar Sharma earlier used to head the Operation and Management Department at our Company. He has been transferred to the Customer Relationship Management Department and hence Mr. Arvind Kumar, General Manager – Operations and Management, is now shown as KMP,

Further, our Company has in its Board meeting dated July 29, 2014 approved the designation of the following personnel as key managerial personnel of the Company as defined under Section 2(51) of the Companies Act, 2013:

Sr. No.	Name	Designation
1.	Devansh Jain	Wholetime Director
2.	Rajeev Gupta	Wholetime Director
3.	Kailash Lal Tarachandani	Chief Executive Officer
4.	Raju Kaul	Chief Financial Officer
5.	Ranju Goyal	Company Secretary and Compliance officer

Employee Stock Option Plan / Employee Stock Purchase Scheme

Our Company does not have any scheme of employee stock option or employee stock purchase.

Loans taken by Directors / Key Management Personnel

Our Company has not granted any loans to our Directors and/ or Key Management Personnel.

OUR PROMOTER, PROMOTER GROUP AND GROUP COMPANIES

Our Promoter, Gujarat Fluorochemicals Limited (GFL) holds 75% of the pre-Issue issued, subscribed and paid up Equity Share Capital of our Company (including 500 Equity Shares each held by Mr. Deepak Asher and Mr. Mukesh Patni as the nominees of GFL).

GFL was incorporated as “Gujarat Fluorochemicals Limited” on February 4, 1987 and subsequently changed its name to “Gujarat Fluorochemicals Limited” pursuant to fresh certificate of incorporation pursuant to change of name dated January 9, 1990. GFL’s registered office is situated at Survey No. 16/3, 26 and 27, Ranjitnagar – 389 380, Taluka Goghamba, District Panchmahal, Gujarat, India.

GFL was established primarily to manufacture refrigerants in India. Over time, it has diversified into other businesses like Polytetrafluoroethylene resin (PFTE, an engineering plastic) and chemicals.

GFL made its initial public offer in the year 1988. The initial promoters of GFL as mentioned in the prospectus were Industrial Oxygen Company Limited and Gujarat Industrial Investment Corporation Limited (“GIIC”), a corporation established by the Government of Gujarat. Pursuant to a shareholder’s agreement entered into between SMS Udyog Private Limited and GIIC dated March 22, 1988 (the “Shareholders’ Agreement”), GIIC became the co-promoter of GFL. SMS Udyog Private Limited was a wholly-owned subsidiary of Industrial Oxygen Company Private Limited.

Pursuant to a scheme of amalgamation of SMS Udyog Limited with Industrial Oxygen Company Limited and a scheme of reconstruction between Industrial Oxygen Company Limited and Inox Leasing and Finance Limited (“ILFL”) as approved by the Bombay High Court pursuant to order dated September 18, 1997, the equity shares of GFL held by Industrial Oxygen Company Limited were transferred to ILFL and ILFL became promoter of GFL. Subsequently, pursuant to the terms of the Shareholders’ Agreement, ILFL acquired GIIC’s entire shareholding in GFL on April 6, 2000. Pursuant to the aforesaid transfer from GIIC to ILFL, GIIC ceased to be the promoter of GFL and the Shareholders’ Agreement was terminated. ILFL is currently the single largest shareholder in GFL and holds 52.54% of equity share capital of GFL.

Listing of equity shares of GFL

GFL was listed on BSE, NSE, the Calcutta Stock Exchange Limited, Vadodara Stock Exchange Limited, the Ahmedabad Stock Exchange Limited, and on the Delhi Stock Exchange Association Limited. GFL had subsequently made applications to all regional stock exchanges to get its shares voluntarily delisted from those stock exchanges, and has obtained delisting approvals from the following regional stock exchanges, namely:

- Vadodara Stock Exchange Limited;
- Ahmedabad Stock Exchange Limited; and
- Delhi Stock Exchange Association Limited.

GFL has made an application to the Calcutta Stock Exchange Limited on October 18, 2004 for delisting and the application is currently pending.

Equity shares of GFL are currently listed on the Calcutta Stock Exchange Limited, BSE and NSE.

The shareholding pattern of GFL as on December 31, 2014 is as follows:

Category code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
A	Individuals/ Hindu Undivided Family	10	137,300	137,300	0.12	0.12	0	0.00
B	Central Government/ State	0	0	0	0.00	0.00	0	0.00

Category code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a %
	Government(s)							
C	Bodies Corporate	14	76,663,948	76,663,948	69.79	69.79	0	0.00
D	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
E	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	24	76,801,248	76,801,248	69.91	69.91	0	0.00
2	Foreign							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
B	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
C	Institutions	0	0	0	0.00	0.00	0	0.00
d-i	QFI- Individual	0	0	0	0.00	0.00	0	0.00
d-ii	QFI – Corporate	0	0	0	0.00	0.00	0	0.00
E	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	24	76,801,248	76,801,248	69.91	69.91	0	0.00
(B)	Public shareholding							
1	Institutions							
A	Mutual Funds/ UTI	20	3,551,742	3,544,742	3.23	3.23	0	0.00
B	Financial Institutions / Banks	5	50,073	48,073	0.05	0.05	0	0.00
C	Central Government/ State Government(s)	1	500	500	0.00	0.00	0	0.00
D	Venture Capital Funds	0	0	0.00	0.00	0.00	0	0.00
E	Insurance Companies	0	0	0.00	0.00	0.00	0	0.00
F	Foreign Institutional Investors	57	2,009,319	2,009,319	1.83	1.83	0	0.00
G	Foreign Venture Capital Investors	0	0	0.00	0.00	0.00	0	0.00
H	Any Other (specify)							
	OCB	0	0	0.00	0.00	0.00	0	0.00
(h-i)	Foreign company	1	2,000	0.00	0.00	0.00	0	0.00
(h-ii)	QFI- Individual	0	0	0.00	0.00	0.00	0	0.00
	QFI – Corporate	0	0	0.00	0.00	0.00	0	0.00
	Sub-Total (B)(1)	84	5,613,634	5,602,634	5.11	5.11	0	0.00
2	Non-institutions							
A	Bodies Corporate	436	12,017,555	11,972,555	10.94	10.94	0	0.00
B	Individuals							
I	Individual shareholders holding nominal share capital up to ₹100,000	10,494	7,985,824	6,512,072	7.27	7.27	0	0.00
II	Individual shareholders holding nominal share capital in excess of ₹100,000	13	5,952,623	5,952,623	5.42	5.42	0	0.00
C	Any Other (specify)							
	Foreign Portfolio Investor Corporate	1	235,102	235,102	0.21	0.21	0	0.00
(c-i)	Clearing Members	106	468,090	468,090	0.43	0.43	0	0.00
(c-ii)	Non-Resident Indian (REPAT)	139	238,273	236,273	0.22	0.22	0	0.00
(c-iii)	Non-Resident Indian (NON-REPAT)	109	458,751	271,751	0.42	0.42	0	0.00
(c-iv)	Trust	9	78,900	78,900	0.07	0.07	0	0.00
(c-v)	Market Maker	0	0	0	0.00	0.00	0	0.00
	Sub-Total (B)(2)	11,308	27,435,118	25,727,366	24.98	24.98	0	0.00
(B)	Total Public shareholding (B)=(B)(1) + (B)(2)	11,392	33,048,752	31,330,000	30.09	30.09	0	0.00
	TOTAL (A)+(B)	11,416	109,850,000	108,131,248	100.00	100.00		0.00

Category code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of(A+B)	As a % of (A+B+C)	Number of shares	As a %
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
2	Public	0	0	0	0.00	0.00	0	0.00
	Sub-Total (C)	0	0	0	0.00	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	11,416	109,850,000	108,131,248	100.00	100.00	0	0.00

Board of Directors

The board of directors of GFL comprises of Mr. Devendra Kumar Jain, Mr. Shailendra Swarup, Mr. Vivek Kumar Jain, Mr. Dinesh Kumar Sachdeva, Mr. Pavan Kumar Jain, Mr. Jitendra Singh Bedi, Mr. Om Prakash Lohia, Dr. S Rama Iyer, Mr. Deepak Asher, Mr. Shanti Prashad Jain and Shri Rajagopalan Doraiswami.

Financial Information

Summary of audited standalone financial results of GFL for last three year Financial Years (i.e. Financial Years 2013-14, 2012-13 and 2011-12) are set forth below:

(₹ in million)

	Financial Years		
	2013-14	2012-13	2011-12
Equity Share Capital (par value ₹1 per equity share)	109.85	109.85	109.85
Reserves and Surplus (excluding revaluation reserve if any)	25,137.08	24,842.71	21,307.83
Total Income	12,059.95	16,529.85	21,266.36
Profit after Tax	744.18	3,983.43	4,315.96
Earnings Per Share (EPS) (in ₹)	6.77	36.26	39.29
Profit and Loss Account (debit balance)	-	-	-
Miscellaneous Expenditure (to the extent not written off)	-	-	-
Networth	25,246.93	24,952.56	21,417.68
Net Asset Value (NAV) per share (in ₹)	229.83	227.15	194.97

Share price Information

The details of monthly high and low of the closing prices on NSE during the preceding six months are as follows:

(in ₹)

Month, Year	Monthly Low	Monthly High
September, 2014	510.30	695.00
October, 2014	660.00	783.00
November, 2014	706.95	816.00
December, 2014	650.25	780.95
January, 2015	707.30	795.00
February, 2015	725.00	801.00

Source: www.nseindia.com

The details of monthly high and low of the closing prices on BSE during the preceding six months are as follows:

(in ₹)

Month, Year	Monthly Low	Monthly High
September, 2014	503.00	694.60
October, 2014	663.00	784.00
November, 2014	708.00	817.00
December, 2014	687.50	777.00
January, 2015	709.80	794.00
February, 2015	724.35	800.75

Source: www.bseindia.com

Our Company confirms that the PAN, CIN Number (L24110GJ1987PLC009362), bank account number of our

Promoter and the details of the Registrar of Companies, Gujarat, Ahmedabad, where our Promoter is registered will be submitted to the Stock Exchanges, at the time of filing this Red Herring Prospectus with the Stock Exchanges.

Promise vis-à-vis Objects

GFL has not undertaken any public issue/ rights issue in the last ten years.

Mechanism for redressal of investor grievance

All share related matters namely transfer, transmission, transposition, nomination, dividend, change of name, address and signature, registration of mandate and power of attorney, replacement, split, consolidation, dematerialisation and rematerialisation of shares, issue of duplicate certificates etc. are handled by GFL's registrars and transfer agents, Link Intime India Private Limited

Investors correspond directly with Link Intime India Private Limited, on all share related matters. GFL has an established mechanism for investor service and grievance handling, with Link Intime India Private Limited and the compliance officer appointed by GFL for this purpose being the important functional nodes.

GFL has by way of Board Meeting date May 29, 2014 re-constituted the shareholders and investor grievance committee and changed its name to 'Stakeholders' Relationship Committee' consisting of Mr. Devendra Kumar Jain, Mr. Pavan Kumar Jain and Mr. Vivek Kumar Jain, which, *inter alia*, approves issue of duplicate certificates and oversees and reviews all matters connected with securities transfers and other processes. As of March 31, 2014, there were 19 investor complaints pending against GFL which were resolved. During the first quarter of Financial Year 2014-15, no complaint has been received.

Interests of Promoter

GFL is interested in our Company to the extent that it is the Promoter of our Company, its shareholding in our Company, dividend payable, other distributions in respect of the Equity Shares.

Further, Mr. Deepak Asher, Mr. Shanti Prashad Jain and Dr. S. Rama Iyer, directors on the board of our Promoter and are our Directors.

Except as stated in "*Financial Statements - Restated Unconsolidated Statement of Related Party Transactions*" and under the heading "*Summary of key agreements*" in the chapter "*History and other Corporate Matters*" on page 285 and 177 respectively, our Company has not entered into any contract, agreements or arrangements in which GFL is directly or indirectly interested and no payments have been made to GFL in respect of the contracts, agreements or arrangements which are proposed to be made with them.

No part of the proceeds of the Fresh Issue is payable to the GFL.

Payment or benefits to our Promoter in the last two years

Except as stated in "*Financial Statements - Restated Unconsolidated Statement of Related Party Transactions*" on page 285, neither any benefit have been paid or given to GFL by our Company.

Other Confirmations

- GFL is neither a sick company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor has any winding up proceedings been initiated against GFL.
- No application has been made to RoC for striking off its name. Additionally, neither GFL nor any of our Group Companies have become defunct in the five years preceding the filing of the Draft Red Herring Prospectus.
- GFL is not interested in any property acquired by us in the two years immediately preceding the date of this Red Herring Prospectus.
- GFL is not interested in any property proposed to be acquired by us except as provided for in the Framework Agreement.
- GFL has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company except as provided for in the Framework Agreement dated July 2, 2013.

- Promoters or directors of GFL have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.
- There has been no change in the control or management of GFL in the preceding three years prior to the filing of this Red Herring Prospectus with SEBI.
- None of GFL, Promoter Group entities or persons in control of GFL or bodies corporate forming part of the Promoter Group have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- Neither the GFL nor the directors of GFL have purchased or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI except as provided below:

Sr. No.	Date of Transfer	Transfer price per Equity Share (₹)	Transferor	Transferee	Number of Equity Shares
1.	May 6, 2013	10	Devendra Kumar Jain*	GFL	100
2.			Vivek Kumar Jain*	GFL	100
3.			Pavan Kumar Jain*	GFL	100
4.			Deepak Asher *	GFL	100
5.			Siddharth Jain	GFL	100
6.			Devansh Jain	GFL	100

*Directors of GFL

Also, Mr. Deepak Asher and Mr. Mukesh Patni hold 500 Equity Shares each in our Company as nominees of GFL.

- There has been no financing arrangement whereby the GFL, Promoter Group, the Directors of the GFL and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI.
- No show cause notice has been issued or no prosecution proceeding have been initiated by SEBI against GFL.
- GFL will not subscribe to the IPO of our Company.
- GFL has not entered into any private treaty /shareholders agreement with any media group.
- None of the intellectual property (trademarks, patents, copyright, brand names, etc.) used by our Company are registered in the name of the GFL.

Common Pursuits

Except Inox Renewables Limited, wherein GFL holds 99.98% of the issued capital of IRL, GFL does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Loans granted or taken from our Company

Except as stated in “Financial Statements - Restated Unconsolidated Statement of Related Party Transactions” on page 285, GFL has not granted any unsecured loan to our Company.

Companies with which our Promoter has disassociated in the last three years

GFL has not disassociated with any Company or firms in the last three years.

Natural Persons in control of the Promoter – Mr. Pavan Kumar Jain and Mr. Vivek Kumar Jain

Inox Leasing & Finance Limited (“ILFL”) is the promoter of GFL and holds 52.54% of the paid up equity share capital of GFL. Mr. Pavan Kumar Jain and Mr. Vivek Kumar Jain hold 23.3% and 22.29%, respectively, of the paid up equity share capital of ILFL. Hence, Mr. Pavan Kumar Jain and Mr. Vivek Kumar Jain are disclosed as the natural persons in control of GFL, the Promoter of our Company.



Mr. Pavan Kumar Jain, aged 62 years, is a chemical engineer from Indian Institute of Technology, New Delhi, and an industrialist with over 35 years of experience. He has been instrumental in diversifying the Inox Group into various industries such as industrial gases, chemicals, cryogenic engineering, entertainment and renewable energy. He is a resident of India and is presently residing at 31, Benzer Terrace, A.G. Khan Road, Worli, Mumbai – 400 018, Maharashtra, India.

His driving license number is P2048ND, PAN AAJPJ5851J and passport number is Z2176100.



Mr. Vivek Kumar Jain, aged 59 years, is a graduate in economics from St. Stephens, New Delhi, and a post graduate in business administration with specialization in finance from the Indian Institute of Management (IIM), Ahmedabad. He has business experience of over 30 years and is presently the managing director of our Promoter, Gujarat Fluorochemicals Limited. He has been instrumental in taking the Inox Group to leadership positions across sectors such as chemicals, refrigerant gases, carbon credits, entertainment and renewable energy. He is a resident of India and is presently residing at 47, Golf Links, New Delhi – 110 003.

His driving license number is DL-0219930001576(P), PAN AAAPJ4588L and passport number is G8799246.

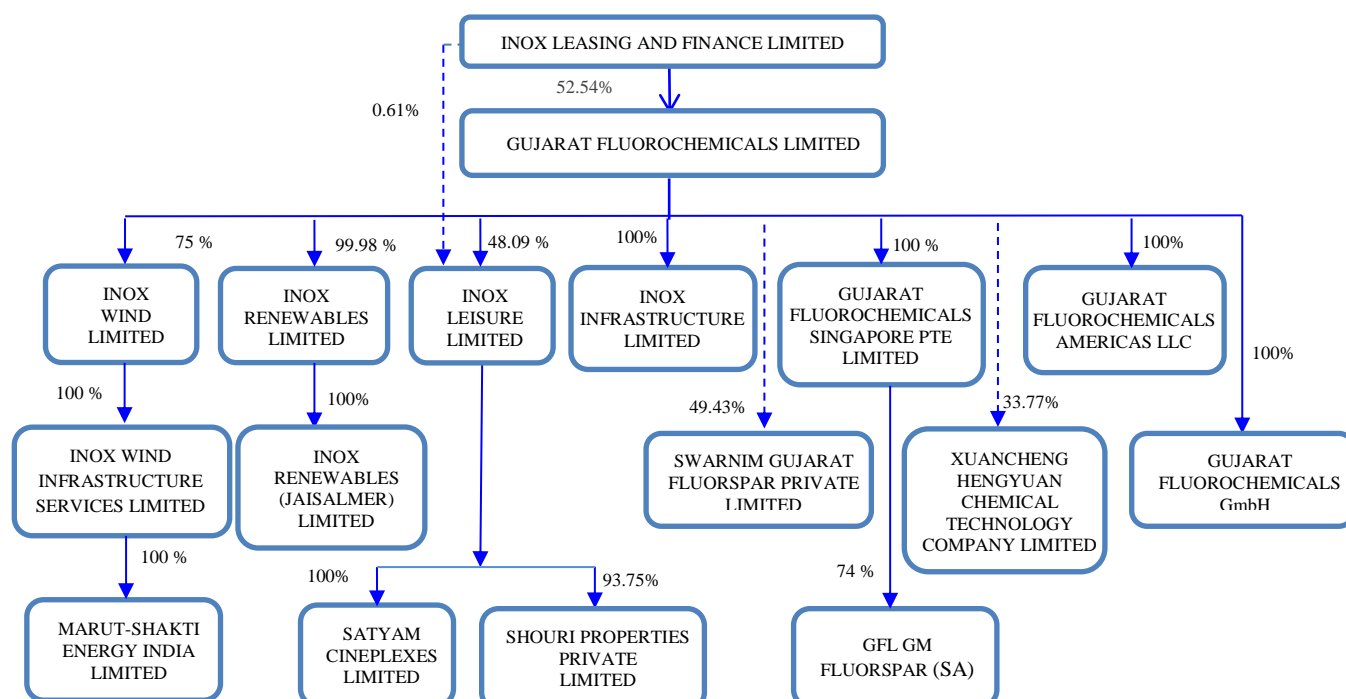
Promoter Group Entities

Other than our Promoter, Subsidiary and our Group Companies, our Promoter Group under Regulation 2(1)(zb) of the SEBI Regulations are as follows:

1. Inox Leasing and Finance Limited
2. Devansh Trading and Finance Private Limited
3. Siddhapavan Trading and Finance Private Limited
4. Inox Chemicals Private Limited
5. Siddho Mal Investments Private Limited
6. Inox Air Products Limited
7. Devansh Gases Private Limited
8. Rajani Farms Private Limited

Inox Group

Our Group Companies as on December 31, 2014



A. Top five Group Companies

Following are details of our top five Group Companies, comprising of one listed entity, i.e. Inox Leisure Limited and four of our largest unlisted Group Companies, determined on the basis of turnover in the last financial year:

1. Inox Leisure Limited

Inox Leisure Limited was incorporated as a public limited company as “Inox Leisure Limited” pursuant to a certificate of incorporation dated November 9, 1999 with the Registrar of Companies, New Delhi. Inox Leisure obtained the certificate of commencement of business on February 11, 2000.

Inox Leisure Limited’s registered office is located at ABS Towers, Old Padra Road, Vadodara – 390 007, Gujarat, India.

Inox Leisure Limited is a film exhibition company, in the business of setting up, operating and managing a national chain of multiplexes under the brand name ‘INOX’.

Interest of the Promoters

GFL, as on December 31, 2014, along with Inox Leasing and Finance Limited holds 46,973,928 equity shares, which constitute 48.70% of the issued and paid-up share capital of Inox Leisure Limited.

Shareholding Pattern

The shareholding pattern of Inox Leisure Limited as of December 31, 2014 is as follows:

Category Code	Category of Shareholder	No of shareholders	Total number of shares	No of shares held in dematerialized form	Total shareholding as a % of total no of shares		Shares pledge or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a % (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individual /HUF	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	2	46,973,928	46,973,928	48.70	48.70	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00
	Sub-Total A(1):	2	46,973,928	46,973,928	48.70	48.70	0	0.00
(2)	Foreign							
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00
	Sub-Total A(2) :	0	0	0	0.00	0.00	0	0.00
	Total A = A(1)+A(2)	2	46,973,928	46,973,928	48.70	48.70	0	0.00
(B)	Public Shareholding							
(1)	Institutions							
(a)	Mutual Funds /UTI	24	5,656,647	5,656,647	5.86	5.86	0	0.00
(b)	Financial Institutions /Banks	2	76,844	76,844	0.08	0.08	0	0.00

Category Code	Category of Shareholder	No of shareholders	Total number of shares	No of shares held in dematerialized form	Total shareholding as a % of total no of shares		Shares pledge or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a %
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	24	13,527,392	13,527,392	14.02	14.02	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(i)	Others	0	0	0	0.00	0.00	0	0.00
	Sub-Total B(1) :	50	19,260,883	19,260,883	19.97	19.97	0	0.00
(2)	Non-Institutions							
(a)	Bodies Corporate	683	6,679,780	6,679,780	6.93	6.93	0	0.00
(b)	Individuals							
	(i) Individuals holding nominal share capital up to ₹100,000	30,317	5,546,048	5,531,812	5.75	5.75	0	0.00
	(ii) Individuals holding nominal share capital in excess of ₹100,000	76	4,960,101	4,960,101	5.14	5.14	0	0.00
(c)	Others							
	Directors, relatives and friends	4	1,625,445	1,625,445	1.69	1.69	0	0.00
	Non-Resident Indians	237	441,396	441,396	0.46	0.46	0	0.00
	Clearing Members	113	86,271	86,271	0.09	0.09	0	0.00
	Trusts	7	10,883,902	10,588,901	11.28	11.28	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
	Sub-Total B(2) :	31,437	30,222,943	29,913,706	31.33	31.33	0	0.00
	Total B=B(1)+B(2) :	31,487	49,483,826	49,174,589	51.30	51.30	0	0.00
	Total (A+B) :	31,489	96,457,754	96,148,517	100.00	100.00	0	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
(2)	Public	0	0	0	0.00	0.00	0	0.00
	Grand Total (A+B+C)	31,489	96,457,754	96,148,517	100.00	100.00	0	0.00

Financial Performance

The summary of audited unconsolidated financial statements of Inox Leisure Limited for the last three years are as follows:

(₹ in million)

Particulars	Financial Years		
	2013-14	2012-13	2011-12
Equity Share Capital (par value ₹10 per equity share)	961.46	961.25	615.57
Reserves and Surplus (excluding revaluation reserve if any)	4,444.43	4,119.37	2,667.35
Interest in Inox Benefit Trust at Cost	(1,496.88)	(1834.84)	0
Total Income	8,777.76	7,689.10	4,247.76
Profit after Tax	369.36	184.46	102.77
Earnings Per Share (EPS) (in ₹)	4.85	2.57	1.67
Profit and Loss Account (debit balance)	-	-	-
Miscellaneous Expenditure (to the extent not written off)	-	-	-
Networth	3,909.01	3245.77	3,282.93
Net Asset Value (NAV) per share (in ₹)	51.29	45.27	53.33

Share price information

The equity shares of Inox Leisure Limited are listed on the NSE and the BSE.

The details of the monthly high and low prices of the closing prices on the NSE during the preceding six months are as follows:

(in ₹)

Month, Year	Monthly Low	Monthly High
September, 2014	161.90	185.50
October, 2014	162.00	185.60
November, 2014	165.70	197.65
December, 2014	138.70	187.00
January, 2015	169.40	191.80
February, 2015	172.05	185.00

Source: www.nseindia.com

The details of the monthly high and low prices of the closing on the BSE during the preceding six months are as follows:

(in ₹)

Month, Year	Monthly Low	Monthly High
September, 2014	161.00	185.65
October, 2014	162.15	185.60
November, 2014	166.10	197.30
December, 2014	148.15	186.05
January, 2015	169.65	192.00
February, 2015	171.00	185.00

Source: www.bseindia.com

Promise vis-à-vis Objects

Inox Leisure Limited made an initial public offer in February 2006. It has utilised all the funds raised from its initial public offer for the purposes stated as under:

(₹ in million)

Sr. No.	Particulars	Projection in offer documents	Actual Funds utilized
1.	On capital expenditure/payments relating to the new projects of the Inox Leisure Limited and for corporate purposes	1,440	1,440
	Total	1,440	1,440

Inox Leisure Limited has utilised the amount raised in its initial public offering within time frame as envisaged in its Prospectus.

Inox Leisure Limited has not made any public or right issue since its initial public offering in the Financial Year 2005-2006.

Interest in our Company

Inox Leisure Limited does not have any interest, including any business or other interest, in our Company. Further, Inox Leisure Limited has no interest in the promotion of our Company.

Inox Leisure Limited has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

Inox Leisure Limited is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

Except as stated in “Financial Statements - Restated Unconsolidated Statement of Related Party Transactions” on page 285, Inox Leisure Limited had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to Inox Leisure Limited.

Loans granted or taken from our Company

As on the date of this Red Herring Prospectus, Inox Leisure Limited has neither granted any unsecured loan to our Company nor taken any unsecured loan from our Company.

Mechanism for redressal of investor grievance

The board of directors of Inox Leisure Limited re-constituted the investor grievances-cum-share transfer committee as “Stakeholders’ Relationship Committee” by way of board meeting dated May 27, 2014 to look into the redressal of shareholder and investor complaints, issue of duplicate/consolidated share certificates, allotment and listing of shares and review of cases of refusal of transfer/transmission of shares and debentures and reference to statutory and regulatory authorities. Inox Leisure Limited also has an investor relations department focused on servicing the needs of the investors, analysts, brokers and the general public. Mr. Pavan Kumar Jain is the chairman of the committee. Mr. Vivek Kumar Jain and Mr. Deepak Asher are the other members of this committee. Mr. Miket Shashikant Bahuva, the Company Secretary of Inox Leisure Limited is the compliance officer of this committee.

All share related matters namely transfer, transmission, transposition, nomination, dividend, change of name, address and signature, registration of mandate and power of attorney, replacement, split, consolidation, dematerialisation and rematerialisation of shares, issue of duplicate certificates etc. are handled by Inox Leisure Limited’s registrars and transfer agents, Karvy Computershare Private Limited. During the last financial year, the committee held three meetings on December 16, 2013, January 22, 2014 and February 7, 2014. As of March 31, 2014, there were NIL outstanding investor complaints pending against Inox Leisure Limited. During the first quarter of Financial Year 2014-15, one complaint was received and the same was resolved.

Other confirmations

- Inox Leisure Limited is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of Inox Leisure Limited;
- Inox Leisure Limited has not made a loss in the immediately preceding year;
- There are no common pursuits among Inox Leisure Limited and our Company;
- Inox Leisure Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities;
- Inox Leisure Limited has not failed to meet the listing requirements of any recognized stock exchange in India or abroad and no penalty, if any including suspension of trading, has been imposed on Inox Leisure Limited;
- There are no adverse findings, as regards compliance with the securities laws against Inox Leisure Limited.

Amalgamation of Fame India Limited, Headstrong Films Private Limited Big Pictures Hospitality Services Private Limited and Fame Motion Pictures Limited into Inox Leisure Limited

Inox Leisure Limited has received approval of the Gujarat High Court and the Bombay High Court for Merger of Fame India Limited, Fame Motion Pictures Limited, Big Pictures Hospitality Services Private Limited and Headstrong Films Private Limited (collectively referred to as the Transferor Companies) with Inox Leisure Limited on March 12, 2013 read with order dated March 20, 2013 and May 10, 2013, respectively. The sanctioned scheme has been filed with the RoC, Mumbai and RoC, Ahmedabad and the companies have been amalgamated with effect from May 25, 2013.

As per the scheme of amalgamation, Inox Leisure Limited has issued and allotted to each equity shareholder of Transferor Companies whose name is recorded in the register of members of each of these companies on the record date i.e. June 28, 2013 in the following share exchange ratio:

- i. Five fully paid up equity shares of ₹10 each of Inox Leisure Limited shall be issued/allotted for every eight fully paid equity share of ₹10 each held by such shareholder in Fame India Limited on June 28, 2013; and
- ii. One fully paid up equity shares of ₹10 each of Inox Leisure Limited shall be issued/allotted for every 74 fully paid equity share of ₹10 each held by such shareholder in Headstrong Films Private Limited on June 28, 2013.

Further, with respect to Inox Leisure Limited's holding in erstwhile Fame India Limited, 24,431,570 equity shares of Fame India limited has been transferred to the Inox Benefit Trust, a trust set up pursuant to the scheme, for the benefit of Inox Leisure Limited on July 19, 2013.

Acquisition of Satyam Cineplexes Limited ("SCL")

Inox Leisure Limited has completed the acquisition of 100% equity shares of Satyam Cineplexes Limited. Accordingly, Satyam has now become a wholly owned subsidiary of Inox Leisure Limited with effect from August 8, 2014.

Investment in Shouri Properties Private Limited ("SPPL")

Inox Leisure Limited has invested ₹15 Lacs in SPPL. On preferential allotment of shares to Inox Leisure Limited, SPPL has become a subsidiary of Inox Leisure Limited with effect from November 24, 2014 with Inox Leisure Limited holding 93.75% of the issued and paid-up share capital of SPPL.

2. Inox Renewables Limited ("IRL")

IRL was incorporated on November 11, 2010 under the Companies Act. IRL has obtained Certificate of Commencement of Business on November 26, 2010.

Its registered office is located at Survey No. 1837 and 1834, Moje Jetapur, ABS Towers, 2nd floor Old Padra Road, Vadodara – 390 007, Gujarat, India. Equity shares of IRL are not listed on any stock exchange.

IRL is engaged in the business of setting up and operating of Wind Farms.

Interest of the Promoters

GFL holds 3,374,400 equity shares of ₹10 each constituting 99.98% paid up capital of IRL as on December 31, 2014.

Financial Performance

The summary of audited unconsolidated financial statements of IRL for the last three years are as follows:

(₹ in million)

Particulars	Financial Years		
	2013-14	2012-13	2011-12
Equity Share Capital (par value ₹10 per equity share)	30.50	30.50	30.50
Reserves and Surplus (excluding revaluation reserve if any)	324.87	235.63	(4.44)
Total Income	1,177.51	1,328.06	36.83
Profit/(Loss) after Tax	116.79	240.07	(2.76)
Earnings Per Share (EPS) (in ₹)	38.29	78.71	(30.36)
Profit and Loss Account (debit balance)	-	-	4.44
Miscellaneous Expenditure (to the extent not written off)	-	-	-
Net worth	355.37	266.13	26.06
Net Asset Value (NAV) per share (in ₹)	116.51	87.26	8.54

Interest in our Company

Except as provided for in the Framework Agreement dated July 2, 2013 and for existing contracts for setting up of wind farm projects and operations and maintenance of operational projects, IRL does not have any interest, including any business or other interest, in our Company. For details regarding Framework Agreement please refer to the heading "Framework Agreement with GFL and IRL" in "Business" on page 152.

Further, IRL has no interest in the promotion of our Company.

Except as described under the heading "Framework Agreement with GFL and IRL" in "Business" on page 152, IRL has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

IRL is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

Except as stated in “*Financial Statements - Restated Unconsolidated Statement of Related Party Transactions*” on page 285, IRL had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to IRL.

Other confirmations

- IRL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of IRL;
- IRL has not made a loss in the immediately preceding year;
- IRL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities;

3. Satyam Cineplexes Limited (“SCL”)

SCL was incorporated on June 9, 2000 under the Companies Act, 1956. SCL has obtained Certificate of Commencement of Business on July 4, 2000.

Its registered office is located at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110 001, India. Equity shares of SCL are not listed on any stock exchange.

SCL is engaged in the business of operating multiplex cinema theatres.

Interest of the Promoters

GFL, as on December 31, 2014, through its subsidiary ILL holds 4,595,533 equity shares of ₹10, which constitute 100% of the issued and paid-up share capital of SCL.

Financial Performance

The summary of audited unconsolidated financial statements of SCL for the last three years are as follows:

(₹ in million)

Particulars	Financial Years		
	2013-14	2012-13	2011-12
Equity Share Capital (par value ₹10 per equity share)	40.00	40.00	40.00
Reserves and Surplus (excluding revaluation reserve if any)	104.71	91.24	41.16
Total Income	994.14	959.00	635.30
Profit/(Loss) after Tax	13.47	50.07	8.16
Earnings Per Share (EPS) (in ₹)(Basic)	3.37	12.52	2.04
Earnings Per Share (EPS) (in ₹)(Diluted)	2.88	10.69	1.52
Profit and Loss Account (debit balance)	-	-	-
Miscellaneous Expenditure (to the extent not written off)	-	-	-
Net worth	144.71	131.24	81.16
Net Asset Value (NAV) per share (in ₹)	36.18	32.81	20.29

Interest in our Company

SCL does not have any interest, including any business or other interest, in our Company. Further, SCL has no interest in the promotion of our Company.

SCL has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

SCL is not interested in any property acquired by our Company since its incorporation or proposed to be acquired by our Company.

SCL had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to SCL.

Other confirmations

- SCL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of SCL;
- SCL has not made a loss in the immediately preceding year;
- SCL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

4. Inox Renewables (Jaisalmer) Limited, (“IRJL”)

IRJL was incorporated on July 24, 2012 under the Companies Act. IRJL has obtained Certificate of Commencement of Business on September 7, 2012.

Its registered office is located at Survey No. 1837 and 1834, Moje Jetalpur, ABS Towers, 2nd Floor, Old Padra Road, Vadodara – 390 007, Gujarat, India. Equity shares of IRJL are not listed on any stock exchange.

IRJL is engaged in the business of operating wind farms.

Interest of the Promoters

GFL, as on December 31, 2014, through its subsidiary IRL holds 106,050,000 equity shares of ₹10, which constitute 100% of the issued and paid-up share capital of IRJL.

Financial Performance

The summary of audited unconsolidated financial statements of IRJL since its incorporation are as follows:

(₹ in million)

Particulars	Financial Years	
	2013-14	2012-13
Capital	1,060.50	1,060.50
Reserves and Surplus (excluding revaluation reserve if any)	123.37	86.45
Total Income	591.14	82.22
Profit/(Loss) after Tax	36.92	86.45
Earnings Per Share (EPS) (in ₹)	0.35	4.42
Profit and Loss Account (debit balance)	-	-
Miscellaneous Expenditure (to the extent not written off)	-	-
Net worth	1,183.87	1,146.95
Net Asset Value (NAV) per share (in ₹)	11.16	10.82

Note: Per share disclosure not applicable since there are no paid-up share capital

Interest in our Company

Except as stated in “Financial Statements - Restated Unconsolidated Statement of Related Party Transactions” on page 285, IRJL does not have any interest, including any business or other interest, in our Company. Further, IRJL has no interest in the promotion of our Company.

IRJL has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

IRJL is not interested in any property acquired by our Company since its incorporation or proposed to be acquired by our Company.

Except as stated in “Financial Statements - Restated Unconsolidated Statement of Related Party Transactions” on page 285, IRJL had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to IRJL.

Other confirmations

- IRJL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of IRJL;
- IRJL has not made a loss in the immediately preceding year;
- IRJL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

5. Xuancheng HengYuan Chemical Technology Company Limited ("XHCT Limited")

XHCT Limited was incorporated on November 15, 2006. XHCT Limited's registered office is located at Qilin Avenue, New District of Xuanzhou Industrial Park, Xuanzhou District, Anhui Province.

Equity shares of XHCT Limited are not listed on any stock exchange.

XHCT Limited is involved in the business of manufacture of Anhydrous Hydrogen Fluoride and allied activities.

Interest of the Promoters

GFL holds 33.77% of paid up capital of the XHCT Limited as on December 31, 2014.

Financial Performance

The summary of audited unconsolidated financial statements of XHCT Limited for the last three years are as follows:

(₹ in million)

Particulars	Financial Years		
	2013	2012	2011
Capital	693.01	596.34	563.66
Reserves and Surplus (excluding revaluation reserve if any)	(241.17)	(70.65)	94.70
Total Income	1,624.44	1,945.72	2,010.41
Profit/(Loss) after Tax	(156.31)	(104.27)	55.34
Earnings Per Share (EPS) (in ₹)	NA	NA	NA
Profit and Loss Account (debit balance)	(277.16)	(120.85)	-
Miscellaneous Expenditure (to the extent not written off)	-	-	-
Net worth	451.84	525.69	658.36
Net Asset Value (NAV) per share (in ₹)	NA	NA	NA

Note: Per share disclosure not applicable since there are no paid-up shares.

Financial year for XHCT Limited is the calendar year.

The financial statements of XHCT Limited were originally prepared in Chinese Yuan and have been converted into INR.

The conversion rate applied was:

Currency	Exchange rate into ₹ as on December 31		
	2013	2012	2011
1 Chinese Yuan	10.18	8.76	8.28

Source: www.x-rates.com

Interest in our Company

XHCT Limited does not have any interest, including any business or other interest, in our Company. Further, XHCT has no interest in the promotion of our Company.

XHCT Limited has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

XHCT Limited is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

XHCT Limited had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to XHCT Limited.

Other confirmations

- No application has been made for deregistration of XHCT Limited;
- XHCT Limited has made a loss in the immediately preceding year as stated above;
- XHCT Limited is not prohibited from accessing the capital markets for any reasons by any authority.

B. Group Company with negative net worth

Relevant details of Group Company which had negative net worth in the last audited Financial Year other than our Subsidiary, IWISL are as provided below:

6. Swarnim Gujarat Fluorspar Private Limited (“SGFPL”)

SGFPL was incorporated on June 19, 2012. Its registered office is located at 7th Floor, Khanij Bhavan, Near Gujarat University Ground, 132 Ft Ring Road, Vastrapur, Ahmedabad – 380 052, Gujarat, India. Equity shares of SGFPL are not listed on any stock exchange.

SGFPL is involved in the business of manufacture of Anhydrous Hydrogen Fluoride and allied activities.

Interest of the Promoters

GFL holds 1,082,500 equity shares of ₹10 each constituting 49.43% of paid up capital of the SGFPL as on December 31, 2014. Balance 49.43% is held by Navin Fluorine International Limited and 1.14% by Gujarat Mineral Development Corporation Limited. The paid up capital of SGFPL is 2,215,000 equity shares of ₹10 each.

Financial Performance

The summary of audited unconsolidated financial statements of SGFPL since incorporation is as follows:

(₹ in million)

Particulars	Financial Year 2013-14	Financial Year 2012-13
Equity Share Capital (par value ₹10 per equity share)	0.50	0.50
Reserves and Surplus (excluding revaluation reserve if any)	(3.26)	(2.37)
Total Income	0.07	-
(Loss) after Tax	(0.88)	(2.37)
Earnings Per Share (EPS) (in ₹)	(17.66)	(67.99)
Profit and Loss Account (debit balance)	(3.26)	(2.37)
Miscellaneous Expenditure (to the extent not written off)	-	-
Networth	(2.76)	(1.87)
Net Asset Value (NAV) per share (in ₹)	(55.15)	(37.50)

Interest in our Company

SGFPL has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

SGFPL is not interested in any property acquired by our Company since its incorporation or proposed to be acquired by our Company.

SGFPL had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to SGFPL.

Other confirmations

- SGFPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of SGFPL;
- SGFPL has incurred losses in the immediately preceding year;
- SGFPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities;
- SGFPL does not have any interest, including any business or other interest, in our Company;
- Further, it has no interest in the promotion of our Company.

7. Shouri Properties Private Limited ("SPPL")

SPPL was incorporated on January 1, 2002 under the Companies Act, 1956.

Its registered office is located at Unit No F 1, 1st Floor Shanti Nagar Co Operative Industrial Estate Limited, Vakola Santacruz (E), Mumbai – 400 055, Maharashtra, India. Equity shares of SPPL are not listed on any stock exchange.

SPPL is engaged in the business of operating multiplex cinema theatre.

Interest of the Promoters

GFL, as on December 31, 2014, through its subsidiary ILL holds 150,000 equity shares of ₹10, which constitute 93.75% of the issued and paid-up share capital of SPPL.

Financial Performance

The summary of audited unconsolidated financial statements of SPPL for the last three years are as follows:

(₹ in million)

Particulars	Financial Years		
	2013-14	2012-13	2011-12
Equity Share Capital (par value ₹10 per equity share)	0.10	0.10	0.10
Reserves and Surplus (excluding revaluation reserve if any)	(3.51)	(2.36)	(0.99)
Total Income	48.43	44.54	23.43
Profit/(Loss) after Tax	(1.15)	(1.36)	(1.13)
Earnings Per Share (EPS) (in ₹)(Basic)	(114.93)	(136.29)	(113.46)
Earnings Per Share (EPS) (in ₹)(Diluted)	(114.93)	(136.29)	(113.46)
Profit and Loss Account (debit balance)	(3.51)	(2.36)	0.99
Miscellaneous Expenditure (to the extent not written off)	NIL	NIL	NIL
Net worth	(3.41)	(2.26)	(0.89)
Net Asset Value (NAV) per share (in ₹)	(340.55)	(225.63)	(89.34)

Interest in our Company

SPPL does not have any interest, including any business or other interest, in our Company. Further, SPPL has no interest in the promotion of our Company.

SPPL has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

SPPL is not interested in any property acquired by our Company since its incorporation or proposed to be acquired by our Company.

SPPL had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to SPPL.

Other confirmations

- SPPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of SPPL;
- SPPL has made a loss in the immediately preceding year (2013-14) of ₹1.15 million;
- SPPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

Further, our wholly owned subsidiary, IWISL has negative net worth in the last financial year. For further details please refer to “History and Other Corporate Matters – Our Subsidiaries” on page 181.

C. Other Group Companies***8. Gujarat Fluorochemicals Americas LLC (“GFL USA”)***

GFL USA was incorporated on September 2, 2009. Its registered office is located at 4200 North Highway 77, Rockdale, Texas 76567, USA. Equity shares of GFL USA are not listed on any stock exchange.

GFL USA is involved in the business of marketing of GFL PTFE products.

Interest of the Promoters

GFL holds 100% paid up capital of GFL USA amounting up to ₹101.23 million as on December 31, 2014.

Interest in our Company

GFL USA does not have any interest, including any business or other interest, in our Company. Further, GFL USA has no interest in the promotion of our Company.

GFL USA has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

GFL USA is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

GFL USA had no transactions with our Company in last three years.

No part of the Issue Proceeds is payable to GFL USA.

Other confirmations

- No application has been made for deregistration of GFL USA;
- GFL USA has made a loss in the immediately preceding year;
- GFL USA is not prohibited from accessing the capital markets for any reasons by any authority.

9. Inox Infrastructure Limited

Inox Infrastructure Limited was incorporated on February 27, 2007 as private limited company and converted into public limited company February 8, 2013 by issuance of a Fresh Certificate of Incorporation.

Its registered office is located at 612-618, Narain Manzil, 23, Barakhamba Road, New Delhi - 110 001, India. Equity shares of Inox Infrastructure Limited are not listed on any stock exchange.

It is engaged in the business as real estate owners, real estate agents, and real estate managers.

Interest of the Promoters

GFL, along with its nominees holds 50,000,000 equity shares of ₹10 each constituting 100% paid up capital of Inox Infrastructure Limited as on December 31, 2014.

Interest in our Company

Inox Infrastructure Limited does not have any interest, including any business or other interest, in our Company. Further, Inox Infrastructure Limited has no interest in the promotion of our Company.

Inox Infrastructure Limited has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

Inox Infrastructure Limited is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

Inox Infrastructure Limited had no transactions with our Company in last three years.

No part of the Issue proceeds is payable to Inox Infrastructure Limited.

Other confirmations

- Inox Infrastructure Limited in neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up;
- No application has been made to RoC for striking off the name of Inox Infrastructure Limited;
- Inox Infrastructure Limited has made a loss in the immediately preceding year;
- Inox Infrastructure Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

10. Gujarat Fluorochemicals Singapore Pte Limited (“GFL Singapore”)

GFL Singapore was incorporated on July 22, 2011. Its registered office is located at 158 Cecil Street, # 11-01, Singapore – 069 545. Equity shares of GFL Singapore are not listed on any stock exchange.

GFL Singapore is involved in the business of investment and holds investments in joint venture in Morocco for mining of Fluorspar.

Interest of the Promoters

GFL as on December 31, 2014 holds 100% paid up capital of the GFL Singapore amounting up to ₹145.69 million.

Interest in our Company

GFL Singapore does not have any interest, including any business or other interest, in our Company. Further, GFL Singapore has no interest in the promotion of our Company.

GFL Singapore has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

GFL Singapore is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

GFL Singapore had no transactions with our Company in last three years.

No part of the Issue proceeds is payable to GFL Singapore.

Other confirmations

- No application has been made for deregistration of GFL Singapore;
- GFL Singapore has not made a loss in the immediately preceding year;
- GFL Singapore is not prohibited from accessing the capital markets for any reasons by any authority.

11. Gujarat Fluorochemicals GmbH (“GFL GmbH”)

GFL GmbH was incorporated on August 19, 2013. Its registered office is located at Chilehaus A, Fischertwiete 2, D-20095, Hamburg, Germany. Equity shares of GFL GmbH are not listed on any stock exchange.

GFL GmbH is involved in the business of trading with as well as import and export, processing, distribution, marketing and storage of polymers and organic and inorganic compound, especially Poly Tetra Fluoro, Ethylene (PTFE grades) along with providing sales service and technical support to German and EU customers.

Interest of the Promoters

GFL as on December 31, 2014 holds 100% paid up capital of the GFL GmbH amounting up to ₹2.18 million.

Interest in our Company

GFL GmbH does not have any interest, including any business or other interest, in our Company. Further, GFL GmbH has no interest in the promotion of our Company.

GFL GmbH has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

GFL GmbH is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

GFL GmbH had no transactions with our Company in last three years.

No part of the Issue proceeds is payable to GFL GmbH.

Other confirmations

- No application has been made for deregistration of GFL GmbH;
- GFL GmbH has made a loss in the immediately preceding year;
- GFL GmbH is not prohibited from accessing the capital markets for any reasons by any authority.

12. GFL GM Fluorspar (SA) (“GFL GM”)

GFL GM Fluorspar (SA) was incorporated on August 15, 2011. Its registered office is located at 219, Boulevard, Zerktouni, Residence E 1, Bardai 20100, Casablanca, Morocco.

Equity shares of GFL GM are not listed on any stock exchange.

GFL GM is involved in the business of mining of Fluorspar in Morocco.

Interest of the Promoters

GFL, through its wholly owned subsidiary, GFL Singapore, holds 74% paid up capital of the GFL GM as on December 31, 2014.

Interest in our Company

GFL GM does not have any interest, including any business or other interest, in our Company. Further, GFL GM has no interest in the promotion of our Company.

GFL GM has no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

GFL GM is not interested in any property acquired by our Company within the last two years or proposed to be acquired by our Company.

GFL GM had no transactions with our Company in last three years.

No part of the Issue proceeds is payable to GFL GM.

Other confirmations

- No application has been made for deregistration of GFL GM;
- GFL GM has not made a loss in the immediately preceding year;
- GFL GM is not prohibited from accessing the capital markets for any reasons by any authority;
- GFL GM does not have any interest, including any business or other interest, in our Company.

Other than as disclosed in the “*Financial Statements - Restated Unconsolidated Statement of Related Party Transactions*” on page 285, there are no sales/purchases between our Company and the Group Companies and Subsidiary companies when such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board of Directors and approved by our shareholders, in their discretion, and will depend on a number of factors, including but not limited to our earnings, general financial conditions, capital requirements, results of operations, contractual obligations and overall financial position, applicable Indian legal restrictions, our Articles of Association and other factors considered relevant by the Board of Directors.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company may enter into to finance our fund requirements for our business activities.

Our Company has not paid any dividend since incorporation.

SECTION VI: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

AUDITOR REPORT AND FINANCIAL INFORMATION

Restated Consolidated Financial Statements

February 2, 2015

To,
The Board of Directors of Inox Wind Limited,
Inox Towers, Plot No. 17, Sector 16A,
Noida, Uttar Pradesh

Dear Sirs:

Sub: Proposed initial public offering (the “Issue”) of equity shares (the “Equity Shares”) of Inox Wind Limited (the “Company”)

1. This report is issued in accordance with the terms of our engagement *vide* our engagement letter dated 10th May 2013.
2. The accompanying restated consolidated financial information, expressed in Indian Rupees, in million (the “**Restated Financial Information**”) of Inox Wind Limited (the “**Company**”), comprising the financial information as detailed in paragraph A below and other financial information as detailed in paragraph B below, has been prepared by the management of the Company in accordance with the requirements of Part I of Chapter III to the Companies Act, 2013 (the “**Act**”) and Item (IX) of Part (B) of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**SEBI ICDR Regulations**”) issued by the Securities and Exchange Board of India (the “**SEBI**”) in connection with the Issue.
3. For the purposes of our examination, we have placed reliance on the audited consolidated financial statements of the Company for the nine month period ended December 31, 2014 and for the years ended March 31, 2014 and March 31, 2013, on which we have expressed unqualified audit opinions *vide* our reports dated January 23, 2015, May 29, 2014 and May 27, 2013, respectively;

Management’s Responsibility for the Restated Financial Information

4. The preparation of the Restated Financial Information, which is to be included in the Red Herring Prospectus and Prospectus (“**Offer Documents**”), is the responsibility of the management of the Company.

Auditor’s Responsibilities

5. Our work has been carried out in accordance with Generally Accepted Auditing Standards, as per the (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Chapter III to the Act. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI ICDR Regulations in connection with the Issue.

A. Financial Information as per audited financial statements:

6. We have examined the following summarized financial statements of the Company contained in Restated Consolidated Financial Information of the Company:
 - a) the “Restated Consolidated Statement of Assets and Liabilities” as at December 31, 2014, December 31, 2013, March 31 2014 and March 31, 2013 (enclosed as **Annexure I**);

- b) the “Restated Consolidated Statement of Profit and Loss” for the nine month period ended December 31, 2014, December 31, 2013 and year ended March 31, 2014, March 31, 2013 (enclosed as **Annexure II**); and
 - c) the “Restated Consolidated Statement of Cash Flows” for the period ended December 31, 2014, December 31, 2013 and year ended March 31, 2014, March 31, 2013 (enclosed as **Annexure III**).
7. The Restated Consolidated Financial information, expressed in million, has been derived from the audited consolidated financial statements of the Company as at and for the period ended December 31, 2014 which are expressed in Rupees in Lakh and year ended March 31, 2014 and March 31, 2013, which were expressed in Indian Rupees.
 8. The Restated Consolidated Financial information should be read in conjunction with the basis of preparation and significant accounting policies enclosed as **Annexure IV**.
 9. We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2014. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to December 31, 2014.

B. Other Financial Information:

10. At the Company’s request, we have also examined Other Consolidated Financial Information relating to the Company as at and for the period ended December 31, 2014, December 31, 2013, March 31, 2014, March 31, 2013 proposed to be included in the Offer Documents, prepared by the management of the Company and as approved by the Board of Directors of the Company and annexed to this report:

Annexure	
Annexure V	Notes to the Restated Consolidated Financial Information
Annexure VI	Statement on Adjustments to Audited Consolidated financial statements
Annexure VII	Restated Consolidated Statement of Non-Current Investments
Annexure VIII	Restated Consolidated Statement of Trade Receivables
Annexure IX	Restated Consolidated Statement of Loans & Advances
Annexure X	Restated Consolidated Statement of Secured Borrowings
Annexure XI	Restated Consolidated Statement of Other Income
Annexure XII	Restated Consolidated Statement of Accounting Ratios
Annexure XIII	Restated Consolidated Statement of Capitalisation
Annexure XIV	Restated Consolidated Segmental Reporting
Annexure XV	Restated Consolidated Statement of Related Party Transactions

Opinion

11. In our opinion:
 - i. the Restated Financial Information of the Company, as attached to this report and as mentioned in paragraphs A and B above, read with basis of preparation and significant accounting policies have been prepared in accordance with Chapter III to the Act and the SEBI ICDR Regulations and are in compliance with the applicable Accounting Standards;
 - ii. there are no changes in accounting policies of the Company;
 - iii. the material adjustments relating to previous years have been adjusted in the year/ period to which they relate;
 - iv. there are no qualifications in the auditor’s reports, which require any adjustments; and
 - v. there are no extra-ordinary items which need to be disclosed separately.
12. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or by another firm of chartered accountants on the financial statements of the Company.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Yours sincerely,

**For M/s Patankar & Associates,
Chartered Accountants,
Firm Registration Number: 107628W**

**Sanjay Agrawal
Partner
Membership No.: 049051
Place: Pune**

Restated consolidated statement of assets and liabilities

Annexure I

(₹ in million)

Particulars	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
A Non-current assets				
(a) Goodwill on consolidation	16.46	16.46	16.46	-
(b) Net Fixed Assets				
(i) Tangible Assets	1,518.68	1,585.82	1,561.45	1,396.63
(ii) Intangible Assets	140.97	167.23	160.78	169.35
(iii) Capital work-in-progress	452.40	154.79	254.61	40.70
	2,112.05	1,907.84	1,976.84	1,606.68
(c) Non-Current Investments	0.02	0.02	0.02	0.02
(d) Deferred tax assets (Net)	147.71	52.88	60.63	0.07
(e) Long-term loans and advances	1,005.42	789.43	911.54	625.18
(f) Other non-current assets	123.03	47.89	32.60	-
Total non-current assets	3,404.69	2,814.52	2,998.09	2,231.95
B Current assets				
(a) Current Investments	-	450.00	450.00	-
(b) Inventories	3,118.56	2,342.28	2,706.80	794.53
(c) Trade receivables	12,513.81	6,128.96	7,099.74	5,002.17
(d) Cash and bank balances	189.19	19.25	40.18	15.16
(e) Short-term loans and advances	2,400.53	1,486.60	1,116.48	1,338.83
(f) Other Current assets	272.96	104.43	376.97	118.97
Total current assets	18,495.05	10,531.52	11,790.17	7,269.66
Total assets (A + B)	21,899.74	13,346.04	14,788.26	9,501.61
C Non-current liabilities				
(a) Long-term borrowings	575.00	600.00	550.00	1,312.50
(b) Deferred tax liabilities (Net)	186.81	215.88	211.74	195.47
(c) Other Long term liabilities	24.00	24.00	24.00	24.00
(d) Long-term provisions	23.47	11.89	13.79	8.36
Total non-current liabilities	809.28	851.77	799.53	1,540.33
D Current liabilities				
(a) Short-term borrowings	6,712.93	4,729.48	4,254.01	2,054.86
(b) Trade payables	5,742.32	2,250.14	4,228.11	2,278.41
(c) Other current liabilities	2,534.43	1,736.18	1,273.47	646.19
(d) Short-term provisions	124.71	35.94	35.23	26.12
Total current liabilities	15,114.39	8,751.74	9,790.82	5,005.58
Total liabilities (C + D)	15,923.67	9,603.51	10,590.35	6,545.91
Net Worth (A + B - C - D)	5,976.07	3,742.53	4,197.91	2,955.70
E Represented by				
(a) Share capital				
Equity share capital	2,000.00	2,000.00	2,000.00	400.00
(b) Reserves and surplus				
Capital reserve	3.00	3.00	3.00	3.00
Surplus in the statement of profit and loss	4,059.59	1,805.52	2,267.31	2,552.70
	4,062.59	1,808.52	2,270.31	2,555.70
Less: Miscellaneous expenditure (to the extent not written off or adjusted) - IPO Expenses	(86.52)	(65.99)	(72.40)	-
	3,976.07	1,742.53	2,197.91	2,555.70
Net worth	5,976.07	3,742.53	4,197.91	2,955.70

Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated consolidated financial information (Annexure V)

Restated consolidated statement of profit and loss

Annexure II

(₹ in million)

Particulars	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Income				
Revenue from Operations				
- Sale of Products	16,213.30	8,580.04	13,734.06	9,484.82
- Sale of Services	1,525.14	135.37	1,755.89	1,009.84
- Other Operating Income	56.49	58.51	182.10	94.44
Other Income	154.86	79.40	91.37	47.66
Total (a)	17,949.79	8,853.32	15,763.42	10,636.76
Expenses:				
Cost of Materials Consumed	11,652.82	6,488.44	10,527.51	6,876.46
Changes in Inventories of finished goods & work-in-progress	(126.64)	(704.36)	(1,130.66)	(87.27)
EPC, O&M, Common Infrastructure Facility and Site Development expenses	1,725.92	564.17	2,734.33	941.45
Employee Benefits Expense	391.11	293.50	384.33	249.84
Other expenses	1,323.53	938.16	1,418.91	643.87
Less: Expenditure capitalised	-	(13.86)	(17.41)	-
Total (b)	14,966.74	7,566.05	13,917.01	8,624.35
Restated profit before interest, depreciation & amortization and tax (a - b)	2,983.05	1,287.27	1,846.41	2,012.41
Depreciation and amortization expense	147.25	86.28	116.09	89.00
Restated operating profit before interest and tax	2,835.80	1,200.99	1,730.32	1,923.41
Finance costs	464.48	380.05	460.01	386.65
Restated profit before tax	2,371.32	820.94	1,270.31	1,536.76
Tax expense:				
Current tax	689.89	206.93	306.98	313.33
MAT Credit Entitlement	-	(206.93)	(306.98)	(300.13)
Deferred tax charge/(credit)	(111.71)	(31.88)	(44.29)	19.34
Total tax expense	578.18	(31.88)	(44.29)	32.54
Restated profit after tax	1,793.14	852.82	1,314.60	1,504.22
<i>Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated consolidated financial information (Annexure V)</i>				

Restated consolidated statement of cash flows

Annexure III

(₹ in million)

Particulars	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Cash flow from operating activities				
Net Profit before tax	2,371.32	820.94	1,270.31	1,536.76
Adjustments for:				
Depreciation & Amortization	147.25	86.28	116.09	89.00
Interest income	(64.49)	(63.95)	(74.86)	(46.23)
Dividend income	-	-	-	(1.43)
Profit on sale of non-current investments	(40.02)	-	-	-
Profit on sale of current investments	-	(15.45)	(15.45)	-
Provision for doubtful advances	-	-	2.00	-
Finance costs	464.48	380.05	460.01	386.65
Unrealised Foreign Exchange (gain)/loss (net)	78.16	57.08	77.78	(25.99)
Operating profit before working capital changes	2,956.70	1,264.95	1,835.88	1,938.76
Adjustments for:				
Long term provisions	9.69	3.53	5.42	4.92
Trade payables	1,528.34	(101.17)	1,806.72	1,204.53
Other current liabilities	1,773.71	481.16	199.96	133.87
Short term provisions	1.98	1.79	3.12	1.50
Long term loans and advances	(2.29)	(0.11)	(0.09)	(0.05)
Other non-current assets	(14.11)	(65.99)	(72.40)	-
Inventories	(411.76)	(1,478.48)	(1,842.99)	202.43
Trade receivables	(5,431.78)	(1,170.15)	(2,097.02)	(4,263.77)
Short term loans and advances	(459.77)	(748.76)	(159.91)	(67.86)
Other current assets	81.73	6.47	(224.30)	(77.24)
Cash generated from /(used in) operations	32.44	(1,806.76)	(545.61)	(922.91)
Income-tax paid	(480.17)	(209.00)	(334.35)	(287.24)
Net cash generated from /(used in) operating activities	(447.73)	(2,015.76)	(879.96)	(1,210.15)
Cash flow from investing activities				
Purchase of fixed assets (including changes in capital advances and capital work-in-progress)	(541.77)	(315.97)	(440.17)	(351.26)
Inter corporate deposits given (net)	(814.40)	632.24	411.51	(1,010.60)
Interest received	352.51	77.93	85.85	5.72
Dividend received	-	-	-	1.44
Purchase of current investments	-	(3,450.00)	(3,450.00)	(1,250.00)
Redemption of current investments	-	3,465.45	3,465.45	1,250.00
Purchase of other non-current investment	-	(450.00)	(450.00)	(0.02)
Redemption of non-current investments	490.02	-	-	-
Purchase of shares of subsidiary company	-	(19.10)	(19.10)	-
Movement in bank deposits with original maturity of more than three months	(198.49)	(47.68)	(44.56)	-
Net cash generated from/(used in) investment activities	(712.13)	(107.13)	(441.02)	(1,354.72)
Cash flow from financing activities				
Proceeds from /(Repayment of) Long Term Loans (net)	(477.50)	(150.00)	(387.50)	1,700.00
Proceeds from /(Repayment of) Short Term Loans (net)	2,388.56	2,646.92	2,176.56	862.43
Finance costs	(712.05)	(379.37)	(464.72)	(375.11)
Net cash generated from/(used in) financing activities	1,199.01	2,117.55	1,324.34	2,187.32
Capital receipt	-	-	-	3.00
Opening cash and cash equivalents	18.67	15.31	15.16	389.71
Cash and cash equivalents on subsidiary acquired during the year	-	-	0.15	-
Net increase/(decrease) in cash and cash equivalents	39.15	(5.34)	3.36	(374.55)

Particulars	For the period/year ended			
	December	December	March	March
	31, 2014	31, 2013	31, 2014	31, 2013
Closing cash and cash equivalents	57.82	9.97	18.67	15.16
<i>Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated consolidated financial information (Annexure V)</i>				

Annexure IV**Statement of basis of preparation and significant accounting policies adopted by the Company in preparing its consolidated financial statements****1. Corporate Information**

Inox Wind Limited (“IWL” or “Parent Company”) is engaged in the business of manufacture of Wind Turbine Generators (“WTGs”) and also provides Erection, Procurement & Commissioning (“EPC”) services for WTGs. The Company is a subsidiary of Gujarat Fluorochemicals Limited. The area of operations of the Company is within India.

The Consolidated Financial Statements (“CFS”) relate to IWL and its subsidiaries, collectively referred to as the “Group”. The subsidiaries considered in the interim condensed financial statements are:

- a) Subsidiary of IWL: Inox Wind Infrastructure Services Limited (IWISL) is a wholly owned subsidiary, incorporated in India and engaged in the business of providing Erection, Procurement & Commissioning (“EPC”), Operations & Maintenance (“O&M”) and Common Infrastructure Facilities services for WTGs.
- b) Subsidiary of IWISL: Marut-Shakti Energy India Limited (MSEIL) is a wholly owned subsidiary of IWISL, incorporated in India and engaged in the business of development of Wind Farm sites. During the previous year, on September 13, 2013, IWISL had acquired the entire share capital of MSEIL and MSEIL has become a subsidiary of IWISL w.e.f. September 13, 2013. Consequently, in previous year, the financial results of MSEIL are included in the CFS from September 13, 2013 on the basis of the financial statements prepared and certified by the MSEIL’s management for the period ended on September 12, 2013.

2. Basis of Preparation and principles of consolidation:

The CFS are prepared in accordance with Accounting Standard (AS) 21: Consolidated Financial Statements, issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The CFS have been prepared on the following basis:

- a) The interim condensed financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Inter-company balances, inter-company transactions and unrealized profits are fully eliminated. Unrealized losses resulting from Inter-company transactions are eliminated unless cost cannot be recovered.
- b) The CFS are prepared using uniform accounting policies for the like transactions and other events in similar circumstances. The CFS are presented, to the extent possible, in the same manner as the Parent Company’s separate financial statements.
- c) Goodwill on consolidation represents excess of the cost to the parent of its investment in a subsidiary over the parent’s portion of equity of the subsidiary, at the date on which investment in the subsidiary is made, and is recognized as an asset in the consolidated financial statements. The Goodwill on consolidation is evaluated for impairment whenever there is any indication that its carrying amount may have been impaired.

3. Other Significant Accounting Policies**a) Revenue Recognition:**

Revenue from sale of products is recognized when the significant risks and rewards of ownership of goods have passed on to the customers in terms of the respective contracts for supply. Sales are exclusive of sales-tax and net of sales return/cancellation and discounts. Revenue from EPC, Common Infrastructure Facilities and Site Development Services is recognized on completion of services, in

terms of the contract, and is net of taxes. Revenue from Operations & Maintenance contracts is recognized pro-rata over the period of the contract, as per the terms of the contract, and is net of taxes. Income on sale of electricity generated is recognized on the basis of actual units generated and transmitted to the purchaser. Interest income is recognized on time proportion basis. Dividend income is recognized when the unconditional right to receive the dividend is established.

b) Fixed Assets and Intangible Assets:

Fixed assets are carried at cost as reduced by accumulated depreciation/amortization, except freehold land, which is carried at cost. Cost comprises of cost of acquisition/construction, including any expenses attributable to bring the asset to its working condition for its intended use, and is net of credit for taxes, as applicable. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. Borrowing costs directly attributable to acquisition or construction of qualifying fixed assets are capitalized.

c) Depreciation and Amortization:

Consequent to Schedule II of the Companies Act, 2013 becoming effective from April 1, 2014, the depreciation/amortization is provided as under:

I. On tangible assets-

Cost of leasehold land is amortized over the period of lease. Depreciation on other fixed assets, excluding freehold land, is provided on straight line method at the rates determined as per the useful lives prescribed in Schedule II to the Companies Act, 2013.

II. On intangible assets-

Cost of technical know-how is amortized equally over a period of ten years. Cost of software is amortized equally over a period of six years.

Upto March 31, 2014, depreciation/ amortization was provided as under:

I. On tangible assets–

Cost of leasehold land was amortized over the period of lease. Depreciation on other fixed assets, excluding freehold land, was provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Fixed assets costing upto ₹ 5,000 each were fully depreciated in the year of acquisition.

II. On intangible assets –

Cost of technical know-how was amortized equally over a period of ten years. Cost of software was amortized @ 16.21% p.a. on straight line method.

d) Impairment of assets:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's assets and impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

e) Investments:

Investments are classified into long term and current investments. Long term investments are carried at cost. Provision for diminution is made to recognize the decline, other than temporary, in the values of investments. Current Investments are carried at lower of the cost and fair value.

f) Inventories:

Inventories are valued at lower of cost and net realizable value. Cost is determined on weighted

average basis. The cost of finished goods and work in progress is inclusive of appropriate overheads. Borrowing costs directly attributable to inventories which are qualifying assets are capitalized.

g) Government Grants:

Government Grants are accounted for when it is reasonably certain that the ultimate collection will be made. The grants in the nature of promoters' contribution are credited to Capital Reserve.

h) Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the year in which related services are rendered. Company's contribution towards provident and pension fund viz. Defined Contribution Plan, paid / payable during the year are charged to the Statement of Profit and Loss. Retirement benefits in the form of Gratuity and Leave Encashment are recognized as expenses in the Statement of Profit and Loss at the present value of the amounts payable, determined on the basis of actuarial valuation techniques, using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss.

i) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are recognized as expenses in the statement of Profit & Loss.

j) Taxes on income:

Income tax expense comprises of current tax and deferred tax charge. Deferred tax is recognized, subject to consideration of prudence, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax in respect of business loss and unabsorbed depreciation is recognized as an asset if there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. Minimum Alternate Tax (MAT) paid on the book profits, which gives rise to future economic benefits in the form of tax credit against future income-tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax within the period prescribed for utilization of such credit.

k) Foreign Currency Transactions and forward contracts:

Transactions in foreign currency are recorded in rupees by applying the exchange rate at the date of the transaction. At the Balance Sheet date, monetary assets and liabilities in foreign currency are restated by applying the closing rate. Gains or Losses on settlement of the transactions and restatement of monetary assets and liabilities are recognised in the Statement of Profit and Loss. In respect of forward exchange contract entered, the difference between the forward rate and the exchange rate at the date of the transaction is recognised as income or expense over the life of such contract.

l) Provisions & Contingent Liabilities:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

m) Use of estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities, at the end of the accounting year and reported amounts of

revenue and expenses during the year. Although these estimates are based on the management's knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Annexure V**Notes to restated consolidated financial information****A) Notes on adjustment for restated consolidated statements (as given in Annexure VI)**

1. Expenditure of ₹ 11.57 million and Income of ₹ 3.94 million in respect of year ended March 31, 2014 accounted as prior period items during the period ended December 31, 2014 have been recognized in the year ended March 31, 2014.
2. In respect of "Taxation for earlier years" accounted during the year ended March 31, 2014
 - a. Amount of ₹ 0.93 million (credit) in respect of year ended March 31, 2013 is recognized in that year.
 - b. Amount of ₹ 0.40 million (debit) in respect of year ended March 31, 2011 is recognized in the opening balance in retained earnings.
3. Effect on current tax and MAT credit entitlement on account of expenditure of ₹ 11.57 million and income of ₹ 3.94 million as stated in note 1 above is recognized in the year ended March 31, 2014
4. There are no changes in the accounting policies.

B) Other significant notes (based on audited financial statements)

1. Change in the estimate of useful life of fixed assets
 - a) The Group has adopted the useful lives of various fixed assets as specified in Schedule II of the Companies Act, 2013, with effect from April 1, 2014, as against the useful lives adopted earlier as per Schedule XIV to the Companies Act, 1956. The carrying amount of ₹ 1.18 million, in respect of fixed assets where the remaining useful life as at April 1, 2014 as per Schedule II is Nil, after reducing the deferred tax credit of ₹ 0.32 million, is recognized in the opening balance of retained earnings. Further, the carrying amount of fixed assets as at April 1, 2014 is being depreciated over the revised remaining useful life of the assets. Consequently, depreciation charge for the nine month period ended December 31, 2014 is higher by ₹ 48.53 million.
 - b) In accordance with Accounting Standard (AS) 22: Taxes on Income, the deferred tax liability on account of timing difference in depreciation, to the extent reversing during the tax holiday period, is not recognized. Consequent to the above change in the estimated useful life of fixed assets, such timing difference reversing during the tax holiday period is recomputed. Consequently, there is reduction in the deferred tax liability of ₹ 13.02 million and the same is included in the amount of deferred tax credit in the Statement Profit and Loss for the period ended December 31, 2014.
2. During the year ended March 31, 2014, the Income-tax authorities have carried out survey proceedings u/s 133A of the Income-tax Act, 1961 at the Parent Company's corporate office and factory premises. The Parent Company has made detailed submissions on various issues raised during the course of survey proceedings and does not expect any material demand in this connection.
3. In March 2014 a fire broke out in the Parent Company's factory at Rohika, Gujarat. The Parent Company has lodged a claim with the insurance company towards the loss on account of fire. The claim lodged with the insurance company includes, inter-alia, claim towards loss of materials and fixed assets, expenditure on carrying out repairs and loss of profit. During the year ended March 31 2014, the cost of materials and written down value of fixed assets destroyed in fire was estimated at ₹ 202.30 million by the management. Pending the settlement of claim, amount of ₹ 8.37 million, being estimated amount of reduction in the claim, was charged to the statement of profit and loss as "loss by fire" and the balance amount of ₹ 193.93 million was carried as 'Insurance claims lodged' in Other current assets. During the current period, the Parent Company has incurred expenditure on repairs of Plant & Equipment & Buildings of ₹ 124.28 million, which is not charged to the Statement of Profit and Loss being part of the insurance claim. Further, the Company has received on account payment of ₹ 100.00 million during the current period and sold scrap of damaged fixed assets amounting to ₹ 12.21 million. As at December 31, 2014, the net amount carried forward in this connection as 'Insurance claims lodged' is ₹ 206.01 million which is included in other

current assets. Final accounting effect of the same will be given on settlement of the insurance claim.

4. Contingent Liability and commitments:

(₹ in million)

Particulars	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
i) Contingent liabilities (to the extent not provided for)				
(a) In respect of VAT Matters	11.29	-	11.29	-
(b) Claims against the Company not acknowledged as debts	48.99	-	-	-
ii) Estimated amounts of contracts remaining to be executed on capital account, net of advances	1412.49	404.62	466.32	488.58

5. The Company has two units located in Una and Rohika. Profits arising from the operations of the Una unit are eligible for deduction under section 80IC of the Income Tax 1961. In view of this, tax provision upto year ended March 31, 2014 has been made u/s 115JB of Income tax act, 1961 for Minimum Alternate Tax payable on book profits.

6. Employee Benefits:

- a) Defined Contribution Plans: Contribution to Provident Fund is recognized as an expense and included in 'Employee Benefits Expenses' in the Profit and Loss Account as under:

(₹ in million)

For the period/year ended			
December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
11.51	10.12	13.72	11.41

- b) Defined Benefit Plans: The amounts recognized in respect of Gratuity and Leave Encashment – as per Actuarial valuation

(₹ in million)

In respect of Gratuity	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
1. Change in Benefit Obligation				
Liability at the beginning of the period/year	8.35	5.17	5.17	2.05
Interest Cost	0.58	0.31	0.41	0.16
Current Service Cost	5.38	3.32	4.69	3.54
Recognized Past Service Cost	-	-	-	0.01
Benefits Paid	(0.02)	-	-	(0.02)
Actuarial (Gain)/Loss	(0.22)	(1.69)	(1.92)	(0.57)
Liability at the end of the period/year	14.07	7.11	8.35	5.17
2. Expenses Recognized in the Statement of Profit and Loss				
Current Service Cost	5.38	3.32	4.69	3.54
Interest Cost	0.58	0.31	0.41	0.16
Recognized Past Service Cost	-	-	-	0.01
Actuarial (Gain) /Loss	(0.22)	(1.69)	(1.92)	(0.57)
Expenses Recognized in the Statement of Profit and Loss	5.74	1.94	3.18	3.14
3. Actuarial Assumptions				
Discount Rate	7.94%	9.13%	9.19%	8.00%
Salary Escalation Rate	8.00%			
Retirement Age	60 years			
Withdrawal Rates	5.00%			
Mortality	IALM (2006-08) Ultimate Mortality Table			LIC (1994-96) Ult. Mortality Table
4. Other Disclosures – experience adjustment				
Present value of defined benefit	14.06	7.11	8.35	5.17

In respect of Gratuity	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
obligations				
Experience (gain)/loss on obligation	(2.18)	(1.54)	(0.56)	(0.57)
In respect of Leave encashment				
1. Change in Benefit Obligation				
Liability at the beginning of the period/year	6.04	3.49	3.49	1.50
Interest Cost	0.38	0.19	0.24	0.09
Current Service Cost	6.36	3.96	5.76	4.23
Recognized Past Service Cost	-	-	-	-
Benefits Paid	(1.02)	(0.84)	(0.99)	(0.74)
Actuarial (Gain)/Loss	(1.44)	(1.51)	(2.46)	(1.59)
Subtotal	10.31	5.29	6.04	3.49
Add: Short term leave liability	6.87	3.94	5.18	2.37
Liability at the end of the period/year	17.18	9.23	11.22	5.86
2. Expenses Recognized in the Statement of Profit and Loss				
Current Service Cost	6.36	3.96	5.76	4.23
Interest Cost	0.38	0.19	0.24	0.09
Recognized Past Service Cost	-	-	-	-
Actuarial (Gain) /Loss	(1.44)	(1.51)	(2.46)	(1.59)
Expenses Recognized in the Statement of Profit and Loss	5.30	2.64	3.54	2.73
3. Actuarial Assumptions				
Discount Rate	7.94%	9.13%	9.19%	8.00%
Salary Escalation Rate	8.00%			
Retirement Age	60 years			
Withdrawal Rates	5.00%			
Mortality	IALM (2006-08) Ultimate Mortality Table			LIC (1994-96) Ult. Mortality Table
4. Other Disclosures – experience adjustment				
Present value of defined benefit obligations	10.31	5.29	6.04	3.49
Experience (gain)/loss on obligation	(2.72)	(1.36)	(1.63)	(1.59)

The above defined benefit plans are unfunded. The estimate of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

7. Details of exposure in foreign currency as at the balance sheet date:

a) Outstanding derivatives and hedged foreign currency exposures:

(Amounts in respective currencies, in million)

Currency	Purpose	As at			
		December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
US \$	Hedging of loan taken	11.21	-	14.50	-
Euro	Hedging of loan taken	6.07	-	4.31	-
US \$	Hedging of trade payables	-	-	0.36	-
Euro	Hedging of trade payables	-	-	2.67	-

Note: All the above transactions are forward contracts for purchase of respective foreign currencies.

b) Details of unhedged foreign currency exposures:

(Amounts in respective currencies, in million)

Particulars	Currency	As at			
		December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
Buyers Credit	US \$	41.07	33.20	33.51	16.04
	Euro	6.08	12.33	12.54	12.24
Trade payables	US \$	11.19	-	12.78	8.50
	Euro	2.79	2.52	6.39	5.17
	GBP	0.07	0.03	0.06	0.20
Advances	US \$	2.50	1.61	-	-
	Euro	3.68	-	-	-
	GBP	0.02	-	-	-

8. IWISL has recognized deferred tax asset of ₹ 145.41 million as at December 31, 2014 (₹ 51.99 million at December 31, 2013 and ₹ 59.36 million as at March 31, 2014) in respect of business loss and unabsorbed depreciation. In view of the confirmed orders in hand and the revenue from the work to be completed in the subsequent period/year, in the opinion of the management there is virtual certainty that the Company will have sufficient future taxable income available against which such deferred tax asset can be realized and hence the Company has recognized such deferred tax asset.

9. Calculation of Earnings Per Share (EPS):

Particulars	Period /year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
Profit after tax as per Statement of Profit and Loss—numerator for calculating basic EPS (₹ in million)	1,793.13	852.82	1,314.60	1,504.21
Add: Interest on debentures – net of tax (₹ in million)	-	-	-	6.75
Adjusted Profit/Loss for diluted EPS - numerator for calculating diluted EPS (₹ in million)	1,793.13	852.82	1,314.60	1,510.96
Weighted average number of equity shares used in computing basic earnings per share (Nos. in million)	200.00	200.00	200.00	151.78
Weighted average number of equity shares used in computing diluted earnings per share (Nos. in million)	200.00	200.00	200.00	200.00
Basic Earnings per share – nominal value ₹ 10/- per share (₹)	8.97*	4.26*	6.57	9.91
Diluted Earnings per share - nominal value ₹ 10/- per share (₹)	8.97*	4.26*	6.57	7.55

(*) Not annualized

Note: During the year ended March 31, 2014, the Company has issued 160 million equity shares as bonus shares in the ratio of four bonus shares for each existing equity share. The EPS for previous year has been recomputed as required by AS-20: Earnings Per Share.

Statement on adjustments to audited consolidated financial statements

Annexure VI

(₹ in million)

Adjustment in the restated profit and loss	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Profit for the period/year as per audited financial statements	1,785.51	853.34	1,322.75	1,503.29
Adjustment - expense/(income) in the Statement of restated profit and loss arising out of:				
Prior period adjustment				
- Other expenses (see note (A)1 - Annexure V)	11.57	-	(11.57)	-
- Finance cost (Income-tax interest) – (See note (A)2 - Annexure V)	-	-	-	0.93
Prior period adjustment				
- Income from operations (see note (A)1 - Annexure V)	(3.94)	-	3.94	-
Effect of tax adjustments				
- Minimum Alternate Tax credit (see note (A)3 - Annexure V)	-	-	1.60	-
- Current Tax (see note 3 - Annexure V)	-	-	(1.60)	-
- Taxation for earlier years (see note (A)2 - Annexure V)	-	(0.52)	(0.52)	-
Restated profit after adjustments	1,793.14	852.82	1,314.60	1,504.22
Adjustment in the restated assets and liabilities				
Cumulative effect of changes in the statement of profit and loss - increase/(decrease)				
Prior period adjustment				
- Trade payables	-	-	11.57	-
- Trade receivables	-	-	3.94	-
Effect of tax adjustments				
- MAT credit entitlement	(1.60)	-	(1.60)	-
- Current Tax Provision	1.60	-	1.60	(0.93)
Surplus in the Statement of profit and loss - increase / (decrease) in profit	7.63	(0.52)	(8.15)	0.93

Restated consolidated statement of non-current investments

Annexure VII

(₹ in million)

Particulars	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Investment in Government securities				
In National Saving Certificates	0.02	0.02	0.02	0.02
(Held in the name of a director of the Company and pledged with Government authorities)				
	0.02	0.02	0.02	0.02

Restated consolidated statement of trade receivables

Annexure VIII

(₹ in million)

Particulars	As at			
	December	December	March	March
	31, 2014	31, 2013	31, 2014	31, 2013
Outstanding for a period exceeding six months from the date they are due for payment	572.95	534.83	405.12	6.61
Others	11,940.86	5,594.13	6,694.62	4,995.56
	12,513.81	6,128.96	7,099.74	5,002.17
Of the above, trade receivables from promoters/group companies/ directors include:				
Inox Renewables Limited	312.82	1,806.10	1,573.33	485.96
Gujarat Fluorochemicals Limited	21.59	2.04	8.80	10.96
Inox Renewables (Jaisalmer) Limited	-	0.71	0.86	0.25

Restated consolidated statement of loans and advances

Annexure IX

(₹ in million)

Particulars	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Long term loans and advances				
Capital Advances	233.30	10.30	10.21	61.02
Security Deposits	12.72	10.38	10.37	10.21
Advance Income Tax (net of provision)	41.48	13.69	36.83	5.94
Prepaid expenses	0.06	0.13	0.11	-
MAT Credit Entitlement	717.86	754.93	854.02	548.01
Short term loans and advances				
(a) Loans and advances to related parties				
- Inter Corporate Deposits	1,403.99	368.86	589.59	1,010.60
- Advance towards common infrastructure facility	230.00	-	-	-
- Other dues	1.81	2.68	2.93	5.95
(b) Others				
Advance to suppliers	560.64	976.47	375.46	242.06
Advance for expenses	7.21	6.26	4.86	2.43
Security deposits	99.16	6.09	99.24	-
Prepaid expenses	65.06	6.77	7.57	4.47
Balances in Service tax & VAT Accounts	32.66	119.47	36.83	73.32
	3,405.95	2,276.03	2,028.02	1,964.01
Of the above, loans and advances to promoters/group companies/ directors include:				
a) Inter Corporate Deposits				
Inox Renewables Limited	1,403.99	351.86	589.59	1,010.60
Inox Renewables (Jaisalmer) Limited	-	17.00	-	-
b) Advance towards common infrastructure facility				
Inox Renewables Limited	230.00	-	-	-
c) Other dues				
Inox Renewables Limited	0.79	0.13		
Inox Renewables (Jaisalmer) Limited	0.16	2.55	2.07	5.39
Gujarat Fluorochemicals Limited	0.86	-	0.86	0.56
<i>Unsecured inter-corporate deposits given to related parties are repayable on demand and carry interest @ 10% p.a. Inox Renewables Limited and Inox Renewables (Jaisalmer) Limited are fellow subsidiaries and Gujarat Fluorochemicals Limited is holding company.</i>				

Restated consolidated statement of secured borrowings

Annexure X

(₹ in million)

Particulars	As at			
	December	December	March	March
	31, 2014	31, 2013	31, 2014	31, 2013
Term loans from banks	825.00	800.00	750.00	950.00
Term loan from other parties	10.00	750.00	562.50	750.00
Short Term Working Capital Demand Loans from banks	1,250.00	295.00	670.00	-
Short Term Working Capital Demand Loans from others	500.00	-	-	-
Cash credit facilities	703.34	1,326.50	473.47	335.64
Foreign Currency Buyer's credit facilities	4,259.59	3,107.98	3,110.54	1,719.22
Total	7,547.93	6,279.48	5,566.51	3,754.86
As long term borrowings	575.00	600.00	550.00	1,312.50
As short term borrowings	6,712.93	4,729.48	4,254.01	2,054.86
Included in Other current liabilities being current maturities of long term debt	260.00	950.00	762.50	387.50
	7,547.93	6,279.48	5,566.51	3,754.86
The security given for the above loans as at December 31, 2014 are as under:				

a) Term Loans from Banks

(₹ in million)

Bank	Balance Outstanding as at December 31, 2014	Rate of Interest (%)	Security offered	Tenor and repayment terms	Prepayment terms	Default/penalties
YES Bank Limited	600.00	Base rate + 1.35% p.a. Presently @ 12.10% p.a.	1) First exclusive charge on existing and future movable and immovable fixed assets (Plant at Una, Himachal Pradesh & Bavla, Gujarat). 2) Non Disposal Undertaking from Gujarat Fluorochemicals Limited for 51% stake in the Borrower.	Repayment in 20 equal quarterly installments. First installment commencing 3 months from date of first disbursement. Repayment starts from 01.02.2013	Prepayment allowed without any prepayment premium/charges.	Additional interest at the rate of 2% p.a. if security is not fully created. Default interest @ 2% p.a. for defaults in payment of dues.
YES Bank Limited	225.00	Base rate + 0.55% p.a. Presently @ 11.30% p.a.	Extension of first exclusive charge on immovable fixed assets of the company at UNA, Himachal Pradesh & Bavla, Gujarat excluding charge on land bearing survey no. 129/13 at Bavla. Extension of first exclusive charge on fixed existing and future movable fixed assets of the company at Bavla, Gujarat and first <i>pari passu</i> charge on existing	Repayment in 20 equal quarterly installments. First installment commencing 3 months from date of first disbursement viz. from 30.06.2014.	Prepayment allowed without any prepayment premium/charges.	Additional interest at the rate of 2% p.a. if security is not fully created. Default interest @ 2% p.a. for defaults in payment of dues.

Bank	Balance Outstanding as at December 31, 2014	Rate of Interest (%)	Security offered	Tenor and repayment terms	Prepayment terms	Default/penalties
			and future movable fixed assets of the company at UNA, Himachal Pradesh alongwith existing charge of District Industries Centre, Himachal Pradesh of ₹ 3.00 million, Non-Disposable undertaking from Gujarat Fluorochemicals Ltd for 51% stake in the Borrower			
Total	825.00					
b) Term Loans from other parties						
Aditya Birla Finance Limited	10.00	12.75% p.a. (fully Floating linked to ICICI Bank's Base Rate)	1. First <i>pari passu</i> charge on the current assets, Receivables, movable fixed assets of the Company, both present and future. 2. First <i>pari passu</i> charge on Escrow of the Cash Flows of the Company. 3. Un-conditional & Irrevocable Corporate Guarantee of Inox Wind Limited.	Door to Door tenor of 5 years from the date of first disbursement i.e. 19th September 2014. Year 1 - NIL Year 2 - 12% Year 3 - 20% Year 4 - 32% Year 5 - 36%”	Any principal payment shall be subject to prepayment premium of 2% of the principal repaid plus taxes on the amount being pre-paid. Company shall provide at least 30 days prior notice for all pre-payments. Provided however that no prepayment penalty would be payable to the lenders if prepayment is effected within 1 month of upward revision of spread by the lender.	Default interest at 2% p.a. over the applicable interest rate for default in payment as per financial agreement
Total	10.00					

c) Cash credit and buyer's credit facilities and WCDL from banks and other parties

(₹ in million)

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
a) From banks					
ICICI Bank Limited	a) Cash credit	0.00	1,000.00	Base Rate + 2.75% p.a. Presently @ 12.75% p.a.	First charge by way of hypothecation of the Company's entire stocks of raw materials,

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
	b) Buyer's credit	1,382.52	1,000.00 (as a sub-limit of Cash Credit) 1,000.00 (as a sub-limit of LC)	Rate is communicated at the time of disbursement, subject to RBI guidelines. Maximum rate to be applied is 6m Libor + 350 bps or as stipulated by RBI	semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank, ranking <i>pari passu</i> with other participating banks.
YES Bank Limited	a) Cash credit	33.96	150.00	Base Rate + 2.50% p.a. Presently @ 13.25% p.a.	First <i>pari passu</i> charge on current assets of the Company, both present and future.
	b) Buyer's credit	573.46	700.00 (as a sub-limit of LC)	Rate is communicated at the time of disbursement, subject to RBI guidelines.	
IDBI Bank Limited	a) Cash credit	47.53	500.00	Base Rate + 2.50% p.a. Presently @ 12.75% p.a.	First <i>pari passu</i> charge over entire present & future Current Assets of the Company.
	b) Buyer's credit	523.75	1950.00 (as a sub-limit of LC) 500 (inner limit of CC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Axis Bank Limited	a) Cash credit	30.94	100.00	Base Rate + 2% p.a. Presently @ 12.15% p.a.	<i>Pari passu</i> first charge on the entire current assets of the Company both present & future.
	b) Buyer's credit	32.54	200.00 (as a sub-limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
IndusInd Bank Limited	a) Cash credit	63.48	200.00 (sub-limit of LC/BC)	Base Rate + 2.00% p.a. Presently @ 13.00% p.a.	First <i>pari passu</i> charge on entire current assets of the Company.
	b) Buyer's credit	671.12	2000.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
HDFC Bank Limited	a) Cash credit	82.62	450.00 (sub-limit of LC/BG/BC)	At prevailing rates. Presently @ 11.90% p.a.	First <i>pari passu</i> charge over stock and book debts
	b) Buyer's credit	45.81	1250.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
ING Vysya Bank	a) Cash credit	145.17	750.00 (sub-limit of LC/BC)	Base Rate + 2.50% p.a. presently @	First <i>pari passu</i> charge on current assets of the Company both

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
Limited		726.93	1000 (main limit) 500 (sub-limit of Bank guarantee limit of ₹ 2800 million	12.95% Rate is communicated at the time of transaction, subject to RBI guidelines.	present and future along with other member banks under multiple banking arrangements.
DCB Bank	a) Cash credit	0.00	400.00	Base Rate + 2.00% p.a. presently @ 12.85%	First <i>pari passu</i> charge on present and future current assets of the Company.
	b) WCDL	300.00	400.00 (sub-limit of CC)	Pricing to be decided by DCB bank at the time of disbursement. Present effective rate 11.75% p.a.	
	C) Buyer's credit	139.33	200.00 (sub-limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Ratnakar Bank Limited	a) Cash credit	223.94	500.00 (sub-limit of LC)	Base Rate + 1.75% p.a. presently @ 12.75%	First <i>pari passu</i> charge by way of hypothecation on the entire current assets of the Company, both present & future.
	b) WCDL	0.00	950.00 (sub-limit of LC)	To be decided at the time of disbursement, subject to minimum of RBL's Base Rate i.e. 11% p.a. presently.	
	C) Buyer's credit	0.00	950.00 (sub-limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Kotak Mahindra Bank	a) Cash credit	70.35	250.00	Base Rate + 2.00% p.a. presently @ 12.00%	First <i>pari passu</i> charge on all existing and future receivables/ current assets of the Company.
	b) Buyer's credit	164.13	500.00 (sub-limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Standard Chartered Bank	a) Cash credit	5.35	300.00 (sub-limit of BG/LC)	Base Rate + 3.50% p.a. presently @ 13.25%	First <i>pari passu</i> charge on current assets of the Company along with other banks under a multiple banking arrangement.
	b) Buyer's credit	0.00	550.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Abu Dhabi Commercial Bank	a) Cash credit	0.00	400.00	CC- Base Rate + 1.70% p.a. presently @ 11.65%	First <i>pari passu</i> charge on present and future current assets of the Company.

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
	b) WCDL	400.00	400.00 (sub-limit of CC)	WCDL - Base Rate + 1.70% p.a. presently @ 11.65%	
	C) Buyer's credit	0.00	300.00 (sub-limit of CC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Société Générale	a) Cash credit	0.00	150.00 (sub-limit of LC/BC)	CC- Base Rate + 2.20% p.a. presently @ 11.90%	
	b) WCDL	150.00	150.00 (sub-limit of LC/BC)	WCDL- Interest shall be at a mutually agreed rate subject to minimum of Base Rate with monthly rests. The Interest shall be compounded monthly. Presently @ 11.60% p.a.	First Pari-passu charge on hypothecation on entire current assets and movable Fixed assets of the Company inclusive of stock and book debts, both present & Future.
	C) Buyer's credit	0.00	400.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
The South Indian Bank Limited	a) Cash credit	0.00	500.00	CC- Base Rate + 1.55% p.a. presently @ 12.05%	
	b) WCDL	400.00	500.00 (sub-limit of CC)	WCDL- Interest on WCDL will be fixed at the time of availment. Presently @ 11.00% p.a.	Pari-passu first charge on entire current assets of the Company (Present & Future)
	C) Buyer's credit	0.00	500.00 (sub-limit of CC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Total		6212.93			
b) From other parties					
Aditya Birla Finance Limited	Revolving Rupee Demand Loan	500.00	750.00	12.30% p.a. (Fully Floating linked to ICICI Bank Base Rate)	First <i>pari passu</i> charge on the entire current assets of the Company, both present and future

Restated consolidated statement of other income

Annexure XI

(₹ in million)

Particulars	Recurring/ Non-recurring	For the period/year ended			
		December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Related to business activities					
Liabilities no longer required written back	Non-recurring	0.01	-	1.06	-
Net gain on foreign currency transactions and translation	Non-recurring	50.34	-	-	-
Not related to business activities					
Interest Income					
- On bank fixed deposits	Recurring	7.89	1.25	2.39	0.56
- On inter-corporate deposits	Recurring	56.10	62.01	71.07	45.05
- Others	Recurring	0.50	0.69	1.40	0.62
Dividend on current investments	Non-recurring	-	-	-	1.43
Profit on sale of non -current investments	Non-recurring	40.02	-	-	-
Profit on sale of current investments	Non-recurring	-	15.45	15.45	-
		154.86	79.40	91.37	47.66
<i>Note: The classification of other income as related/not-related to business and recurring/non-recurring is based on the Company's current business operations and activities.</i>					

Restated consolidated statement of accounting ratios

Annexure XII

Particulars		December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
Profit after tax, as restated (₹ in million)	(A)	1,793.14	852.82	1,314.60	1,504.22
Add: Interest on debentures - net of tax (₹ in million)		-	-	-	6.75
Adjusted profit, as restated (₹ in million)	(B)	1,793.14	852.82	1,314.60	1,510.97
Net worth at the end of the period/year (₹ in million) (see note 2 below)	(C)	5,976.07	3,742.53	4,197.91	2,955.70
Weighted average number of equity shares of face value of ₹ 10 each, outstanding during the period/year for (see note 4 below)					
- for Basic EPS (Nos. in million)	(D)	200.00	200.00	200.00	151.78
- for Diluted EPS (Nos. in million)	(E)	200.00	200.00	200.00	200.00
Total number of equity shares of face value of ₹ 10 each, outstanding at the end of the period/year (Nos. in million)	(F)	200.00	200.00	200.00	40.00
Total number of equity shares of face value of ₹ 10 each, outstanding at the end of the period/year – adjusted for issue of bonus shares – see note 4 (Nos. in million)	(G)	200.00	200.00	200.00	200.00
Earnings per equity share of ₹ 10 each – see note 4 below					
- Basic EPS (₹ per share)	(A)/(D)	8.97(*)	4.26(*)	6.57	9.91
- Diluted EPS (₹ per share)	(B)/(E)	8.97(*)	4.26(*)	6.57	7.55
Return on net worth (%)	(A)/(C)	30.01%	22.79%	31.32%	50.89%
Net asset value per share (₹) (see note 4 below)	(C)/(F)	29.88	18.71	20.99	73.89
Net asset value per share - adjusted for issue of bonus shares - see note 4 (₹)	(C)/(G)	29.88	18.71	20.99	14.78
(*) Not annualized					

Notes:

- The ratios have been computed as follows:
 - Earnings per equity shares (in ₹) = $\frac{\text{Profit/(loss) after tax, as restated}}{\text{Weighted average number of equity shares outstanding during the period/year}}$
 - Return on net worth (%) = $\frac{\text{Profit/(loss) after tax, as restated}}{\text{Net worth as at the end of the period/year}} \times 100$
 - Net asset value per share (in ₹) = $\frac{\text{Net worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the period/year}}$
- Net worth = Equity Share Capital + Capital Reserve (+)/(-) Surplus/(Deficit) in the Statement of Profit and Loss - Miscellaneous expenditure to the extent not adjusted or written off or adjusted
- Restated profit as appearing in the restated statement of profit and loss and net worth, as restated, as appearing in the statement of restated assets and liabilities, has been considered for the purpose of computing above ratios. These ratios are computed on the basis of the consolidated restated financial information of the Company.
- During the year ended March 31, 2014, the Company had issued 160 million equity shares as bonus shares in the ratio of four bonus shares for each existing equity share. The EPS for previous years has been recomputed as required by AS-20: Earnings Per Share. The net asset value per share is also recomputed accordingly for previous years.
- Calculation of ratios post issue has not been considered.

Restated consolidated statement of capitalisation

Annexure XIII

(₹ in million)

Particulars	Pre-issue as at	Adjusted for
	December 31, 2014	post issue (See note 2)
Borrowings		
Short term debts (refer Note no. 1)	6,972.93	[●]
Long term debts	575.00	[●]
Total debts	7,547.93	[●]
Shareholders' funds		
Share capital	2,000.00	[●]
Reserves	3.00	[●]
Surplus in the statement of profit and loss	4,059.59	[●]
Total Shareholders' funds	6,062.59	[●]
Long term debt/equity ratio	0.09 : 1	[●]
Total debt/equity ratio	1.25 : 1	[●]
Notes:		
1.	Debts maturing within the next one year from December 31, 2014 are considered as short term debts	
2.	The post-issue debt equity ratio will be computed only after allotment of shares in the Initial Public Offer.	
3.	The figures included above are as per the statement of restated profit and loss and statement of restated assets and liabilities.	

Annexure XIV**Restated consolidated segmental reporting**

The Group is engaged in the business of manufacture of Wind Turbine Generators (“WTGs”) and also provides related Erection, Procurement & Commissioning (“EPC”), Operations & Maintenance (“O&M”) and Common Infrastructure Facilities services for WTGs and development of sites for wind farms, which is considered as a single business segment. The Parent Company has installed one WTG, primarily to generate power for captive consumption. Presently, the power is sold by the Parent Company and the revenue from sale of power is less than 1% of Sales & income from operations. Hence, there is only one reportable business segment as envisaged in Accounting Standard (AS-17): Segment Reporting. Further, all the activities of the Group are in India and hence there is a single geographical segment.

Restated consolidated statement of related party transactions

10. Related Party Relationship:

(i) Where Control Exists :

Gujarat Fluorochemicals Limited (GFL) - Holding Company
Inox Leasing & Finance Limited - Ultimate Holding Company

(ii) Other Related party with whom there are transactions during the year

Key Management Personnel (KMP)-

Mr. Devansh Jain – Whole-time Director
Mr. Rajeev Gupta – Whole-time Director
Mr. Vineet Davis – Whole-time Director in IWISL w.e.f. 8th October 2013
Mr. Manoj Dixit – Whole-time Director in IWISL w.e.f. 8th October 2013

Fellow Subsidiaries

Inox Renewables Limited (IRL) – Subsidiary of GFL
Inox Renewables (Jaisalmer) Limited (IRJL) – Subsidiary of IRL
Inox Leisure Limited - Subsidiary of GFL

Companies in which KMP or their relatives have significant influence

Siddho Mal Investments Private Limited
Devansh Trading and Finance Private Limited

(iii) Particulars of transactions:

(₹ in million)

A) Transactions during the period/year	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013
(a) Allotment of shares				
Siddho Mal Investments Private Limited	-	-	-	25.00
Devansh Trading and Finance Private Limited	-	-	-	25.00
Total	-	-	-	50.00
(b) Inter-corporate deposits taken				
Gujarat Fluorochemicals Limited	-	-	-	797.50
Inox Renewables Limited	-	-	-	33.20
Inox Renewables (Jaisalmer) Limited	-	-	-	62.30
Total	-	-	-	893.00
(c) Inter-corporate deposits refunded				
Gujarat Fluorochemicals Limited	-	-	-	797.50
Inox Renewables Limited	-	-	-	33.20
Inox Renewables (Jaisalmer) Limited	-	-	-	62.30
Total	-	-	-	893.00
(d) Inter-corporate deposits given				
Inox Renewables Limited	1,095.30	791.36	1,511.09	1,105.00
Inox Renewables (Jaisalmer) Limited	-	17.00	17.00	-
Total	1,095.30	808.36	1,528.09	1,105.00
(e) Inter-corporate deposits received back				
Inox Renewables Limited	280.90	1,450.10	1,932.10	94.40

A) Transactions during the period/year	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
Inox Renewables (Jaisalmer) Limited	-	-	17.00	-
Total	280.90	1,450.10	1,949.10	94.40
(f) Interest paid				
Gujarat Fluorochemicals Limited	-	-	-	34.61
Inox Renewables Limited	-	-	-	1.30
Inox Renewables (Jaisalmer) Limited				0.15
Siddho Mal Investments Private Limited	-	-	-	1.69
Devansh Trading and Finance Private Limited	-	-	-	1.69
Total	-	-	-	39.44
(g) Interest received				
Inox Renewables Limited	56.10	61.09	69.75	46.30
Inox Renewables (Jaisalmer) Limited	-	0.66	1.06	-
Total	56.10	61.75	70.81	46.30
(h) Purchase of goods and services				
Gujarat Fluorochemicals Limited	0.29	-	0.80	-
Inox Renewables Limited	45.07	-	-	176.86
Total	45.36	-	0.80	176.86
(i) Reimbursement of expenses paid / payments made on behalf of the Group				
Gujarat Fluorochemicals Limited	-	0.88	0.66	1.92
Inox Renewables Limited	2.49	1.63	0.80	37.99
Total	2.49	2.51	1.46	39.91
(j) Reimbursement of expenses received / payments made on behalf by the Group				
Gujarat Fluorochemicals Limited	-	0.06	0.06	4.56
Inox Renewables Limited	20.30	5.05	7.68	53.08
Inox Renewables (Jaisalmer) Limited	0.68	9.16	10.37	5.40
Total	20.98	14.27	18.11	63.04
(k) Sale of goods and services (net of sales return/cancellation and discounts)				
Gujarat Fluorochemicals Limited	41.54	29.42	42.50	38.18
Inox Renewables Limited	2.30	1,854.09	2,227.68	1,124.06
Inox Renewables (Jaisalmer) Limited	0.10	0.45	0.60	3,117.05
Total	43.94	1,883.96	2,270.78	4,279.29
(l) Return of sales made in earlier year				
Inox Renewables Limited	724.78	-	-	720.45
(m) Rent Paid				
Gujarat Fluorochemicals Limited	2.70	1.80	2.70	-
(n) Advance given towards common infrastructure facility				
Inox Renewables Limited	230.00	-	-	-
(o) Managerial Remuneration				
Mr. Devansh Jain	9.05	9.05	12.06	4.79
Mr. Rajeev Gupta	4.32	3.73	5.10	4.33
Mr. Manoj Dixit	1.05	0.27	0.57	-
Mr. Vineet Davis	3.70	1.65	2.52	-
Total	18.12	14.70	20.25	9.12

A) Transactions during the period/year	For the period/year ended			
	December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
(p) Advertisement services availed				
Inox Leisure Limited	3.54	2.87	2.87	-

B) Outstanding balances	As at			
	December 31, 2014	December 31, 2013	March 31, 2014	March, 31, 2013
Amounts payable				
(a) Trade payable				
Gujarat Fluorochemicals Limited	7.86	-	4.81	-
Inox Renewables Limited	46.53	25.04	25.03	28.51
Inox Leisure Limited	3.54	2.82	2.82	-
Total	57.93	27.86	32.66	28.51
(b) Other dues				
Inox Renewables Limited	-	-	0.08	-
(c) Managerial Remuneration payable				
Mr. Devansh Jain	7.67	7.67	7.17	-
Mr. Rajeev Gupta	0.63	0.52	0.43	-
Mr. Manoj Dixit	0.37	0.58	0.41	-
Mr. Vineet Davis	0.17	0.11	0.11	-
Total	8.84	8.88	8.12	-
Amounts receivable				
(a) Trade receivable				
Gujarat Fluorochemicals Limited	21.59	2.04	8.80	10.96
Inox Renewables Limited	312.82	1,806.10	1,573.33	485.96
Inox Renewables (Jaisalmer) Limited	-	0.71	0.86	0.25
Total	334.41	1,808.85	1,582.99	497.17
(b) Intercompany deposits				
Inox Renewables Limited	1,403.99	351.86	589.59	1,010.60
Inox Renewables (Jaisalmer) Limited	-	17.00	-	-
Total	1,403.99	368.86	589.59	1,010.60
(c) Advance Given Towards Common Infrastructure Facility				
Inox Renewables Limited	230.00	-	-	-
(d) Other dues				
Inox Renewables (Jaisalmer) Limited	0.16	2.55	2.07	5.39
Gujarat Fluorochemicals Limited	0.86	-	0.86	0.56
Inox Renewables Limited	0.79	0.13	-	-
Total	1.81	2.68	2.93	5.95
(e) Interest accrued				
Inox Renewables (Jaisalmer) Limited	-	0.59	-	-
Inox Renewables Limited	7.20	30.72	38.51	45.00
Total	7.20	31.31	38.51	45.00

Restated Un-consolidated Financial Statements

February 2, 2015

To,
The Board of Directors of Inox Wind Limited,
Inox Towers, Plot No. 17, Sector 16A,
Noida, Uttar Pradesh

Dear Sirs:

Sub: Proposed initial public offering (the “Issue”) of equity shares (the “Equity Shares”) of Inox Wind Limited (the “Company”)

1. This report is issued in accordance with the terms of our engagement *vide* our engagement letter dated 10th May 2013.
2. The accompanying restated unconsolidated financial information, expressed in Indian Rupees, in million (the “**Restated Financial Information**”) of Inox Wind Limited (the “**Company**”), comprising the financial information as detailed in paragraph A below and other financial information as detailed in paragraph B below, has been prepared by the management of the Company in accordance with the requirements of Part I of Chapter III to the Companies Act, 2013 (the “**Act**”) and Item (IX) of Part (B) of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**SEBI ICDR Regulations**”) issued by the Securities and Exchange Board of India (the “**SEBI**”) in connection with the Issue.
3. For the purposes of our examination, we have placed reliance on:
 - a) the audited unconsolidated financial statements of the Company for the nine month period ended December 31, 2014 and years ended March 31, 2014, 2013 and 2010, on which we have expressed unqualified audit opinions *vide* our reports dated January 23, 2015, May 29, 2014, May 27, 2013 and May 22, 2010 respectively;
 - b) the audited unconsolidated financial statements of the Company for the years ended March 31, 2012 and 2011, audited by M/s Dewan P. N. Chopra & Co., Chartered Accountants on which they have expressed unqualified audit opinions *vide* their reports dated May 25, 2012 and May 27, 2011, respectively;

The financial information for the year ended March 31, 2012 and 2011, included in Restated Financial Information, are based on the financial statements audited by M/s Dewan P. N. Chopra & Co., Chartered Accountants and have been relied upon by us while expressing our opinion and reporting on the Restated Financial Information.

Management’s Responsibility for the Restated Financial Information

4. The preparation of the Restated Financial Information, which is to be included in the Red Herring Prospectus and the Prospectus (“**Offer Documents**”), is the responsibility of the management of the Company.

Auditor’s Responsibilities

5. Our work has been carried out in accordance with Generally Accepted Auditing Standards, as per the (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Chapter III to the Act. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI ICDR Regulations in connection with the Issue.

C. Financial Information as per audited financial statements:

6. We have examined the following summarized financial statements of the Company contained in Restated Unconsolidated Financial Information of the Company:

- a) the “Restated Unconsolidated Statement of Assets and Liabilities” as at December 31, 2014 and 2013 and as at March 31, 2014, 2013, 2012, 2011 and 2010 (enclosed as **Annexure I**);
 - b) the “Restated Unconsolidated Statement of Profit and Loss” for the nine month period ended December 31, 2014 and 2013 and the years ended March 31, 2014, 2013, 2012, 2011 and 2010 (enclosed as **Annexure II**); and
 - c) the “Restated Unconsolidated Statement of Cash Flows” for nine month period ended December 31, 2014 and 2013 and the years ended March 31, 2014, 2013, 2012, 2011 and 2010 (enclosed as **Annexure III**).
7. The Restated Unconsolidated Financial information, expressed in million, has been derived from the audited unconsolidated financial statements of the Company as at and for the period ended December 31, 2014 which are expressed in Rupees in Lakh and years ended March 31, 2014, March 31, 2013, 2012, 2011 and 2010, all of which were, expressed in Indian Rupees.
 8. The Restated Unconsolidated Financial information should be read in conjunction with the basis of preparation and significant accounting policies enclosed as **Annexure IV**.
 9. We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2014. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to December 31, 2014.

D. Other Financial Information:

10. At the Company’s request, we have also examined the Other Financial Information relating to the Company as at and for the periods ended December 31, 2014 and 2013 and the years ended March 31, 2014, 2013, 2012, 2011 and 2010 proposed to be included in the Offer Documents, prepared by the management of the Company and as approved by the Board of Directors of the Company and annexed to this report:

Annexures	
Annexure V	Notes to the Restated Unconsolidated Financial Information
Annexure VI	Statement on Adjustments to Audited Unconsolidated Financial Statements
Annexure VII	Restated Unconsolidated Statement of Non-Current Investments
Annexure VIII	Restated Unconsolidated Statement of Trade Receivables
Annexure IX	Restated Unconsolidated Statement of Loans & Advances
Annexure X	Restated Unconsolidated Statement of Secured Borrowings
Annexure XI	Restated Unconsolidated Statement of Unsecured Borrowings
Annexure XII	Restated Unconsolidated Statement of Other Income
Annexure XIII	Restated Unconsolidated Statement of Accounting Ratios
Annexure XIV	Restated Unconsolidated Statement of Capitalisation
Annexure XV	Restated Unconsolidated Statement of Dividends Paid/Proposed
Annexure XVI	Restated Unconsolidated Statement of Tax Shelter
Annexure XVII	Restated Unconsolidated Segmental Reporting
Annexure XVIII	Restated Unconsolidated Statement of Related Party Transactions

Opinion

11. In our opinion:
 - i. the Restated Financial Information of the Company, as attached to this report and as mentioned in paragraphs A and B above, read with basis of preparation and significant accounting policies have been prepared in accordance with Part I of Chapter III to the Act and the SEBI ICDR Regulations and are in compliance with the applicable Accounting Standards;
 - ii. there are no changes in accounting policies of the Company;
 - iii. the material adjustments relating to previous years have been adjusted in the year/ period to which they relate;
 - iv. there are no qualifications in the auditor’s reports, which require any adjustments; and

- v. there are no extra-ordinary items which need to be disclosed separately.
12. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or by another firm of chartered accountants on the financial statements of the Company.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Yours sincerely,

**For M/s Patankar & Associates,
Chartered Accountants,
Firm Registration Number: 107628W**

**Sanjay Agrawal
Partner
Membership No.: 049051
Place: Pune**

Restated unconsolidated statement of assets and liabilities

Annexure I

(₹ in million)

Particulars		As at						
		December 31,		March 31,				
		2014	2013	2014	2013	2012	2011	2010
A	Non-current assets							
	(a) Net Fixed Assets							
	(i) Tangible Assets	1,451.12	1,521.52	1,490.62	1,355.58	1,041.22	843.27	259.40
	(ii) Intangible Assets	138.90	164.71	158.37	169.35	184.41	200.63	102.03
	(iii) Capital work-in-progress	136.49	81.57	77.14	32.68	198.55	82.06	372.55
		1,726.51	1,767.80	1,726.13	1,557.61	1,424.18	1,125.96	733.98
	(b) Non - Current Investments	0.50	0.50	0.50	0.50	-	-	-
	(c) Deferred tax assets (Net)	-	-	-	-	-	19.79	0.07
	(d) Long-term loans and advances	934.08	775.57	874.56	579.11	279.03	76.08	55.58
	(e) Other non-current assets	84.35	20.98	5.34	-	-	-	-
	Total non-current assets	2,745.44	2,564.85	2,606.53	2,137.22	1,703.21	1,221.83	789.63
B	Current assets							
	(a) Current Investments	-	450.00	450.00	-	-	-	-
	(b) Inventories	1,227.01	1,448.06	1,230.13	713.50	996.97	636.18	115.89
	(c) Trade receivables	11,626.26	5,866.60	5,627.11	4,485.52	738.39	-	86.44
	(d) Cash and bank balances	173.00	9.27	31.36	8.58	389.71	14.23	47.69
	(e) Short-term loans and advances	4,766.09	2,348.19	3,247.59	1,613.13	260.37	138.22	34.83
	(f) Other Current assets	292.97	153.15	471.38	111.23	1.23	-	-
	Total current assets	18,085.33	10,275.27	11,057.57	6,931.96	2,386.67	788.63	284.85
	Total assets (A + B)	20,830.77	12,840.12	13,664.10	9,069.18	4,089.88	2,010.46	1,074.48
C	Non-current liabilities							
	(a) Long-term borrowings	575.00	600.00	550.00	1,312.50	-	100.00	100.00
	(b) Deferred tax liabilities (Net)	186.81	215.88	211.74	195.47	176.05	-	-
	(c) Other Long term liabilities	24.00	24.00	24.00	24.00	24.00	24.00	16.00
	(d) Long-term provisions	18.28	10.01	11.25	7.03	3.44	1.77	1.25
	Total non-current liabilities	804.09	849.89	796.99	1,539.00	203.49	125.77	117.25
D	Current liabilities							
	(a) Short-term borrowings	6,712.93	4,729.48	4,254.01	2,054.86	1,203.07	866.13	470.00
	(b) Trade payables	4,608.58	1,886.47	3,199.30	1,933.23	1,089.22	307.47	57.43
	(c) Other current liabilities	2,323.80	1,513.75	1,082.90	588.05	244.44	360.39	143.11
	(d) Short-term provisions	122.80	35.06	33.87	25.66	1.17	0.63	0.31
	Total current liabilities	13,768.11	8,164.76	8,570.08	4,601.80	2,537.90	1,534.62	670.85
	Total liabilities (C + D)	14,572.20	9,014.65	9,367.07	6,140.80	2,741.39	1,660.39	788.10
	Net Worth (A + B - C - D)	6,258.57	3,825.47	4,297.03	2,928.38	1,348.49	350.07	286.38
E	Represented by							
	(a) Share capital							
	Equity share capital	2,000.00	2,000.00	2,000.00	400.00	300.00	300.00	300.00
	(b) Reserves and surplus							
	Capital reserve	3.00	3.00	3.00	3.00	-	-	-
	Surplus in the statement of profit and loss	4,342.09	1,888.46	2,366.43	2,525.38	1,048.49	50.07	(13.62)
		4,345.09	1,891.46	2,369.43	2,528.38	1,048.49	50.07	(13.62)
	Less: Miscellaneous expenditure (to the extent	(86.52)	(65.99)	(72.40)	-	-	-	-

Particulars		As at						
		December 31,		March 31,				
		2014	2013	2014	2013	2012	2011	2010
	not written off or adjusted)- IPO Expenses							
		4,258.57	1,825.47	2,297.03	2,528.38	1,048.49	50.07	(13.62)
	Net worth	6,258.57	3,825.47	4,297.03	2,928.38	1,348.49	350.07	286.38

Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated unconsolidated financial information (Annexure V)

Restated unconsolidated statement of profit and loss

Annexure II

(₹ in million)

Particulars	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
Income							
Revenue from Operations							
- Sale of Products	16,213.30	8,583.60	13,737.62	9,484.82	6,198.50	719.21	78.49
- Sale of Services	-	30.70	57.43	417.02	-	-	-
- Other Operating Income	54.88	50.42	177.43	92.64	17.62	-	-
Other Income	345.79	137.47	195.90	57.43	3.84	9.74	0.06
Total (a)	16,613.97	8,802.19	14,168.38	10,051.91	6,219.96	728.95	78.55
Expenses:							
Cost of Materials Consumed	11,652.81	6,488.43	10,527.51	6,876.48	4,328.69	749.70	70.87
Changes in Inventories of finished goods & work- in-progress	225.52	(278.95)	(82.49)	(29.60)	(10.49)	(231.30)	-
Erection, Procurement & Commissioning Cost	-	27.72	54.45	399.73	-	-	-
Employee Benefits Expense	283.77	230.61	293.16	205.37	145.88	37.99	3.24
Other expenses	1,209.31	884.31	1,342.13	628.64	333.89	45.64	14.03
Total (b)	13,371.41	7,352.12	12,134.76	8,080.62	4,797.97	602.03	88.14
Restated profit/(loss) before interest, depreciation & amortization and tax (a - b)	3,242.56	1,450.07	2,033.62	1,971.29	1,421.99	126.92	(9.59)
Depreciation and amortization expense	134.94	84.29	113.11	88.92	75.86	39.43	1.79
Restated operating profit/(loss) before interest and tax	3,107.62	1,365.78	1,920.51	1,882.37	1,346.13	87.49	(11.38)
Finance costs	465.83	381.77	463.18	386.06	151.88	43.50	2.31
Restated profit/(loss) before tax	2,641.79	984.01	1,457.33	1,496.31	1,194.25	43.99	(13.69)
Tax expense:							
Current tax	689.89	206.93	306.98	300.13	238.88	9.00	-
MAT Credit Entitlement	-	(206.93)	(306.98)	(300.13)	(238.88)	(9.00)	-
Deferred tax charge/(credit)	(24.62)	20.93	16.27	19.42	195.84	(19.71)	(0.07)
Restated profit/(loss) after tax	1,976.52	963.08	1,441.06	1,476.89	998.41	63.70	(13.62)
<i>Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated unconsolidated financial information (Annexure V)</i>							

Restated unconsolidated statement of cash flows

Annexure III

(₹ in million)

Particulars	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
Cash flow from operating activities							
Net Profit/(loss) before tax	2,641.79	984.01	1,457.33	1,496.31	1,194.25	43.99	(13.69)
Adjustments for :							
Depreciation & Amortization	134.94	84.30	113.11	88.92	75.86	39.43	1.79
Interest income	(255.43)	(122.03)	(179.40)	(56.00)	(0.69)	(0.01)	(0.06)
Dividend income	-	-	-	(1.44)	-	-	-
Profit on disposal of fixed assets	-	-	-	-	-	(0.01)	-
Profit on sale of non-current investments	(40.02)	-	-	-	-	-	-
Profit on sale of current investments	-	(15.45)	(15.45)	-	-	-	-
Provision for doubtful advances	-	-	2.00	-	-	-	-
Finance costs	465.83	381.77	463.18	386.99	151.88	37.43	1.95
Unrealised Foreign Exchange (gain)/loss (net)	78.16	57.09	77.78	(25.99)	37.48	(3.41)	7.45
Operating profit/(loss) before working capital changes	3,025.27	1,369.69	1,918.55	1,888.79	1,458.78	117.42	(2.56)
Adjustments for :							
Long term provisions	7.02	2.99	4.23	3.59	1.04	0.84	1.25
Trade payables	1,401.48	(76.14)	1,210.88	859.35	588.25	253.44	57.43
Other current liabilities	1,746.80	396.82	159.72	100.02	2.34	217.28	9.67
Short term provisions	1.43	1.36	2.22	1.04	0.71	-	0.31
Long term loans and advances	(2.33)	(0.17)	(0.16)	-	(0.03)	8.00	16.00
Other non-current assets	(14.11)	(65.99)	(72.40)	-	-	(8.36)	(1.80)
Inventories	3.12	(734.56)	(516.63)	283.47	(360.79)	(520.29)	(115.89)
Trade receivables	(6,003.08)	(1,381.08)	(1,141.60)	(3,747.13)	(738.39)	86.44	(86.44)
Short term loans and advances	(198.01)	(258.75)	(205.82)	41.34	(127.39)	(103.38)	(38.48)
Other current assets	81.50	1.97	(231.05)	(69.50)	4.09	-	-
Cash (used in)/generated from operations	49.09	(743.86)	1,127.94	(639.03)	828.61	51.39	(160.51)
Income-tax paid	(475.52)	(202.63)	(305.22)	(269.03)	(250.62)	(9.68)	-
Net cash generated from /(used in) operating activities	(426.43)	(946.49)	822.72	(908.06)	577.99	41.71	(160.51)
Cash flow from investing activities							
Purchase of fixed assets (including changes in capital advances and capital work-in-progress)	(325.55)	(320.87)	(346.71)	(286.31)	(318.09)	(433.88)	(661.99)
Inter corporate deposits given (net)	(1,316.55)	(476.31)	(1,430.64)	(1,394.11)	-	-	-
Interest received	351.93	77.55	84.95	15.50	0.69	0.01	0.06
Dividend received	-	-	-	1.44	-	-	0.09
Investment in subsidiary company	-	-	-	(0.50)	-	-	-
Purchase of non current investments	-	(450.00)	(450.00)	-	-	-	-
Redemption of non-current investments	490.02	-	-	-	-	-	-
Purchase of current investments	-	(3,450.00)	(3,450.00)	(1,250.00)	-	-	(105.09)
Redemption of current	-	3,465.45	3,465.45	1,250.00	-	-	105.13

Particulars	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
investments							
Movement in bank deposits with original maturity of more than three months	(188.47)	(26.50)	(26.56)	-	-	-	-
Net cash generated from/(used in) investment activities	(988.62)	(1,180.68)	(2,153.51)	(1,663.98)	(317.40)	(433.87)	(661.80)
Cash flow from financing activities							
Issue of Shares	-	-	-	-	-	-	300.00
Issue of Debentures	-	-	-	-	-	-	100.00
Inter-corporate Deposit Received/(Repaid) (net)	-	-	-	-	(700.00)	230.00	470.00
Proceeds from /(Repayment of) Long Term Loans (net)	(487.50)	(150.00)	(387.50)	1,700.00	-	-	-
Proceeds from Short Term Loans (net)	2,388.56	2,646.92	2,176.56	862.43	1,009.29	166.13	-
Finance costs	(454.24)	(375.17)	(456.99)	(374.52)	(194.40)	(37.43)	-
Net cash generated from/(used in) financing activities	1,446.82	2,121.75	1,332.07	2,187.91	114.89	358.70	870.00
Capital receipt	-	-	-	3.00	-	-	-
Opening cash and cash equivalents	9.86	8.58	8.58	389.71	14.23	47.69	-
Net increase/(decrease) in cash and cash equivalents	31.77	(5.42)	1.28	(381.13)	375.48	(33.46)	47.69
Closing cash and cash equivalents	41.63	3.16	9.86	8.58	389.71	14.23	47.69

Note: To be read together with Statement of basis of preparation and significant accounting policies (Annexure IV) and Notes to the restated unconsolidated financial information (Annexure V)

Annexure IV**Statement of basis of preparation and significant accounting policies adopted by the Company in preparing its unconsolidated financial statements****1. Corporate Information**

Inox Wind Limited (the “Company”) is engaged in the business of manufacture of Wind Turbine Generators (“WTGs”) and also provides Erection, Procurement & Commissioning (“EPC”) services for WTGs. The Company is a subsidiary of Gujarat Fluorochemicals Limited. The area of operations of the Company is within India.

2. Basis of Preparation:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, under the historical cost convention and on accrual basis. These financial statements comply in all material respects with the applicable Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

3. Significant Accounting Policies**a) Revenue Recognition:**

Revenue from sale of products is recognized when the significant risks and rewards of ownership of goods have passed on to the customers in terms of the respective contracts for supply. Sales are exclusive of sales-tax and net of sales return/cancellation and discounts. Income on sale of electricity generated is recognized on the basis of actual units generated and transmitted to the purchaser.

Revenue from Erection, Procurement and Commissioning contracts is recognized on completion of services, in terms of the contract, and is net of taxes.

Interest income is recognized on a time proportion basis. Dividend income is recognized when the unconditional right to receive the dividend is established.

b) Fixed Assets:

Fixed assets are carried at cost as reduced by accumulated depreciation/amortization, except freehold land, which is carried at cost. Cost comprises of cost of acquisition/construction, including any expenses attributable to bring the asset to its working condition for its intended use, and is net of credit for taxes, as applicable. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

c) Depreciation and Amortization:

Consequent to Schedule II of the Companies Act, 2013 becoming effective from April 1, 2014, the depreciation/amortization is provided as under:

I. On tangible assets–

Cost of leasehold land is amortized over the period of lease. Depreciation on other fixed assets, excluding freehold land, is provided on straight line method at the rates determined as per the useful lives prescribed in Schedule II to the Companies Act, 2013.

II. On intangible assets –

Cost of technical know-how is amortized equally over a period of ten years. Cost of software is amortized equally over a period of six years.

Upto March 31, 2014, depreciation/amortization was provided as under:

I. On tangible assets–

Cost of leasehold land was amortized over the period of lease. Depreciation on other fixed assets, excluding freehold land, was provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Fixed assets costing upto ₹ 5,000 each were fully depreciated in the year of acquisition.

II. On intangible assets –

Cost of technical know-how was amortized equally over a period of ten years. Cost of software was amortized @ 16.21% p.a. on straight line method.

d) Impairment of assets:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's assets and impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

e) Investments:

Long term investments are carried at cost. Provision for diminution is made to recognize the decline, other than temporary, in the values of investments. Current Investments are carried at lower of the cost and fair value.

f) Inventories:

Inventories are valued at lower of cost and net realizable value. Cost is determined using weighted average method. The cost of finished goods and work-in-progress is inclusive of appropriate overheads.

g) Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the year in which related services are rendered. Company's contribution towards provident and pension fund viz. Defined Contribution Plan, paid / payable during the year is charged to the Statement of Profit and Loss. Retirement benefits in the form of Gratuity and Leave Encashment are recognized as an expense in the Statement of Profit and Loss at the present value of the amounts payable, determined on the basis of actuarial valuation techniques, using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss.

h) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are recognized as expenses in the statement of Profit & Loss.

i) Taxes on income:

Income tax expense comprises of current tax and deferred tax charge. Deferred tax is recognized, subject to consideration of prudence, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Minimum Alternate Tax (MAT) paid on the book profits, which gives rise to future economic benefits in the form of tax credit against future income-tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax within the period prescribed for utilization of such credit.

j) Foreign Currency Transactions and Forward Contracts:

Transactions in foreign currency are recorded in rupees by applying the exchange rate at the date of the transaction. At the Balance Sheet date, monetary assets and liabilities in foreign currency are restated by applying the closing rate. Gains or Losses on settlement of the transactions and restatement of monetary

assets and liabilities are recognised in the Statement of Profit and Loss. In respect of forward exchange contract entered, the difference between the forward rate and the exchange rate at the date of the transaction is recognised as income or expense over the life of such contract.

k) Government Grants:

Government Grants are accounted for when it is reasonably certain that the ultimate collection will be made. The grants in the nature of promoters' contribution are credited to Capital Reserve.

l) Provisions & Contingent Liabilities:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

m) Use of estimates :

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities, at the end of the accounting year and reported amounts of revenue and expenses during the year. Although these estimates are based on the management's knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Notes to restated unconsolidated financial information

C) Notes on adjustment for restated statements (Refer to Annexure VI for summary of restatement)

5. Expenditure of ₹ 11.57 million and Income of ₹ 3.94 million in respect of year ended March 31, 2014 accounted as prior period items during the period ended December 31, 2014 have been recognized in the year ended March 31, 2014.

Expenditure of ₹ 1.18 million in respect of year ended March 31, 2010 accounted as prior period expenses during the year ended March 31, 2011 has been recognized in the year ended March 31, 2010.

6. Interest on Income-tax (Finance Cost) of ₹ 0.93 million (credit) in respect of year ended March 31, 2013 and of ₹ 0.40 million (debit) in respect of year ended March 31, 2011 accounted as 'Taxation for earlier years' during the year ended March 31, 2014 has been recognized in respective years.
7. During the year ended March 31, 2012, the Company accounted for MAT credit entitlement of ₹ 9.00 million in respect of the credit available for the year ended March 31, 2011. This MAT credit entitlement has been recognized in the year ended March 31, 2011.

Effect on current tax and MAT credit entitlement on account of expenditure of ₹ 11.57 million and income of ₹ 3.94 million as stated in note 1 above is recognized in the year ended March 31, 2014

8. These represent regrouping of amounts for consistency of presentation.
9. During the year ended March 31, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The figures for the year ended March 31, 2011 and March 31, 2010 have been reclassified in accordance with the requirements of revised Schedule VI to the Companies Act, 1956.
10. There are no changes in the accounting policies during the period.

D) Other significant notes (based on audited financial statements)

11. During the year ended March 31, 2013, the Company has received subsidy of ₹ 3.00 million under the Central Capital Investment Subsidy Scheme, 2003. The same being in the nature of promoters' contribution is credited to Capital Reserve.

12. Change in the estimate of useful life of fixed assets

- a) Company has adopted the useful lives of various fixed assets as specified in Schedule II of the Companies Act, 2013, with effect from April 1, 2014, as against the useful lives adopted earlier as per Schedule XIV to the Companies Act, 1956. The carrying amount of ₹ 1.18 million, in respect of fixed assets where the remaining useful life as at April 1, 2014 as per Schedule II is Nil, after reducing the deferred tax credit of ₹ 0.32 million, is recognized in the opening balance of retained earnings. Further, the carrying amount of fixed assets as at April 1, 2014 is being depreciated over the revised remaining useful life of the assets. Consequently, depreciation charge for the nine month period ended December 31, 2014 is higher by ₹ 38.65 million.
- b) In accordance with Accounting Standard (AS) 22: Taxes on Income, the deferred tax liability on account of timing difference in depreciation, to the extent reversing during the tax holiday period, is not recognized. Consequent to the above change in the estimated useful life of fixed assets, such timing difference reversing during the tax holiday period is recomputed. Consequently, there is reduction in the deferred tax liability of ₹ 13.02 million and the same is included in the amount of deferred tax credit in the Statement of Profit and Loss for the period ended December 31, 2014.

13. In March 2014 a fire broke out in the Company's factory at Rohika, Gujarat. The Company has lodged a

claim with the insurance company towards the loss on account of fire. The claim lodged with the insurance company includes, inter-alia, claim towards loss of materials and fixed assets, expenditure on carrying out repairs and loss of profit. During the year ended March 31, 2014, the cost of materials and written down value of fixed assets destroyed in fire was estimated at ₹ 202.30 million by the management. Pending the settlement of claim, amount of ₹ 8.37 million, being estimated amount of reduction in the claim, was charged to the statement of profit and loss as "loss by fire" and the balance amount of ₹ 193.93 million was carried as 'Insurance claims lodged' in Other current assets. During the current period, the Company has incurred expenditure on repairs of Plant & Equipment & Buildings of ₹ 124.28 million, which is not charged to the Statement of Profit and Loss being part of the insurance claim. Further, the Company has received on account payment of ₹ 100.00 million during the current period and sold scrap of damaged fixed assets amounting to ₹ 12.21 million. As at December 31, 2014, the net amount carried forward in this connection as 'Insurance claims lodged' is ₹ 206.01 million which is included in other current assets. Final accounting effect of the same will be given on settlement of the insurance claim.

14. During the year ended March 31, 2014, the Income-tax authorities have carried out survey proceedings u/s 133A of the Income-tax Act, 1961 at the Company's corporate office and factory premises. The Company has made detailed submissions on various issues raised during the course of survey proceedings and does not expect any material demand in this connection.

15. Contingent Liability and commitments:

(₹ in million)

Particulars	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
i) Contingent liabilities (to the extent not provided for)							
(a) In respect of VAT Matters	11.29	-	9.34	-	-	-	-
(b) Claims against the Company not acknowledged as debts	3.99	-	-	-	-	-	-
ii) Estimated amounts of contracts remaining to be executed on capital account, net of advances	1142.02	88.50	107.88	79.92	168.00	6.88	151.43

16. The Company has two units located in Una and Rohika. Profits arising from the operations of the Una unit are eligible for deduction under section 80IC of the Income Tax 1961. In view of this, tax provision upto the year ended March 31, 2014 has been made u/s 115JB of Income tax act, 1961 for Minimum Alternate Tax payable on book profits.

17. Employee Benefits:

- a) Defined Contribution Plans: Contribution to Provident Fund is recognized as an expense and included in 'Employee Benefits Expenses' in the Statement of Profit and Loss as under:

(₹ in million)

For the period/year ended						
December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
9.12	8.18	11.14	9.64	6.50	6.51	2.54

- b) Defined Benefit Plans: The amounts recognized in respect of Gratuity and Leave Encashment – as per Actuarial valuation

(₹ in million)

In respect of Gratuity	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
1. Change in Benefit Obligation							
Liability at the beginning of the period/year	7.03	4.40	4.40	2.05	0.95	0.34	-
Interest Cost	0.49	0.27	0.35	0.16	0.08	0.03	-
Current Service Cost	4.11	2.82	3.74	2.92	1.66	0.67	0.34
Benefits paid	(0.02)	-	-	-	(0.01)	-	-
Past service cost recognized	-	-	-	0.01	0.01	-	-
Actuarial (Gain)/Loss	(0.20)	(1.25)	(1.46)	(0.74)	(0.64)	(0.09)	-
Liability at the end of the period/year	11.41	6.24	7.03	4.40	2.05	0.95	0.34
2. Expenses Recognized in the Statement of Profit and Loss							
Current Service Cost	4.11	2.82	3.74	2.92	1.66	0.67	0.34
Interest Cost	0.49	0.27	0.35	0.16	0.08	0.03	-
Past service cost recognized	-	-	-	0.01	0.01	-	-
Actuarial (Gain) /Loss	(0.20)	(1.25)	(1.46)	(0.74)	(0.64)	(0.09)	-
Expenses Recognized in the Statement of Profit & Loss	4.40	1.84	2.63	2.35	1.11	0.61	0.34
3. Actuarial Assumptions							
Discount Rate	7.94%	9.13%	9.19%	8%			
Salary Escalation Rate	8%						
Retirement Age	60 years						
Withdrawal Rates	5%						
Mortality	IALM (2006-08) Ultimate Mortality Table			LIC (1994-96) Ultimate Mortality Table			
4. Other Disclosures – experience adjustment							
Present value of defined benefit obligation	11.40	6.24	7.03	4.40	2.06	0.98	0.34
Experience (gain)/loss on obligation	(1.76)	(1.25)	(0.33)	(0.74)	(0.64)	(0.09)	-

In respect of Leave benefits	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
1. Change in Benefit Obligation							
Liability at the beginning of the period/year	4.72	2.87	2.87	1.50	0.81	0.10	-
Interest Cost	0.30	0.16	0.20	0.09	0.04	-	-
Current Service Cost	4.56	3.17	4.45	3.50	2.29	0.93	0.43
Benefits Paid	(0.72)	(0.51)	(0.63)	(0.64)	(0.57)	(0.10)	(0.02)
Actuarial (Gain)/Loss	(1.31)	(1.49)	(2.17)	(1.58)	(1.07)	(0.13)	(0.30)
Sub-total	7.55	4.20	4.72	2.87	1.50	0.80	0.11
Add: Short term leave liability	5.17	3.15	3.93	1.96	1.05	-	-
Liability at the end of the period/year	12.72	7.35	8.65	4.83	2.55	0.80	0.11
2. Expenses Recognized in the Statement of Profit and Loss							
Current Service Cost	4.56	3.17	4.45	3.50	2.29	0.93	0.42
Interest Cost	0.30	0.16	0.20	0.09	0.04	-	-
Actuarial (Gain) /Loss	(1.31)	(1.49)	(2.17)	(1.58)	(1.07)	(0.13)	(0.30)
Expenses Recognized in the Statement of Profit & Loss	3.55	1.84	2.48	2.01	1.26	0.80	0.12

In respect of Leave benefits	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
3. Actuarial Assumptions							
Discount Rate	7.94%	9.13%	9.19%	8%			
Salary Escalation Rate	8%						
Retirement Age	60 years						
Withdrawal Rates	5%						
Mortality	IALM (2006-08) Ultimate Mortality Table			LIC (1994-96) Ultimate Mortality Table			
4. Other Disclosures – experience adjustment							
Present value of defined benefit obligation	7.56	4.19	4.72	2.87	1.50	0.80	0.10
Experience (gain)/loss on obligation	(2.23)	(1.49)	(1.53)	(1.58)	(1.07)	(0.13)	(0.30)

The above defined benefit plans are unfunded. The estimate of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

18. Details of exposure in foreign currency as at the balance sheet date:

a) Outstanding derivatives and hedged foreign currency exposures:

(Amounts in respective currencies, in million)

Currency	Purpose	As at						
		December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
US \$	Hedging of loan taken	11.21	-	14.50	-	-	-	-
Euro	Hedging of loan taken	6.07	-	4.31	-	-	-	-
US \$	Hedging of trade payables	-	-	0.36	-	-	-	-
Euro	Hedging of trade payables	-	-	2.67	-	-	-	-

Note: All the above transactions are forward contracts for purchase of respective foreign currencies.

b) Details of unhedged foreign currency exposures:

(Amounts in respective currencies, in million)

Particulars	Currency	As at						
		December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Buyers Credit	US \$	41.07	33.20	33.51	16.04	9.12	-	-
	Euro	6.08	12.33	12.54	12.24	8.87	-	-
Trade payables	US \$	11.19	-	12.78	8.50	3.87	0.39	0.97
	Euro	2.79	2.52	6.39	5.17	6.05	1.51	0.69
	GBP	0.07	0.03	0.06	0.20	0.17	0.02	-
Advances paid	Euro	3.68	-	-	-	-	-	-
	US \$	2.50	1.61	-	-	-	-	-
	GBP	0.02	-	-	-	-	-	-

19. Calculation of Earnings Per Share (EPS):

Particulars	For the period/year ended
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	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Restated profit/(loss) after tax – numerator for calculating basic EPS (₹ in million)	1976.52	963.08	1,441.06	1,476.89	998.41	63.70	(13.62)
Add: Interest on debentures – net of tax (₹ in million)	-	-	-	6.75	7.00	7.00	0.30
Adjusted restated profit/(loss) for diluted EPS - numerator for calculating diluted EPS (₹ in million)	1976.52	963.08	1,441.06	1,483.64	1,005.41	70.70	(13.32)
Weighted average number of equity shares used in computing basic earnings per shares (Nos. in million)	200.00	200.00	200.00	151.78	150.00	150.00	3.01
Weighted average number of equity shares used in computing diluted earnings per shares (Nos. in million)	200.00	200.00	200.00	200.00	200.00	200.00	5.39
Basic Earnings per share – nominal value ₹ 10/- per share (₹)	9.88*	4.82*	7.21	9.73	6.66	0.42	(-) 4.52
Diluted Earnings per share - nominal value ₹ 10/- per share (₹)	9.88 *	4.82*	7.21	7.42	5.03	0.35	(-) 4.52

(*) Not annualized

Note: During the year ended March 31, 2014, the Company has issued ₹160.00 million equity shares as bonus shares in the ratio of four bonus shares for each existing equity share. The EPS for previous years has been recomputed as required by AS-20: Earnings Per Share.

Statement on adjustments to audited unconsolidated financial statements Annexure VI

(₹ in million)

Adjustment in the restated profit and loss	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
Profit/(loss) for the year as per audited financial statements	1,968.89	963.60	1,449.21	1,475.96	1,007.41	53.92	(12.44)
Adjustment - expense/(income) in the Statement of restated profit and loss arising out of:							
Prior period adjustment							
- Other expenses (see note (A)1 - Annexure V)	11.57	-	(11.57)	-	-	1.18	(1.18)
- Finance cost (Income-tax interest) - (See note (A)2 - Annexure V)	-	-	-	0.93	-	(0.40)	-
Prior period adjustment							
- Income from operations (see note (A)1 - Annexure V)	(3.94)	-	3.94	-	-	-	-
Effect of tax adjustments							
- Minimum Alternate Tax credit (see note (A)3 - Annexure V)	-	-	1.60	-	(9.00)	9.00	-
- Current Tax (see note (A)3 - Annexure V)	-	-	(1.60)	-	-	-	-
- Taxation for earlier years (see note (A)2 - Annexure V)	-	(0.52)	(0.52)	-	-	-	-
Regroupings (see note (A)4 - Annexure V)							
- Employee Benefit costs	-	-	-	-	-	0.38	-
- Other expenses	-	-	-	-	(29.39)	(10.98)	(0.36)
- Finance Costs	-	-	-	-	-	5.67	0.36
- Cost of materials consumed	-	-	-	-	29.39	4.93	-
Restated profit/(loss) after adjustments	1,976.52	963.08	1,441.06	1,476.89	998.41	63.70	(13.62)
Cumulative effect of changes in the statement of profit and loss - increase/(decrease)							
Prior period adjustment							
- Trade payables	-	-	11.57	-	-	-	1.18
- Trade receivables	-	-	3.94	-	-	-	-
Effect of tax adjustments							
- MAT credit entitlement	-	-	(1.60)	-	-	9.00	-
- Current Tax Provision	-	-	1.60	(0.52)	(0.40)	(0.40)	-
Surplus in the Statement of profit and loss - increase / (decrease)	7.63	(0.52)	(8.15)	0.93	(9.00)	9.78	(1.18)
Regroupings (see note (A)4							

Adjustment in the restated profit and loss	For the period / year ended						
	December 31,		March 31,				
	2014	2013	2014	2013	2012	2011	2010
- Annexure V)							
- Trade payables	-	-	-	-	-	(184.14)	-
- Advance from customers	-	-	-	-	-	184.14	-

Restated unconsolidated statement of non-current investments

Annexure VII

(₹ in million)

Particulars	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Investment in equity instruments							
- In wholly owned subsidiary - Inox Wind Infrastructure Services Limited - 50,000 equity shares of ₹ 10 each, fully paid-up	0.50	0.50	0.50	0.50	-	-	-
	0.50	0.50	0.50	0.50	-	-	-

Note: The Company has provided undertaking to a lender of its subsidiary, Inox Wind Infrastructure Services Limited that it will continue to hold 100% shareholding in the subsidiary.

Restated unconsolidated statement of trade receivables

Annexure VIII

(₹ in million)

Particulars	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Outstanding for a period exceeding six months from the date they are due for payment	370.14	287.44	156.85	6.61	-	-	-
Others	11,256.12	5,579.16	5,470.26	4,478.91	738.39	-	86.44
	11,626.26	5,866.60	5,627.11	4,485.52	738.39	-	86.44
Of the above, trade receivables from promoters/group companies/directors include:							
Inox Renewables Limited	286.13	1,561.34	1,176.34	243.37	736.50	-	-
Gujarat Fluorochemicals Limited	20.44	1.04	7.65	9.38	1.69	-	86.44
Inox Wind Infrastructure Services Limited	14.00	3.73	3.73	-	-	-	-

Restated unconsolidated statement of loans and advances Annexure IX

(₹ in million)

Particulars	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Long term loans and advances							
Capital Advances	203.57	10.30	10.22	20.94	8.64	56.25	53.77
Security Deposits	12.66	10.33	10.32	10.16	10.16	10.16	1.80
Advance Income Tax (net of provision)	-	-	-	-	12.35	0.68	-
MAT Credit Entitlement	717.86	754.94	854.02	548.01	247.88	9.00	-
Short term loans and advances							
(a) Loans and advances to related parties							
- Inter Corporate Deposits	4,141.30	1,870.42	2,824.75	1,394.11	-	-	-
- Advance towards common infrastructure facility	230.00	-	-	-	-	-	-
- Other dues	5.16	65.31	132.11	3.89	30.70	0.12	-
(b) Others							
Advance for expenses	2.45	3.41	3.51	2.09	2.39	1.29	0.51
Advance to suppliers	333.91	362.54	273.95	181.05	215.21	129.22	33.37
Security Deposits	-	0.93	-	-	-	-	-
Prepaid expenses	29.26	3.09	3.33	3.81	2.19	2.35	0.53
Balances in Service tax & VAT Accounts	24.00	42.49	9.94	28.18	9.88	5.23	0.43
	5700.17	3123.76	4122.15	2192.24	539.40	214.30	90.41
Of the above, loans and advances to promoters/group companies/directors include:							
a) Inter Corporate Deposits							
Inox Renewables Limited	1,403.99	351.86	589.59	1,010.60	-	-	-
Inox Wind Infrastructure Services Limited	2,737.31	1,501.56	2,235.16	383.51	-	-	-
Inox Renewables (Jaisalmer) Limited	-	17.00	-	-	-	-	-
b) Advance towards common infrastructure facility							
Inox Renewables Limited	230.00	-	-	-	-	-	-
c) Other dues							
Inox Renewables Limited	0.79	0.13	-	-	30.70	-	-
Inox Renewables (Jaisalmer) Limited	0.16	0.48	-	3.33	-	-	-
Inox Wind Infrastructure Services Limited	4.21	59.47	125.63	-	-	-	-
Marut-Shakti Energy India Limited	-	5.23	6.48	-	-	-	-
Gujarat Fluorochemicals Limited	-	-	-	0.56	-	0.12	-

Unsecured inter-corporate deposits given to related parties are repayable on demand and carry interest @ 10% p.a. Inox Wind Infrastructure Services Limited and Marut-Shakti Energy India Limited are subsidiaries, Inox Renewables Limited and Inox Renewables (Jaisalmer) Limited are fellow subsidiaries and Gujarat Fluorochemicals Limited is holding company.

Restated unconsolidated statement of secured borrowings

Annexure X

(₹ in million)

Particulars	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Term loans from banks	825.00	800.00	750.00	950.00	-	-	-
Term loan from other parties	-	750.00	562.50	750.00	-	-	-
Short Term Working Capital Demand Loans from banks	1,250.00	295.00	670.00	-	-	-	-
Short Term Working Capital Demand Loans from other parties	500.00	-	-	-	-	-	-
Cash credit facilities	703.34	1,326.50	473.47	335.64	130.53	166.13	-
Foreign Currency Buyer's credit facilities	4,259.59	3,107.98	3,110.54	1,719.22	1,072.54	-	-
Total	7,537.93	6,279.48	5,566.51	3,754.86	1,203.07	166.13	-
The above amounts are reflected in the restated financial statements as under:							
As long term borrowings	575.00	600.00	550.00	1,312.50	-	-	-
As short term borrowings	6,712.93	4,729.48	4,254.01	2,054.86	1,203.07	166.13	-
Included in Other current liabilities being current maturities of long term debt	250.00	950.00	762.50	387.50	-	-	-
	7,537.93	6,279.48	5,566.51	3,754.86	1,203.07	166.13	-

The security given for the above loans as at December 31, 2014 are as under:

Term Loans from Banks

(₹ in million)

Bank/ Institution	Balance Outstanding as at December 31, 2014	Rate of Interest (%)	Security offered	Tenor and repayment terms	Prepayment terms	Default/ penalties
YES Bank Ltd.	600.00	Base rate + 1.35% p.a. Presently @ 12.10% p.a.	1) First exclusive charge on existing and future movable and immovable fixed assets (Plant at Una, Himachal Pradesh & Bavla, Gujarat). 2) Non Disposal Undertaking from Gujarat Fluorochemicals Limited for 51% stake in the Borrower.	Repayment in 20 equal quarterly installments. First installment commencing 3 months from date of first disbursement. Repayment starts from 01.02.2013	Prepayment allowed without any prepayment premium/charges.	Additional interest at the rate of 2% p.a. if security is not fully created. Default interest @ 2% p.a. for defaults in payment of dues.
YES Bank Ltd.	225.00	Base rate + 0.55% p.a. Presently @ 11.30% p.a.	Extension of first exclusive charge on immovable fixed assets of the company at UNA, Himachal Pradesh & Bavla, Gujarat excluding charge on land bearing survey no. 129/13 at Bavla. Extension of first exclusive charge on fixed existing and future movable fixed assets of the company at Bavla, Gujarat and first <i>pari passu</i> charge on existing	Repayment in 20 equal quarterly installments. First installment commencing 3 months from date of first disbursement viz. from 30.06.2014.	Prepayment allowed without any prepayment premium/charges.	Additional interest at the rate of 2% p.a. if security is not fully created. Default interest @ 2% p.a. for defaults in payment of dues.

Bank/ Institution	Balance Outstanding as at December 31, 2014	Rate of Interest (%)	Security offered	Tenor and repayment terms	Prepayment terms	Default/ penalties
			and future movable fixed assets of the company at UNA, Himachal Pradesh along with existing charge of District Industries Centre, Himachal Pradesh of ₹ 3.00 million, Non-Disposable undertaking from Gujarat Fluorochemicals Ltd for 51% stake in the Borrower			
Total	825.00					

Cash credit and buyer's credit facilities and WCDL from banks and other parties

(₹ in million)

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
a) From banks					
ICICI Bank Ltd.	a) Cash credit	0.00	1,000.00	Base Rate + 2.75% p.a. Presently @ 12.75% p.a.	First charge by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other moveables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank, ranking <i>pari passu</i> with other participating banks.
	b) Buyer's credit	1,382.52	1,000.00 (as a sub-limit of Cash Credit) 1,000.00 (as a sub-limit of LC)	Rate is communicated at the time of disbursement, subject to RBI guidelines. Maximum rate to be applied is 6m Libor + 350 bps or as stipulated by RBI	
YES Bank Ltd.	a) Cash credit	33.96	150.00	Base Rate + 2.50% p.a. Presently @ 13.25% p.a.	First <i>pari passu</i> charge on current assets of the Company, both present and future.
	b) Buyer's credit	573.46	700.00 (as a sub-limit of LC)	Rate is communicated at the time of disbursement, subject to RBI guidelines.	
IDBI Bank Ltd.	a) Cash credit	47.53	500.00	Base Rate + 2.50% p.a. Presently @ 12.75% p.a.	First <i>pari passu</i> charge over entire present & future Current Assets of the Company.
	b) Buyer's credit	523.75	1,950.00 (as a sub-limit of LC) 500 (inner limit of CC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Axis Bank Ltd.	a) Cash credit	30.94	100.00	Base Rate + 2% p.a. Presently @ 12.15% p.a.	<i>Pari passu</i> first charge on the entire current assets of the Company both present & future.

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
	b) Buyer's credit	32.54	200.00 (as a sub-limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
IndusInd Bank Ltd.	a) Cash credit	63.48	200.00 (sub- limit of LC/BC)	Base Rate + 2.00% p.a. Presently @ 13.00% p.a.	First <i>pari passu</i> charge on entire current assets of the Company.
	b) Buyer's credit	671.12	2000.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
HDFC Bank Ltd.	a) Cash credit	82.62	450.00 (sub- limit of LC/BG/BC)	At prevailing rates. Presently @ 11.90% p.a.	First <i>pari Passu</i> charge over stock and book debts
	b) Buyer's credit	45.81	1250.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
ING Vysya Bank Ltd.	a) Cash credit	145.17	750.00 (sub- limit of LC/BC)	Base Rate + 2.50% p.a. presently @ 12.95%	First <i>pari passu</i> charge on current assets of the Company both present and future along with other member banks under multiple banking arrangements.
	b) Buyer's credit	726.93	1,000 (main limit) 500 (sub-limit of Bank guarantee limit of ₹ 2,800 million)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
DCB Bank	a) Cash credit	0.00	400.00	Base Rate + 2.00% p.a. presently @ 12.85%	First <i>pari passu</i> charge on present and future current assets of the Company.
	b) WCDL	300.00	400.00 (sub- limit of CC)	Pricing to be decided by DCB bank at the time of disbursement. Present effective rate 11.75% p.a.	
	c) Buyer's credit	139.33	200.00 (sub-limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Ratnakar Bank Limited	a) Cash credit	223.94	500.00 (sub- limit of LC)	Base Rate + 1.75% p.a. presently @ 12.75%	First <i>pari passu</i> charge by way of hypothecation on the entire current assets of the Company, both present & future.
	b) WCDL	0.00	950.00 (sub- limit of LC)	To be decided at the time of disbursement, subject to minimum of RBL's Base Rate i.e. 11% p.a. presently.	
	c) Buyer's credit	0.00	950.00 (sub- limit of LC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Kotak Mahindra Bank	a) Cash credit	70.35	250.00	Base Rate + 2.00% p.a. presently @ 12.00%	First <i>pari passu</i> charge on all existing and future receivables/ current assets of the Company.
	b) Buyer's	164.13	500.00 (sub-	Rate is communicated	

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
	credit		limit of LC)	at the time of transaction, subject to RBI guidelines.	
Standard Chartered Bank	a) Cash credit	5.35	300.00 (sub-limit of BG/LC)	Base Rate + 3.50% p.a. presently @ 13.25%	First <i>pari passu</i> charge on current assets of the Company along with other banks under a multiple banking arrangement.
	b) Buyer's credit	0.00	550.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Abu Dhabi Commercial Bank	a) Cash credit	0.00	400.00	CC- Base Rate + 1.70% p.a. presently @ 11.65%	First <i>pari passu</i> charge on present and future current assets of the Company.
	b) WCDL	400.00	400.00 (sub- limit of CC)	WCDL - Base Rate + 1.70% p.a. presently @ 11.65%	
	c) Buyer's credit	0.00	300.00 (sub- limit of CC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Société Générale	a) Cash credit	0.00	150.00 (sub- limit of LC/BC)	CC- Base Rate + 2.20% p.a. presently @ 11.90%	First <i>pari-passu</i> charge on hypothecation on entire current assets and movable Fixed assets of the Company inclusive of stock and book debts, both present & Future.
	b) WCDL	150.00	150.00 (sub- limit of LC/BC)	WCDL- Interest shall be at a mutually agreed rate subject to minimum of Base Rate with monthly rests. The Interest shall be compounded monthly. Presently @ 11.60% p.a.	
	c) Buyer's credit	0.00	400.00	Rate is communicated at the time of transaction, subject to RBI guidelines.	
The South Indian Bank Limited	a) Cash credit	0.00	500.00	CC- Base Rate + 1.55% p.a. presently @ 12.05%	pari-passu first charge on entire current assets of the Company (Present & Future)
	b) WCDL	400.00	500.00 (sub- limit of CC)	WCDL- Interest on WCDL will be fixed at the time of availment. Presently @ 11.00% p.a.	
	C) Buyer's credit	0.00	500.00 (sub- limit of CC)	Rate is communicated at the time of transaction, subject to RBI guidelines.	
Total		6212.93			
b) From other parties					
Aditya Birla Finance Ltd.	Revolving Rupee Demand	500.00	750.00	12.30% p.a. (Fully Floating linked to ICICI Bank Base Rate)	First <i>pari passu</i> charge on the entire current assets of the Company, both present and

Bank/ Institution	Type of Facilities	Balance outstanding as at December 31, 2014	Sanctioned Limit	Rate of interest	Security
	Loan				future

Restated unconsolidated statement of Unsecured Borrowings

Annexure XI

(₹ in million)

Particulars	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Debentures (7% unsecured optionally convertible)	-	-	-	-	100.00	100.00	100.00
Inter-corporate deposits	-	-	-	-	-	700.00	470.00
Total	-	-	-	-	100.00	800.00	570.00
Of the above, unsecured loans from promoters/group companies/directors include:							
Devansh Trading and Finance Private Limited	-	-	-	-	25.00	25.00	25.00
Siddho Mal Investments Private Limited	-	-	-	-	25.00	25.00	25.00
Siddhapawan Trading & Finance Private Limited	-	-	-	-	25.00	25.00	25.00
Inox Chemicals Private Limited	-	-	-	-	25.00	25.00	25.00
Gujarat Fluorochemicals Limited	-	-	-	-	-	700.00	470.00
	-	-	-	-	100.00	800.00	570.00
The above amounts are reflected in the restated financial statements as under:							
As long term borrowings	-	-	-	-	-	100.00	100.00
As short term borrowings	-	-	-	-	-	700.00	470.00
Included in Other current liabilities being current maturities of long term debt	-	-	-	-	100.00	-	-
Total	-	-	-	-	100.00	800.00	570.00

Restated unconsolidated statement of other income

Annexure XII

(₹ in million)

Particulars	Recurring/ Non- recurring	For the period / year ended						
		December 31,		March 31,				
		2014	2013	2014	2013	2012	2011	2010
Related to business activities								
Gain on disposal of fixed assets	Non-recurring	-	-	-	-	-	0.01	-
Other Income - recovery of expenses	Non-recurring	-	-	-	-	-	9.72	-
Liabilities written back	Non-recurring	-	-	1.06	-	3.15	-	-
Net gain on foreign currency transactions and translation	Non-recurring	50.34	-	-	-	-	-	-
Not related to business activities								
Interest Income								
- On bank fixed deposits	Recurring	5.91	0.58	1.15	0.53	-	-	0.06
- On inter-corporate deposits	Recurring	249.02	120.73	176.84	54.85	-	-	-
- Others	Recurring	0.50	0.71	1.40	0.62	0.69	0.01	-
Dividend on current investments	Non-recurring	-	-	-	1.43	-	-	-
Profit on sale of non-current investments	Non-recurring	40.02	-	-	-	-	-	-
Profit on sale of current investments	Non-recurring	-	15.45	15.45	-	-	-	-
		345.79	137.47	195.90	57.43	3.84	9.74	0.06

Note: The classification of other income as related/not-related to business and recurring/non-recurring is based on the Company's current business operations and activities.

Restated unconsolidated statement of accounting ratios

Annexure XIII

Particulars		For the period / year ended						
		December 31,		March 31,				
		2014	2013	2014	2013	2012	2011	2010
Profit/(loss) after tax, as restated (₹ in million)	(A)	1,976.52	963.08	1441.06	1476.89	998.41	63.70	(13.62)
Add: Interest on debentures - net of tax (₹ in million)		-	-	-	6.75	7.00	7.00	0.30
Adjusted profit/(loss), as restated (₹ in million)	(B)	1,976.52	963.08	1441.06	1,483.64	1005.41	70.70	(13.32)
Net worth at the end of the period / year (₹ in million) (see note 2 below)	(C)	6,258.57	3825.47	4297.03	2928.38	1348.49	350.07	286.38
Weighted average number of equity shares of face value of ₹ 10 each, outstanding during the year (see note 4)								
- for Basic EPS (Nos. in million)	(D)	200.00	200.00	200.00	151.78	150.00	150.00	3.01
- for Diluted EPS (Nos. in million)	(E)	200.00	200.00	200.00	200.00	200.00	200.00	5.39
Total number of equity shares of face value of ₹ 10 each, outstanding at the end of the period/year (Nos. in million)	(F)	200.00	200.00	200.00	40.00	30.00	30.00	30.00
Total number of equity shares of face value of ₹ 10 each, outstanding at the end of the period/year – adjusted for issue of bonus shares – see note 4 (Nos. in million)	(G)	200.00	200.00	200.00	200.00	150.00	150.00	150.00
Earnings per equity share of ₹ 10 each – see note 4								
- Basic EPS (₹ per share)	(A) / (D)	9.88(*)	4.82(*)	7.21	9.73	6.66	0.42	(4.52)
- Diluted EPS (₹ per share)	(B) / (E)	9.88(*)	4.82(*)	7.21	7.42	5.03	0.35	(4.52)
Return on net worth (%)	(A) / (C)	31.58%	25.18%	33.54%	50.43%	74.04%	18.20%	(-)4.76%
Net asset value per share (₹)	(C) / (F)	31.29	19.13	21.49	73.21	44.95	11.67	9.55
Net asset value per share - adjusted for issue of bonus shares - see note 4 (₹)	(C) / (G)	31.29	19.13	21.49	14.64	8.99	2.33	1.91
(*) Not annualized								

Notes:

1 The ratios have been computed as follows:

a) Earnings per equity shares (in ₹) = $\frac{\text{Profit/(loss) after tax, as restated}}{\text{Weighted average number of equity shares outstanding during the period/year}}$ b) Return on net worth (%) = $\frac{\text{Profit/(loss) after tax, as restated}}{\text{Net worth}} \times 100$

Net worth as at the end of the period/year

c) Net asset value per share (in ₹) = $\frac{\text{Net worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the period/year}}$

Number of equity shares outstanding at the end of the period/year

- 2 Net worth = Equity Share Capital + Capital Reserve (+)/(-) Surplus/(Deficit) in the Statement of Profit and Loss - Miscellaneous expenditure to the extent not adjusted or written off or adjusted
- 3 Restated profit as appearing in the restated statement of profit and loss and net worth, as restated, as appearing in the statement of restated assets and liabilities, has been considered for the purpose of computing above ratios. These ratios are computed on the basis of the unconsolidated restated financial information of the Company.
- 4 During the year ended March 31, 2014, the Company had issued 160 million equity shares as bonus shares in the ratio of four bonus shares for each existing equity share. The EPS for previous years has been recomputed as required by AS-20: Earnings Per Share. The net asset value per share is also recomputed accordingly for previous years.
- 5 Calculation of ratios post issue has not been considered.

Restated unconsolidated statement of capitalisation

Annexure XIV

(₹ in million)

Particulars	Pre-issue as at December 31, 2014	Adjusted for post issue (See note 2)
Borrowings		
Short term debts (refer Note no. 1)	6,962.93	[●]
Long term debts	575.00	[●]
Total debts	7,537.93	[●]
Shareholders' funds		
Share capital	2,000.00	[●]
Reserves	3.00	[●]
Surplus in the statement of profit and loss	4,342.09	[●]
Total Shareholders' funds	6,345.09	[●]
Long term debt/equity ratio	0.09:1	[●]
Total debt/equity ratio	1.19:1	[●]
<i>Notes:</i>		
1	<i>Debts maturing within the next one year from December 31, 2014 are considered as short term debts, including part of long term debts.</i>	
2	<i>The post-issue debt equity ratio will be computed only after allotment of shares in the Initial Public Offer.</i>	
3	<i>The figures included above are as per the statement of restated profit and loss and statement of restated assets and liabilities.</i>	

Restated unconsolidated statement of dividends paid/proposed**Annexure XV**

The Company has not paid/proposed any dividend for the period ended December 31, 2014 and for the years ended March 31, 2014, 2013, 2012, 2011 and 2010 viz. from the date of its incorporation.

Restated unconsolidated statement of tax shelters

Annexure XVI

(₹ in million)

Particulars		For the period / year ended					
		December 31,	March 31,				
		2014	2014	2013	2012	2011	2010
Profit/(loss) before taxation, as restated	A	2,641.79	1,457.33	1,496.31	1,194.25	43.99	(13.69)
Normal Tax Rate (in %)	B	33.990	33.990	32.445	32.445	33.2175	33.990
MAT Tax Rate (in %)	C	20.96050	20.96050	20.00775	20.00775	19.9305	16.995
a) In respect of tax computed at normal rates:							
Tax expense at applicable tax rate on restated profits (refer Note 3)	D = A*B	897.94	495.35	485.48	387.47	14.61	(4.65)
Adjustments:							
Permanent differences:							
Preliminary expenses		-	-	-	-	-	2.58
Dividend income - tax exempt		-	-	(1.44)	-	-	-
Other disallowances		-	2.54	0.03	-	0.44	0.07
Interest on income-tax		9.29	7.87	4.70	-	-	-
Deduction U/s 80IC of income tax Act, 1961		(658.12)	(1,425.96)	(1,403.03)	(673.24)	-	-
Total	E	(648.83)	(1,415.55)	(1,399.74)	(673.24)	0.44	2.65
Temporary Differences:							
Expenditure allowable U/s 35D of the Income tax Act, 1961		-	(0.03)	(0.03)	(0.03)	(0.03)	0.11
Difference between tax depreciation & book depreciation		33.66	(66.14)	(108.33)	(269.73)	(255.59)	(44.12)
Interest disallowed u/s 36(1) (iii)		-	3.98	1.98	-	-	-
Foreign exchange fluctuation loss u/s 43A		-	10.65	1.09	(1.05)	-	4.81
Difference due to allowability/dis-allowability of section 43B items		1.03	5.44	6.37	7.01	2.19	0.24
Difference due to allowability/dis-allowability of section 40(a)(ia) items		-	1.69	-	0.04	(0.85)	0.85
Provision for gratuity		2.05	2.63	2.35	1.09	0.62	0.05
Losses/unabsorbed depreciation carried forward/set-off		-	-	-	(258.34)	209.23	49.11
Total	F	36.74	(41.78)	(96.57)	(521.01)	(44.43)	11.05
Net adjustments	G = E+F	(612.09)	(1,457.33)	(1,496.31)	(1,194.25)	(43.99)	13.70
Tax impact on account of net adjustments- (tax savings)/ additional charges	H = G*B	(208.05)	(495.35)	(485.48)	(387.47)	(14.61)	4.65
Tax under normal provisions of income tax Act, 1961 (refer Notes 4 and 5)	I = H + D	689.89	-	-	-	-	-

Particulars		For the period / year ended					
		December 31,	March 31,				
		2014	2014	2013	2012	2011	2010
Actual normal tax paid/payable		689.89	-	-	-	-	-
Tax savings/additional charge		-	-	-	-	-	-
b) In respect of tax computed on book profits:							
Profit/(loss) before current and deferred tax, as restated		2,641.79	1,457.33	1,496.31	1,194.25	43.99	(13.69)
Add: Additions on account of interest on income tax and other items		9.29	9.88	3.78	-	0.40	N.A.
Less: Deduction on account of tax free income/set of brought forward book loss		-	-	(1.44)	-	(1.79)	N.A.
Book profit u/s 115JB, as restated		2,651.08	1,467.21	1,498.65	1,194.25	42.60	(13.69)
Tax under MAT, on restated profits		555.67	307.54	299.84	238.94	8.49	-
Actual MAT paid/payable		554.08	309.13	299.84	238.94	8.25	-
Impact on MAT on account of net adjustment- (tax savings)/additional charge		1.59	(1.59)	-	-	0.24	-
Notes:							
1) The above statement has been prepared as per the statement of restated profits and loss of the Company.							
2) The permanent/ timing differences have been computed considering the draft computation prepared by the Company for the nine-months period ended December 31, 2014 and tax returns filed by the Company for earlier years.							
3) Where the restated result before taxes is a loss, tax expense at applicable tax rate (B) is taken as Nil.							
4) Where the tax impact of adjustments (H) results into savings greater than the tax liability (D), tax under normal provisions (I) is taken as Nil.							
5) For the financial years ended March 31, 2011 to March 31, 2014, the Company has computed and/or paid tax under MAT. For the nine month period, in view of the available brought forward MAT credit, effectively the Company is liable to pay tax under MAT.							

Restated unconsolidated segmental reporting

The Company is engaged in the business of manufacture of Wind Turbine Generators (“WTGs”) and also provides related erection & commissioning services, which is considered as a single business segment. The Company has installed one WTG, primarily to generate power for captive consumption. Presently, the power is sold by the Company and the revenue from sale of power is less than 1% of Sales & Income from Operations. Hence, there is only one reportable business segment as envisaged in Accounting Standard (AS-17) – Segment Reporting. Further, all the activities of the company are in India and hence there is a single geographical segment.

**Restated unconsolidated statement of related party transactions
XVIII**
Annexure
1. Related Party Relationship:
(i) Where Control Exists :

Gujarat Fluorochemicals Limited (GFL) - Holding Company
 Inox Leasing & Finance Limited - Ultimate Holding Company
 Inox Wind Infrastructure Services Limited (IWISL) - Subsidiary (incorporated on 11th May 2012)
 Marut-Shakti Energy India Limited - Subsidiary of IWISL (w.e.f. 13th September 2013)

(ii) Other related parties where transactions have taken place
Key Management Personnel (KMP)

Mr. Devansh Jain – Whole-time Director (w.e.f 1st November 2012)
 Mr. Rajeev Gupta – Whole-time Director (w.e.f 1st April 2012)

Fellow Subsidiaries

Inox Renewables Limited (IRL) – Subsidiary of GFL
 Inox Renewables (Jaisalmer) Ltd – Subsidiary of IRL (incorporated on 24th July 2012)
 Inox Leisure Limited (ILL) - Subsidiary of GFL

Companies in which KMP or their relatives have significant influence

Siddho Mal Investments Private Limited
 Devansh Trading and Finance Private Limited

(iii) Particulars of transactions:
(₹ in million)

A) Transactions during the period/year	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
(a) Allotment of shares							
Gujarat Fluorochemicals Limited	-	-	-	-	-	-	299.99
Siddho Mal Investments Private Limited	-	-	-	25.00	-	-	-
Devansh Trading and Finance Private Limited	-	-	-	25.00	-	-	-
Total	-	-	-	50.00	-	-	299.99
(b) Investment in shares							
Inox Wind Infrastructure Services Limited	-	-	-	0.50	-	-	-
(c) Inter-corporate deposits taken							
Gujarat Fluorochemicals Limited	-	-	-	797.50	-	230.00	470.00
Inox Wind Infrastructure Services Limited	-	-	-	8.80	-	-	-
Inox Renewables (Jaisalmer) Limited	-	-	-	62.31	-	-	-
Total	-	-	-	868.61	-	230.00	470.00
(d) Inter-corporate deposits refunded							
Gujarat Fluorochemicals Limited	-	-	-	797.50	700.00	-	-
Inox Wind Infrastructure Services Limited	-	-	-	8.80	-	-	-

A) Transactions during the period/year	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Inox Renewables (Jaisalmer) Limited	-	-	-	62.31	-	-	-
Total	-	-	-	868.61	700.00	-	-
(e) Inter-corporate deposits given							
Inox Wind Infrastructure Services Limited	1,618.55	1,470.65	2,319.25	716.39	-	-	-
Inox Renewables Limited	1,095.30	791.36	1,511.09	1,105.00	-	-	-
Inox Renewables (Jaisalmer) Limited	-	17.00	17.00	-	-	-	-
Total	2,713.85	2,279.01	3,847.34	1,821.39	-	-	-
(f) Inter-corporate deposits received back							
Inox Wind Infrastructure Services Limited	1,116.40	352.60	467.60	332.88	-	-	-
Inox Renewables Limited	280.90	1,450.10	1,932.10	94.40	-	-	-
Inox Renewables (Jaisalmer) Limited	-	-	17.00	-	-	-	-
Total	1,397.30	1,802.70	2,416.70	427.28	-	-	-
(g) Interest paid							
Gujarat Fluorochemicals Limited	-	-	-	34.61	64.73	42.01	4.88
Inox Wind Infrastructure Services Limited	-	-	-	0.03	-	-	-
Inox Renewables (Jaisalmer) Limited	-	-	-	0.15	-	-	-
Siddho Mal Investments Private Limited	-	-	-	1.69	1.75	1.75	0.08
Devansh Trading and Finance Private Limited	-	-	-	1.69	1.75	1.75	0.08
Total	-	-	-	38.17	68.23	45.51	5.04
(h) Interest received							
Inox Wind Infrastructure Services Limited	192.92	58.98	106.03	9.85	-	-	-
Inox Renewables Limited	56.10	61.09	69.75	45.00	-	-	-
Inox Renewables (Jaisalmer) Limited	-	0.66	1.06	-	-	-	-
Total	249.02	120.73	176.84	54.85	-	-	-
(i) Purchase of goods and services							
Inox Wind Infrastructure Services Limited	-	44.29	68.31	316.34	-	-	-
Inox Renewables Limited	-	-	-	149.50	-	-	-
Gujarat Fluorochemicals Limited	0.29	-	0.80	-	-	-	-
Total	0.29	44.29	69.11	465.84	-	-	-

A) Transactions during the period/year	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
(j) Reimbursement of expenses paid / payments made on behalf of the Company							
Gujarat Fluorochemicals Limited	-	0.30	0.66	0.03	4.03	0.69	6.31
Inox Wind Infrastructure Services Limited	0.14	24.06	31.84	33.49	-	-	-
Inox Renewables Limited	-	-	-	7.44	-	-	-
Total	0.14	24.36	32.50	40.96	4.03	0.69	6.31
(k) Reimbursement of expenses received / payments made on behalf by the Company							
Gujarat Fluorochemicals Limited	-	0.06	0.06	1.09	2.55	0.04	7.78
Inox Wind Infrastructure Services Limited	107.80	55.49	91.98	26.00	-	-	-
Inox Renewables Limited	17.76	0.13	0.13	48.36	0.24	-	-
Inox Renewables (Jaisalmer) Limited	0.68	9.16	10.37	3.33	-	-	-
Marut-Shakti Energy India Ltd	0.67	5.23	6.48	-	-	-	-
Total	126.91	70.07	109.02	78.78	2.79	0.04	7.78
(l) Sales (net of sales return/cancellation and discounts)							
Gujarat Fluorochemicals Limited	12.79	1.94	5.96	7.69	5,471.61	719.21	78.49
Inox Renewables Limited	-	1,851.89	2,083.78	813.34	726.90	-	-
Inox Renewables (Jaisalmer) Limited	-	-	-	3,116.80	-	-	-
Inox Wind Infrastructure Services Limited	14.00	3.56	3.56	-	-	-	-
Total	26.79	1,857.39	2,093.30	3,937.83	6,198.51	719.21	78.49
(m) Rent paid							
Gujarat Fluorochemicals Limited	2.70	1.80	2.70	-	-	-	-
(n) Advance Given Towards Common Infrastructure Facility							
Inox Renewables Limited	230.00	-	-	-	-	-	-
(o) Return of sales made in earlier years							
Inox Renewables Limited	724.78	-	-	720.45	-	-	-
(p) Managerial Remuneration							
Mr. Devansh Jain	9.05	9.05	12.06	4.79	-	-	-
Mr. Rajeev Gupta	4.32	3.73	5.10	4.33	-	-	-
(q) Advertisement services availed							
Inox Leisure Limited	3.54	2.87	2.87	-	-	-	-
(r) Issue of debentures							
Siddho Mal Investments Private	-	-	-	-	-	-	25.00

A) Transactions during the period/year	For the period/year ended						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Limited							
Devansh Trading and Finance Private Limited	-	-	-	-	-	-	25.00
Total	-	-	-	-	-	-	50.00

B) Outstanding balances	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Amount payable							
(a) Trade payable							
Gujarat Fluorochemicals Limited	7.86	-	4.81	-	0.50	-	-
Inox Renewables Limited	-	-	0.46	0.06	-	0.39	-
Inox Leisure Limited	3.54	2.82	2.82	-	-	-	-
Total	11.40	2.82	8.09	0.06	0.50	0.39	-
(b) Inter corporate deposit							
Gujarat Fluorochemicals Limited	-	-	-	-	-	700.00	470.00
(c) Other current liabilities							
Gujarat Fluorochemicals Limited	-	-	-	-	-	226.33	4.39
(d) Managerial Remuneration payable							
Mr. Devansh Jain	7.67	7.67	7.17	-	-	-	-
Mr. Rajeev Gupta	0.63	0.52	0.43	-	-	-	-
Total	8.30	8.19	7.60	-	-	-	-
(e) Debentures issued							
Siddho Mal Investments Private Limited	-	-	-	-	25.00	25.00	25.00
Devansh Trading and Finance Private Limited	-	-	-	-	25.00	25.00	25.00
Total	-	-	-	-	50.00	50.00	50.00
Amounts receivable							
(a) Trade receivable							
Gujarat Fluorochemicals Limited	20.44	1.04	7.65	9.38	1.69	-	86.44
Inox Renewables Limited	286.13	1,561.34	1,176.34	243.37	736.50	-	-
Inox Wind Infrastructure Services Limited	14.00	3.73	3.73	-	-	-	-
Total	320.57	1,566.11	1,187.72	252.75	738.19	-	86.44
(b) Inter-Corporate deposit given							
Inox Wind Infrastructure Services Limited	2,737.31	1,501.56	2,235.16	383.51	-	-	-
Inox Renewables Limited	1,403.99	351.86	589.59	1,010.60	-	-	-
Inox Renewables (Jaisalmer) Limited	-	17.00	-	-	-	-	-

B) Outstanding balances	As at						
	December 31, 2014	December 31, 2013	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Total	4,141.30	1,870.42	2,824.75	1,394.11	-	-	-
(c) Advance Given Towards Common Infrastructure Facility							
Inox Renewables Limited	230.00	-	-	-	-	-	-
(d) Other dues receivable							
Gujarat Fluorochemicals Limited	-	-	-	0.56	-	0.12	-
Inox Wind Infrastructure Services Limited	4.21	59.47	125.63	-	-	-	-
Inox Renewables (Jaisalmer) Limited	0.16	0.48	-	3.33	-	-	-
Inox Renewables Limited	0.79	0.13	-	-	30.70	-	-
Marut-Shakti Energy India Limited	-	5.23	6.48	-	-	-	-
Total	5.16	65.31	132.11	3.89	30.70	0.12	-
(e) Interest accrued							
Inox Renewables Limited	7.20	30.72	38.51	45.00	-	-	-
Inox Wind Infrastructure Services Limited	29.16	53.07	95.41	-	-	-	-
Inox Renewables (Jaisalmer) Limited	-	0.59	-	-	-	-	-
Total	36.36	84.38	133.92	45.00	-	-	-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated audited financial statements as at and for the nine months ended December 31, 2014 and 2013 and the years ended March 31, 2014, 2013 and 2012, in each case prepared as per Indian GAAP, including the schedules, annexure and notes thereto. Indian GAAP differs in certain material respects from IFRS and U.S. GAAP. Please refer to "Risk Factors - Significant differences exist between Indian GAAP, IFRS and U.S. GAAP, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Red Herring Prospectus." You should also read "Risk Factors", which discusses a number of factors and contingencies that could affect our financial condition and results of operations.

The financial information set forth in this section comprises, (i) as of and for the nine months ended December 31, 2014 and the year ended March 31, 2014, consolidated financial information of our Company and its wholly-owned subsidiaries, IWISL, which conducts our WTG erection and commissioning services and our wind farm operation and maintenance services, and Marut-Shakti, a company that we acquired in September 2013 and is engaged in the development of wind power projects; (ii) as of and for the nine months ended December 31, 2013 and the year ended March 31, 2013, consolidated financial information of our Company and its wholly-owned subsidiary, IWISL and (ii) as of and for the year ended March 31, 2012, during which our Company did not have a subsidiary, financial information of our Company on a standalone basis.

Overview

We are one of India's leading wind power solutions providers. We manufacture wind turbine generators, or WTGs, and provide turnkey solutions by supplying WTGs and offering services including wind resource assessment, site acquisition, infrastructure development, erection and commissioning, and also long term operations and maintenance of wind power projects.

Our Company was incorporated in April 2009, commenced operations in March 2010. We manufacture the key components of WTGs in-house with a view to ensuring high quality, advanced technology and reliability and maintaining cost competitiveness. We have facilities dedicated to manufacturing nacelles, hubs, rotor blade sets and towers. We manufacture nacelles and hubs at our Una Unit, located in the Una district of Himachal Pradesh. Our rotor blade manufacturing facility and our tower manufacturing facility are housed in our Rohika Unit, located in the Ahmedabad district of Gujarat. We have also commenced construction of a new integrated manufacturing facility at Barwani, Madhya Pradesh to produce nacelles and hubs, rotor blade sets and towers. We have established relationships with leading suppliers for raw materials, such as steel and epoxy, and those components that we do not manufacture in-house, such as gearboxes, electric control systems (ECS) and generators.

Our 2 MW WTGs have been designed and developed after due assessment of wind site qualities and conditions across low wind resource locations such as those in India. We have a perpetual license from AMSC Austria GmbH (formerly Windtec GmbH), or AMSC, a leading wind energy technology company based in Austria, to manufacture 2 MW WTGs in India based on AMSC's proprietary technology. Our license in India is exclusive, subject to three existing licenses that AMSC had previously granted for the production and sale of 2 MW WTGs worldwide, including in India. In addition to our license in India, we also have a non-exclusive license to manufacture 2 MW WTGs outside India based on AMSC's proprietary technology. We also have non-exclusive licenses from WINDnovation Engineering Solutions GmbH (based in Germany), or WINDnovation, for custom-made rotor blade sets. Our technology licenses are subject to certain limitations which are described under "Business - Technology" on page 138.

Through our wholly owned subsidiaries, Inox Wind Infrastructure Services Limited, or IWISL, and Marut-Shakti India Limited, or MSEIL, we provide turnkey solutions for wind farm projects. These services include wind resource assessment, site acquisition, project development, erection and commissioning, and also long term operations and maintenance of wind power projects. We have acquired or expect to acquire access to certain Project Sites in Rajasthan, Gujarat, Andhra Pradesh and Madhya Pradesh and we expect to have access to Wind Sites Under Acquisition in Rajasthan, Gujarat, Andhra Pradesh, and Madhya Pradesh, which we estimate are suitable for the installation of 4,052 MW of aggregate capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development.

We are part of the Inox Group, which operates in various businesses, including industrial gases, engineering

plastics, refrigerants, chemicals, carbon credits, cryogenic engineering, renewable energy and entertainment sectors.

Principal Factors Affecting Our Performance

Our business, results of operations and financial condition are affected by a number of factors, including:

- *Demand for power and changes in our order book.* Changes in prices of oil, coal, natural gas and other conventional energy sources influence the demand for renewable energy sources such as wind power. For example, the price of oil, which is a competing energy source, has declined dramatically since the middle of calendar year 2014, which, if sustained or expected to be sustained for a significant period, could potentially result in reduced capital investment in the wind power industry. The demand for power in general and from wind energy in particular has been and will continue to affect our operating results and future growth. As of December 31, 2014, our order book included orders for WTGs with aggregate capacity of 1,258 MW, comprising orders for supply and erection of WTGs with aggregate capacity of 694 MW, including 50 MW ordered by IRL, a Group Company, in addition to orders for only the supply of WTGs with aggregate capacity of 564 MW. Our order book includes executed binding contracts for WTGs with aggregate capacity of 826 MW and signed term sheets or letters of intent, which are subject to the execution of binding contracts, for WTGs with aggregate capacity of 432 MW. Out of the above order book, WTGs of aggregate capacity of 122MW have already been erected and commissioned as of December 31, 2014, and hence, a significant part of revenues in respect these WTGs has been recognized and payment thereof realized by December 31, 2014, in accordance with our agreements with our customers. As such, there can be no assurance that the orders will be confirmed, that binding contracts will be executed, and that binding contracts or other orders will not be cancelled or reduced or will result in revenues or that we will receive payment as per the indicative terms of any such orders. Furthermore, our binding agreements may be subject to contingencies, such as the timing and receipt of necessary government authorizations, or financing conditions which provide that the agreements can be terminated without penalty in the event the customer cannot obtain financing for the project. Please refer to “*Risk Factors – Projects included in our order book may be modified or cancelled or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations*” on page 21. Orders in our order book may be affected by cancellations or scope or schedule adjustments in the future. Furthermore, customers may change the size of the order after implementation of a project has commenced. Our results of operations will be affected by any delay, acceleration, reduction or increase in scope, cancellation, execution difficulty, payment postponement or payment default with respect to the projects included in the order book or any other uncompleted projects, or disputes with customers in respect of any of the foregoing. Please refer to “*Risk Factors - Projects included in our order book may not ultimately be awarded, may be modified or cancelled, or there may be delays in execution, which could have a material adverse effect on our cash flow position, financial conditions, cash flows and results of operations*” on page 21.
- *Price and availability of raw materials and components, and exchange rate fluctuations.* We source raw materials and components used to manufacture our WTGs from domestic and international suppliers. The prices of such raw materials and components depend on a variety of factors. Fluctuations in prices of such raw materials and components and their availability will affect our operating results. Such fluctuations and availability are driven by several factors including demand in the Indian and Chinese markets and by suppliers’ manufacturing capacities and capital expenditure plans, as components are primarily customized for our requirements. In addition, we import a substantial proportion of the components and raw materials that we require to manufacture WTGs. This exposes us to exchange rate fluctuations primarily with respect to the U.S. Dollar, Euro and British pound. As a result, we are exposed to risks relating to the fluctuation of exchange rates. We have not entered into any hedging arrangements with respect to such exposure, nor do we generate substantial revenue in any currency other than Indian rupees.
- *Ability to manage growth.* We have experienced high growth in recent years primarily due to an increase in the scale of our business. Such growth has presented and may continue to present challenges such as the recruitment, training, management and retention of a large number of employees, the management of independent contractors and the development and improvement of our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems. As a result of such growth, the number of our employees has increased from 292 as of March 31, 2011 to 1,397 as of December 31, 2014, and we expect that there will continue to be a significant increase in the number of our employees. Our growth is also affected by our ability to implement projects on hand on time and within

cost and to acquire and develop viable project sites for future projects. We have acquired or expect to acquire access to certain Project Sites in Dangri in Rajasthan, Rojmal in Gujarat, and Nipaniya in Madhya Pradesh and we expect to have access to Wind Sites Under Acquisition in Rajasthan, Gujarat, Andhra Pradesh, and Madhya Pradesh, which we believe are suitable for the installation of an aggregate of at least 4,052 MW of capacity. We intend to develop these Project Sites and Wind Sites Under Acquisition for customers as part of our turnkey model for wind farm development. Our results of operations will be affected by our ability to replenish our project site inventory with new sites to replace sites as they are developed.

- Ability to source and manage cost effective funding and working capital requirements.* Our business requires a significant amount of working capital. For our working capital, we typically fund 60% to 75% of our working capital gap (which is equal to gross current assets minus current liabilities) through loans from domestic banks, with the remainder provided from long-term sources such as internal accruals and the proceeds of issuances of securities, including the issuance to Group Companies of ₹100.00 million aggregate principal amount of 7% unsecured fully convertible debentures due 2013, which were converted into Equity Shares in 2013. We actively manage our working capital requirements. Any inability to meet our working capital requirements, or the non-payment or delayed collection of receivables from our customers, could materially and adversely affect our liquidity, financial condition and results of operations. As the scale of our operations has increased in recent years, so have our trade receivables. Our revenue from operations for the nine months ended December 31, 2014 and the years ended March 31, 2014 and 2013 was ₹17,794.93 million, ₹15,672.05 million and ₹10,589.10 respectively. Our trade receivables as of December 31, 2014 and March 31, 2014 and 2013 were ₹12,513.81 million, ₹7,099.74 million and ₹5,002.17 million, respectively. Please refer to “Risk Factors – Delays of defaults in customer payments could adversely affect our profits and liquidity” on page 32. Our operating results and future growth will depend on our ability to optimize the working capital cycle time and to continue to source adequate working capital commensurate with the size of our business. Our debt service costs as well as overall cost of funds depend on many factors, including developments in the Indian credit markets and, in particular, interest rate movements and the existence of adequate liquidity in the equity and debt markets.
- Tariffs for off-take of power from power projects.* Our customers generally sell the power that is produced by their wind power projects to state-owned utilities. The tariff for such off take arrangements, which can be revised upward or downward from time to time depending on various factors, is a primary determinant of the level of investment in wind power generation infrastructure, including WTGs. Furthermore, any uncertainty in the structure of, or amount of, tariffs, could delay investment in WTGs. For example, if the setting of a tariff is delayed beyond the date that it is expected to be set, our customers may postpone their investment decisions thereby adversely affecting our revenues and results of operations.
- Dependence on small number of customers and ability to win business.* We derive a high proportion of our revenues from a small number of customers, including Inox Renewables Limited and Inox Renewables (Jaisalmer) Limited, each of which is a Group Company, and GFL, our Promoter. These three companies together accounted for nil, 15%, 34%, 100%, 100% and 100% of our revenue from operations in the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013, 2012, 2011 and 2010, respectively. Our top five customers contributed over 85% of our total income for the nine months ended December 31, 2014 and the year ended March 31, 2014. In a given financial year, a single client may contribute significantly to our total income. We may not be successful in winning significant business each year from our existing or future clients as the award of project is dependent on various factors. Since our revenues are derived primarily from these contracts, our results of operations and cash flows could be adversely affected or fluctuate materially from period to period depending on our ability to win new contracts.
- Competition.* Our business is subject to price competition. We compete against various multi-national, Indian and Asian companies. We compete on the basis of performance of WTGs, price, site selection (including wind resource and energy production assessments), reliability, product quality, technology, and the scope and quality of services, including operations and maintenance services, training offered to customers and technical factors including industry experience, technical ability, past performance, reputation for quality, safety record and the size of previous contracts executed for similar projects. Additionally, while these are important considerations, price is a major factor in most tender awards and negotiated contracts.
- Ability to attract, recruit and retain skilled personnel.* A significant number of our employees are skilled

engineers and we face strong competition to attract, recruit and retain these and other skilled and professionally qualified staff. The loss of any of the members of our senior management or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business and results of operations.

- Government policy and regulation towards infrastructure.* The growth of the wind power sector in India is affected by the establishment of stable Government policies and regulation. The development of the power sector in India has historically been constrained by various factors including shortages of public funding. Changes in Government policies, which began in the 1990s, facilitated the entry of private capital into power generation and transmission and have led to rapid growth in some sectors. The wind energy industry has historically received fiscal benefits extended for investments in wind energy by state governments in India and the Indian central government and these benefits may be extended or reduced from time to time. For example, regulators have re-introduced the Generation Based Incentive (GBI) Scheme for Wind Power Projects. The Union Budget, which is the annual budget of the Republic of India, for financial year 2013-14, affords a GBI to wind electricity producers based on the volume of electricity fed in to the grid for a determined period. Furthermore, the Union Budget for financial year 2014-15 re-introduced accelerated depreciation for tax purposes to incentivize investment in wind power. Accelerated depreciation was previously available for wind power projects, but was withdrawn for financial years 2012-13 and 2013-14. Changes in Government policy and support for the infrastructure sector, and renewable energy in particular, will affect our growth prospects and results of operations. For further details please refer to the chapter “Key Industry Regulations and Policies” on page 155.
- General economic and business conditions.* We are affected by general global and Indian economic conditions. India’s GDP, and the GDP and economic and other conditions of the states in which we operate or intend to operate, have been and will continue to be of importance in determining our operating results and future growth. India’s real GDP growth rate averaged under 7% per year between 1997 and 2011, but slowed to 3.2% in the year ended March 31, 2013 (Source: CIA World Factbook accessed on January 26, 2015). Furthermore, India’s monetary policy, through its effect on the availability of capital, and our customers’ cost of capital, are key factors affecting the demand for our products and services.
- Seasonality.* In India, WTGs sales have tended to be higher during the second and fourth quarters of each fiscal year. We believe that this is primarily for two reasons, namely commissioning of WTGs in time to take advantage of the high wind season and the availability of accelerated depreciation, which was re-introduced for fiscal year 2015 and future periods after being removed for fiscal years 2013 and 2014.

Critical Accounting Policies

Revenue Recognition

Our revenue is primarily derived from the sale of our products and services. We recognize revenue from a sale when the significant risks and rewards of ownership of goods have passed on to the customer, which is typically upon dispatch, delivery or installation, as per the terms of the applicable sales order. Sales are recorded exclusive of sales tax and net of sales returns, cancellations and discounts. Revenue from erection, procurement and commissioning contracts is recognized as the services are rendered, in terms of the contract, and is net of taxes. Revenue from operation and maintenance contracts is recognized pro rata over the period of the contract, as per the terms of the agreement, and is net of taxes.

Interest income is recognized on a time proportion basis. Dividend income is recognized when the right to receive payment is established.

Fixed Assets and Intangible Assets

Fixed assets are carried at cost as reduced by accumulated depreciation or amortization, except freehold land, which is carried at cost. Cost comprises cost of acquisition or construction, including any expenses attributable to bring the asset to its working condition for its intended use, and is net of credit for taxes, as applicable. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization. Borrowing costs directly attributable to acquisition or construction of qualifying fixed assets are capitalized.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on a weighted average basis and includes appropriate overheads.

Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are recognized as expenses in the statement of profit and loss.

Taxes on Income

Income tax expense comprises current tax and deferred tax charge. Deferred tax is recognized, subject to consideration of prudence, as the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Minimum Alternate Tax (MAT) paid on book profits, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset on the balance sheet if there is convincing evidence that our Company will pay normal tax within the period prescribed for utilization of such credit.

Foreign Currency Transactions

Transactions in foreign currency are recorded in Rupees by applying the exchange rate at the date of the transaction. Gains or losses on settlement of the transactions are recognized in the Statement of Profit and Loss. As of the Balance Sheet date, namely March 31, monetary assets and liabilities in foreign currency are restated by applying the closing rate, and the difference arising out of such conversion is recognized in the Statement of Profit and Loss.

Provisions and Contingent Liabilities

A provision is recognized when our Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

Overview of Our Results of Operations

The following table sets forth certain information with respect to our revenues, expenditures and profits, for the periods indicated:

	Nine months ended December 31,				Year ended March 31,					
	2014 ⁽¹⁾		2013 ⁽¹⁾		2014 ⁽¹⁾		2013 ⁽¹⁾		2012 ⁽¹⁾	
	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income
INCOME										
Revenue from Operations	17,794.93	99.14 %	8,773.92	99.10%	15,672.05	99.42%	10,589.10	99.55%	6,216.12	99.94%
Other Income	154.86	0.86%	79.4	0.90%	91.37	0.58%	47.66	0.45%	3.84	0.06%
	17,949.79	100.00%	8,853.32	100.00%	15,763.42	100.00%	10,636.76	100.00%	6,219.96	100.00%
Expenses:										
Cost of Materials Consumed	11,652.82	64.92%	6,488.44	73.29%	10,527.51	66.78%	6,876.46	64.65%	4,328.69	69.59%

	Nine months ended December 31,				Year ended March 31,					
	2014 ⁽¹⁾		2013 ⁽¹⁾		2014 ⁽¹⁾		2013 ⁽¹⁾		2012 ⁽¹⁾	
	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income	₹in million except per share amounts	% of Total Income
Changes in Inventories of Finished Goods and Work-In-Progress	(126.64)	(0.71)%	(704.36)	(7.96)%	(1,130.66)	(7.17)%	(87.27)	(0.82)%	(10.49)	(0.17)%
Erection, Procurement and Commissioning (EPC), Operation and Maintenance (O&M), Common Infrastructure Facility and Site Development Expenses	1,725.92	9.62%	564.17	6.37%	2,734.33	17.35%	941.45	8.85%	-	-
Employee Benefits Expense	391.11	2.18%	293.5	3.32%	384.33	2.44%	249.84	2.35%	145.88	2.35%
Other Expenses	1,323.53	7.37%	938.16	10.60%	1,418.91	9.00%	643.87	6.05%	333.89	5.37 %
Expenditure Capitalized	-	-	(13.86)	(0.16)%	(17.41)	(0.11)%	-	-	-	-
	14,966.74	83.38%	7,566.05	85.46%	13,917.01	88.29%	8,624.35	81.08%	4,797.97	77.14%
Depreciation and Amortization Expense	147.25	0.82%	86.28	0.97%	116.09	0.74%	89	0.84%	75.86	1.22%
Restated operating profit before interest tax	2,835.80	15.80%	1,200.99	13.57%	1,730.32	10.98%	1,923.41	18.08%	1,346.13	21.64%
Finance Costs	464.48	2.59%	380.05	4.29%	460.01	2.92%	386.65	3.64%	151.88	2.44%
Restated Profit before Tax	2,371.32	13.21%	820.94	9.27%	1,270.31	8.06%	1,536.76	14.45%	1,194.25	19.20%
Tax Expense:										
Current Tax	689.89	3.84%	206.93	2.34%	306.98	1.95%	313.33	2.95%	238.88	3.84%
Less: MAT Credit Entitlement	-	-	(206.93)	(2.34)%	(306.98)	(1.95)%	(300.13)	(2.82)%	(238.88)	(3.84)%
(1) Net Current Tax	689.89	3.84%	-	-	-	-	13.20	0.12%	-	-
(2) Deferred Tax Charge / (Credit)	(111.71)	(0.62)%	(31.88)	(0.36)%	44.29	0.28%	19.34	0.18%	195.84	3.15%
Total Tax Expenses / (Credit)	578.18	3.22%	(31.88)	(0.36)%	44.29	0.28%	32.54	0.31%	195.84	3.15%
Restated Profit After Tax:	1,793.14	9.99%	852.82	9.63%	1,314.60	8.34%	1,504.22	14.14%	998.41	16.05%
Earnings per Equity Share:										
(1) Basic	8.97		4.26		6.57		9.91		6.66	
(2) Diluted	8.97		4.26		6.57		7.55		5.03	

Note:

(1) The financial information set forth in this table comprises, (i) as of and for the nine months ended December 31, 2014 and the year ended March 31, 2014, consolidated financial information of our Company and its wholly-owned subsidiaries, IWISL, which conducts our WTG erection and commissioning services and our wind farm operation and maintenance services, and Marut-Shakti, a company that we acquired in September 2013 and is engaged in the development of wind power projects; (ii) as of and for the nine months ended December 31, 2013 and the year ended March 31, 2013, consolidated financial information of our Company and its wholly-owned subsidiary, IWISL and (ii)

as of and for the year ended March 31, 2012, during which our Company did not have a subsidiary, financial information of our Company on a standalone basis.

Principle Components of our Statement of Profit and Loss Account

Revenue from operations

Our revenue from operations primarily comprises revenue from the sale of WTGs and components and revenue from the sale of services, comprising erection and commissioning of WTGs sold by us and operation and maintenance of WTGs installed by us. Our erection, commissioning, operation and maintenance activities are conducted by our wholly-owned subsidiaries IWISL and MSEIL. We did not earn revenue from the sale of services prior to the year ended March 31, 2013. We also derive revenue from trading sales of WTG components, income from the sale of scrap materials and the proceeds of insurance claims with respect to finished goods.

In a given year, the number of WTGs that we sell may not reflect the number of WTGs for which we provide erection and commissioning services. This is because WTGs that we sell may be erected and commissioned by our customer or by us in a subsequent year.

Other income

Other income primarily comprises interest on deposits, dividends from current investments and non-recurring miscellaneous income. Interest on deposits includes interest on temporary inter-corporate deposits with Group companies.

Cost of materials consumed

Cost of materials consumed comprises the cost of raw materials and components used in the manufacture of our products. With respect to materials and components with respect to which the purchase price is denominated in currencies other than Rupees (such as U.S. Dollars, Euros and British Pounds), our cost of materials consumed is affected by fluctuations in the value of the Rupee measured in such currencies.

Erection, Procurement and Commissioning (EPC), Operation and Maintenance (O&M), Common Infrastructure Facility and Site Development Expenses

EPC, O&M, common infrastructure facility and site development expenses primarily comprises construction materials consumed, subcontractor costs, equipment and machinery hire charges and other expenses at project sites, in addition to the cost of transformers, pooling sub-stations and transmission lines. Our erection, procurement and commissioning activities are conducted by our wholly-owned subsidiaries IWISL and MSEIL.

Employee benefits expense

Employee benefits expense comprises salaries, wages, bonuses, contributions to provident fund and other employee benefit funds, leave benefits, gratuity and staff welfare expenses.

Depreciation expense

We provide for depreciation and amortization on tangible assets (other than freehold land) and intangible assets (including software). The cost of leasehold land is amortized over the period of the lease. Depreciation of other fixed assets, other than freehold land, is provided using the straight line method at the rates determined based on the useful lives prescribed in Schedule II to the Companies Act, 2013 from April, 2014, upto March 31, 2014, depreciation was charged on the basis of Schedule XIV of Companies Act, 1956. The cost of technical know-how is amortized on a straight line basis over a period of ten years. The cost of software is amortized on a straight line basis over a period of six years.

Other expenses

Other expenses primarily comprise stores and spares consumed, power and fuel, rates and taxes, job work charges in connection with work performed by independent contractors including fabrication and painting of towers at our Rohika Unit and infrastructure development at wind farm sites, which includes building group and

unit sub-stations, transmission lines, roads, foundations of turbines, electrical work at site, erection including crane services, testing charges, crane and equipment hire charges, royalty paid to our technology licensors, insurance, repairs and maintenance, rent, travelling and conveyance, communication expenses, security charges, legal and professional fees and expenses, freight outward with respect to shipping of finished goods and net loss on foreign currency transactions and translation (other than those which are recorded as finance costs) and other miscellaneous expenses. Furthermore, because royalty paid to our technology licensors is denominated in Euros and British Pounds, our cost in Rupees is affected by fluctuations in the value of the Rupee measured in such currencies.

We purchase raw materials and components in foreign currencies. Our suppliers extend credit to us and we record the credit as a liability in Rupees based on the exchange rate as of the date of the purchase. We subsequently obtain bank financing to pay our suppliers and we record the bank financing as a liability in Rupees based on the exchange rate as of the date of the financing. The difference between the amount we record as credit from our suppliers and the amount we record as bank financing is recorded in other expenses or other income. When we repay the bank financing any loss resulting from foreign exchange rate fluctuations is recorded in finance costs. However, if there is a loss from exchange rate fluctuations that causes the total cost of borrowing to exceed our typical cost of borrowing in Rupees for an equivalent amount and borrowing period then such excess is recorded in other expenses.

Finance costs

Finance costs comprise interest on indebtedness, bank and other finance charges and net loss on foreign currency transactions and translation (to the extent they are recorded as an adjustment to interest costs).

Tax

Income tax expense comprises current tax and a charge for deferred tax. Deferred tax is recognized with respect to the difference between taxable income and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

The statutory corporate income tax rate in India for the years ended March 31, 2014 and 2015 is 30%. This tax rate is subject to the following surcharge and cess: (a) for a corporation with taxable income exceeding ₹10 million but not exceeding ₹100 million, a 5% surcharge and 3% education cess apply, resulting in an effective tax rate of 32.445%; and (b) for a corporation with taxable income exceeding ₹100 million, a 10% surcharge and 3% education cess apply, resulting in an effective tax rate of 33.99%. Presently, our manufacturing facility in the Una district of the state of Himachal Pradesh enjoys a tax benefit which is scheduled to expire over the next few years. Specifically, our Una Unit benefits from a 30% exemption from the year ended March 31, 2015 through the year ended March 31, 2019; an excise exemption under the Central Excise Act, 1944; and a concessional rate of central sales tax. However, one or both of the central excise duty and central sales tax may be replaced by a central GST. It is possible that we may not enjoy a concessional rate of tax following the implementation of the central GST.

Notwithstanding the aforementioned tax exemptions we are required to pay the minimum alternative tax (MAT) on our book profits. For the years ended March 31, 2014 and 2015, MAT rate in India is 18.5%, subject to a 10% surcharge (for a corporate with taxable income exceeding ₹100 million) and an education cess of 3% resulting in an effective MAT rate of 20.96%. Any MAT that we pay over and above the corporate tax liability for that year is permitted to be credited against our regular income tax liability and carried forward for up to ten years. This MAT credit can be utilized within the following ten years to the extent the regular income tax liability exceeds tax on book profits, on a year to year basis. Because MAT gives rise to a tax credit against future income tax liability, it is recognized as an asset on our balance sheet if there is convincing evidence that our Company will pay regular income tax within the period during which MAT is permitted to be carried forward.

Through the year ended March 31, 2012, we were allowed to recognize depreciation for tax purposes equal to 80% of the written down value of plant and machinery used in the manufacture of WTGs. The allowable rate of depreciation for tax purposes was reduced to 15% of the written down value for the year ended March 31, 2013 and March 31, 2014 but then increased back to 80% with effect from April 1, 2014. Additional depreciation of 20% is allowed in the first year in which the new plant and machinery is installed. For assets used for less than 180 days in a year, depreciation for tax purposes is allowed at 50% of the applicable rate. The rate of depreciation under accounting guidelines was only 4.75% through March 31, 2014, and is now 6.67%, which

results in significant differences between depreciation for tax purposes and depreciation for accounting purposes. We recognize the difference between our tax paid pursuant to tax regulations and our tax liability pursuant to accounting guidance, which arises from such timing difference, as deferred tax liability.

Comparison of our consolidated results of operations for nine months ended December 31, 2014 and 2013

Income. Income increased 102.75% to ₹17,949.79 million for the nine months ended December 31, 2014 from ₹8,853.32 million for the nine months ended December 31, 2013 primarily due to the following:

Revenue from operations. Revenue from operations increased 102.82% to ₹17,794.93 million for the nine months ended December 31, 2014 from ₹8,773.92 million for the nine months ended December 31, 2013, primarily due to (i) a 88.97% increase in revenue from the sale of products to ₹16,213.30 million in the nine months ended December 31, 2014 from ₹8,580.04 million in the nine months ended December 31, 2013 primarily resulting from an increase in the number of WTGs sold to 190 during the nine months ended December 31, 2014 from 99 during the nine months ended December 31, 2013; and (ii) a 1,026.65% increase in revenue from the sale of services of ₹1,525.14 million in the nine months ended December 31, 2014 compared with 135.37 in the nine months ended December 31, 2013 primarily resulting from an increase in the number of WTGs erected and commissioned for customers to 90 for the nine months ended December 31, 2014 from 10 for the nine months ended December 31, 2013.

Other income. Other income increased 95.04% to ₹154.86 million for the nine months ended December 31, 2014 from ₹79.40 million for the nine months ended December 31, 2013, primarily due to a gain on foreign currency transactions resulting from a strengthening of the Rupee measured in U.S. Dollars, Euros and British Pounds and profits on investments of surplus cash during the period.

Expenses. Expenses increased 97.81% to ₹14,966.74 million for the nine months ended December 31, 2014 from ₹7,566.05 million for the nine months ended December 31, 2013 primarily due to the following:

Cost of materials consumed. Cost of materials consumed increased 79.59% to ₹11,652.82 million in the nine months ended December 31, 2014 from ₹6,488.44 million in the nine months ended December 31, 2013 primarily resulting from an increase in the number of WTGs sold to 190 for the nine months ended December 31, 2014 from 99 for the nine months ended December 31, 2013, partially offset by a reduced increase in inventories for the nine months ended December 31, 2014 compared with the increase in inventories for the nine months December 31, 2013 when we increased inventory substantially because we had very limited work-in-progress project inventory as of March 31, 2013.

Changes in inventories of finished goods and work-in-progress. Inventories of finished goods and work-in-progress decreased by ₹126.64 million in the nine months ended December 31, 2014 compared with a decrease of ₹704.36 million in the nine months ended December 31, 2013 when we increased inventory substantially because we had very limited work-in-progress project inventory as of March 31, 2013.

EPC, O&M, common infrastructure facility and site development expenses. EPC, O&M, common infrastructure facility and site development expenses increased 205.92% to ₹1,725.92 million in the nine months ended December 31, 2014 from ₹564.17 in the nine months ended December 31, 2013 primarily resulting from an increase in the number of WTGs erected for customers to 90 for the nine months ended December 31, 2014 from 10 for the nine months ended December 31, 2013 and because work-in-progress as a proportion of total expenditure for EPC, common infrastructure facility and site development was lower for the nine months ended December 31, 2014 compared with the nine months ended December 31, 2013.

Employee benefits expense. Employee benefits expense increased 33.26% to ₹391.11 million in the nine months ended December 31, 2014 from ₹293.50 million in the nine months ended December 31, 2013 primarily resulting from an increase in employees to 1,397 as of December 31, 2014 from 874 as of December 31, 2013 and normal annual increases in salaries.

Other expenses. Other expenses increased 41.08% to ₹1,323.53 million in the nine months ended December 31, 2014 from ₹938.16 million in the nine months ended December 31, 2013 primarily resulting from an increase in the number of WTGs sold to 190 for the nine months ended December 31,

2014 from 99 for the nine months ended December 31, 2013, which resulted in (i) a 150.82 % increase in freight outward expense to ₹420.19 million in the nine months ended December 31, 2014 from ₹167.53 million in the nine months ended December 31, 2013, which was also partially due to increased average freight per WTG resulting from increased shipping distances based on the locations of our projects; (ii) a 182.79% increase in jobwork charges relating to manufacturing tasks performed by independent contractors to ₹312.05 million in the nine months ended December 31, 2013 from ₹110.35 million in the nine months ended December 31, 2012; and (iii) a 27.27% increase in royalty to ₹223.21 million in the nine months ended December 31, 2014 from ₹175.39 million in the nine months ended December 31, 2013. These increases were partially offset by a decrease in net loss on foreign currency transactions and translations (other than those that are recorded as finance costs) to nil in the nine months ended December 31, 2014 from ₹259.01 million in the nine months ended December 31, 2013, as the value of the Rupee measured in U.S. Dollars, Euros and British pounds weakened less in the nine months ended December 31, 2014 than it did in the nine months ended December 31, 2013.

Finance costs. Finance costs increased 22.22% to ₹464.48 million in the nine months ended December 31, 2014 from ₹380.05 million in the nine months ended December 31, 2013 primarily due to a 26.75% increase in interest expense to ₹268.75 million in the nine months ended December 31, 2014 from ₹212.03 million in the nine months ended December 31, 2013 primarily resulting from increased borrowings. Our short term borrowings (including current maturities of long term debt) were ₹6,972.93 million as of December 31, 2014 compared with ₹5,679.48 million as of December 31, 2013. Our long term borrowings were ₹575.00 million as of December 31, 2014 compared with 600.00 as of December 31, 2013.

Profit before tax. Due to the foregoing, profit before tax increased 188.85% to ₹2,371.32 million for the nine months ended December 31, 2014 from ₹820.94 million for the nine months ended December 31, 2013.

Tax expense. Tax expense was ₹578.18 million for the nine months ended December 31, 2014 compared with a net tax benefit of ₹31.88 million for the nine months ended December 31, 2014, primarily due to an MAT credit entitlement of nil for the nine months ended December 31, 2014 compared to an MAT credit entitlement of ₹206.93 million for the nine months ended December 31, 2013, as we were entitled to a 30% tax exemption in respect of our Una Unit for the nine months ended December 31, 2014 compared to a 100% exemption for the nine months ended December 31, 2013.

Comparison of our consolidated results of operations for the years ended March 31, 2014 and 2013

Revenue. Revenue increased 48.20% to ₹15,763.42 million for the year ended March 31, 2014 from ₹10,636.76 million for the year ended March 31, 2013 primarily due to the following:

Revenue from operations. Revenue from operations increased 48.00% to ₹15,672.05 million for the year ended March 31, 2014 from ₹10,589.10 million for the year ended March 31, 2013, primarily due to (i) a 44.80% increase in revenue from the sale of products to ₹13,734.06 million in the year ended March 31, 2014 from ₹9,484.82 million in the year ended March 31, 2013 primarily resulting from an increase in the number of WTGs sold to 165 during the year ended March 31, 2014 from 99 during the year ended March 31, 2013, partially offset by a 5.21% decrease in the average price of the WTG that we sold to ₹91 million in the year ended March 31, 2014 from ₹96.0 million in the year ended March 31, 2013; and (ii) a 73.88% increase in revenue from the sale of services of ₹1,755.89 million in the year ended March 31, 2014 compared with ₹1,009.84 million in the year ended March 31, 2013 primarily because the majority of WTGs that we erected and commissioned during the year ended March 31, 2014 were in Maharashtra with average price realization for erection and commissioning of ₹23.41 million per WTG whereas the majority of WTGs that we erected and commissioned during the year ended March 31, 2013 were in Rajasthan with average price realization for erection and commissioning of ₹13.11 million per WTG. During the year ended March 31, 2013 common infrastructure work for WTGs erected and commissioned in Rajasthan was carried out by another Group Company, which effectively reduced our price realization per WTG.

Other income. Other income increased 91.71% to ₹91.37 million for the year ended March 31, 2014 from ₹47.66 million for the year ended March 31, 2013, primarily due to a 57.76% increased interest earned on inter- corporate deposits to Group Companies to ₹71.07 million for the year ended March 31, 2014 from ₹45.05 million for the year ended March 31, 2013 resulting from increased inter-corporate

deposits provided to Group Companies, in addition to realized profits on current investments of excess cash of ₹15.45 million for the year ended March 31, 2014 compared with nil for the year ended March 31, 2013.

Expenses. Expenses increased 61.37% to ₹13,917.01 million for the year ended March 31, 2014 from ₹8,624.35 million for the year ended March 31, 2013 primarily due to the following:

Cost of materials consumed. Cost of materials consumed increased 53.09% to ₹10,527.51 million in the year ended March 31, 2014 from ₹6,876.46 million in the year ended March 31, 2013 primarily resulting from an increase in the number of WTGs sold to 165 for the year ended March 31, 2014 from 99 for the year ended March 31, 2013 and an increase in the cost of imported raw materials and components as a result of a weakening of the value of the Rupee measured in U.S. Dollars, Euros and British pounds.

Changes in inventories of finished goods and work-in-progress. Inventories of finished goods and work-in-progress decreased by ₹1,130.66 million in the year ended March 31, 2014 compared with a decrease of ₹87.27 million in the year ended March 31, 2013 primarily resulting from higher inventory levels as of March 31, 2014 compared with March 31, 2013.

EPC, O&M, common infrastructure facility and site development expenses. EPC, O&M, common infrastructure facility and site development expenses increased 190.44% to ₹2,734.33 million in the year ended March 31, 2014 from 941.45 in the year ended March 31, 2013 primarily because (i) the majority of our EPC work for the year ended March 31, 2014 was in the state of Maharashtra where we incur relatively higher EPC costs compared to other states, whereas the majority of our EPC work for the year ended March 31, 2013 was in Rajasthan, where we incur relatively lower costs for EPC work in part due to the fact that power evacuation infrastructure work in Rajasthan was carried out by another Group Company; and (ii) work in process increased 1,717.53% to ₹1,048.17 million as of March 31, 2014 from ₹57.67 million as of March 31, 2013. These factors were partially offset by a marginal decrease in the number of WTGs erected for customers to 75 for the year ended March 31, 2014 from 77 for the year ended March 31, 2013.

Employee benefits expense. Employee benefits expense increased 53.83% to ₹384.33 million in the year ended March 31, 2014 from ₹249.84 million in the year ended March 31, 2013 primarily resulting from an increase in employees to 988 as of March 31, 2014 from 850 as of March 31, 2013 and normal annual increases in salaries.

Other expenses. Other expenses increased 120.37% to ₹1,418.91 million in the year ended March 31, 2014 from ₹643.87 million in the year ended March 31, 2013 primarily resulting from an increase in the number of WTGs sold to 165 for the year ended March 31, 2014 from 99 for the year ended March 31, 2013, which resulted in (i) a 211.10 % increase in freight outward expense to ₹333.77 million in the year ended March 31, 2014 from ₹107.29 million in the year ended March 31, 2013, which was also partially due to increased average freight per WTG resulting from increased shipping distances based on the locations of our projects; (ii) a 102.80% increase in royalty to ₹281.71 million in the year ended March 31, 2014 from ₹138.91 million in the year ended March 31, 2013, which was also partially due to a weakening of the Rupee; and (iii) a 32.39% increase in job work charges relating to manufacturing tasks performed by independent contractors to ₹201.45 million in the year ended March 31, 2013 from ₹152.17 million in the year ended March 31, 2012. In addition, net loss on foreign currency transactions and translations increased 1,236.28% to ₹184.14 million in the year ended March 31, 2014 from ₹13.78 million in the year ended March 31, 2013, as the value of the Rupee measured in U.S. Dollars, Euros and British pounds weakened more in the year ended March 31, 2014 than it did in the year ended March 31, 2013.

Finance costs. Finance costs increased 18.97% to ₹460.01 million in the year ended March 31, 2014 from ₹386.65 million in the year ended March 31, 2013 primarily due a 448.75% increase in foreign currency losses to ₹114.58 million for the year ended March 31, 2014 from ₹20.88 million for the year ended March 31, 2013 resulting from a weakening of Rupee measured in U.S. Dollars and Euros, which increased our payments in connection with short-term financing to purchase raw materials and components.

Profit before tax. Due to the foregoing, profit before tax decreased 17.34% to ₹1,270.31 million for the year ended March 31, 2014 from ₹1,536.76 million for the year ended March 31, 2013.

Tax expense. We had a net tax benefit of ₹44.29 million for the year ended March 31, 2014 compared with tax expense of ₹32.54 million for the year ended March 31, 2013, primarily due to a deferred tax asset of ₹44.29 million for the year ended March 31, 2014 compared with a deferred tax liability of ₹19.34 million for the year ended March 31, 2013. For the year ended March 31, 2014 we recognized a deferred tax asset of ₹59.36 million in connection with business losses incurred by our subsidiary, IWISL, which was partially offset by a deferred tax liability of ₹18.60 million resulting from increased depreciation expense for tax purposes for the year ended March 31, 2014 as compared with the year ended March 31, 2013 due to investment in fixed assets.

Profit for the year. Due to the foregoing, profit for the year decreased 12.61% to ₹1,314.6 million for the year ended March 31, 2014 from ₹1,504.22 million for the year ended March 31, 2013.

Comparison of our consolidated results of operations for the year ended March 31, 2013 and our standalone financial statements for the year ended March 31, 2012

Our results of operations for the year ended March 31, 2013 are presented on a consolidated basis. Our results of operations for the year ended March 31, 2012 are presented on a standalone basis as we did not have a subsidiary during the year ended March 31, 2012.

Revenue. Revenue increased 71% to ₹10,636.76 million for the year ended March 31, 2013 from ₹6,219.96 million for the year ended March 31, 2012 primarily due to the following:

Revenue from operations. Revenue from operations increased 70.35% to ₹10,589.10 million for the year ended March 31, 2013 from ₹6,216.12 million for the year ended March 31, 2012, primarily due to (i) a 53.02% increase in revenue from the sale of products to ₹9,484.82 million in the year ended March 31, 2013 from ₹6,198.50 million in the year ended March 31, 2012 primarily resulting from an increase in the number of WTGs sold to 99 during the year ended March 31, 2013 from 60 during the year ended March 31, 2012, however this increase was partially offset by a lower average price per WTG sold in the year ended March 31, 2013 compared to the year ended March 31, 2012 due to prevailing market conditions; (ii) revenue from the sale of services of ₹1,009.84 million in the year ended March 31, 2013 compared with nil in the year ended March 31, 2012 primarily resulting from the erection and commissioning of 77 WTGs by our wholly-owned subsidiary, IWISL, during the year ended March 31, 2013, which was the first year in which IWISL was our subsidiary and we provided such services; and (iii) a 2,782.30% increase in the proceeds of insurance claims in respect of WTGs that were damaged in transit to ₹70.04 million for the year ended March 31, 2013 from ₹2.43 million for the year ended March 31, 2012. These increases were partially offset by a 5.88% decline in the average price of the WTGs that we sold to ₹96.0 million in the year ended March 31, 2013 from ₹102.0 million in the year ended March 31, 2012.

Other income. Other income increased 1,141.15% to ₹47.66 million for the year ended March 31, 2013 from ₹3.84 million for the year ended March 31, 2012, primarily due to interest of ₹45.05 million from an inter-corporate deposit for the year ended March 31, 2013 compared with nil for the year ended March 31, 2012, resulting from inter-corporate deposits provided to Inox Renewables Limited, a Group company, to ₹1,010.60 million as of March 31, 2013 from nil as of March 31, 2012. This increase was partially offset by a reduction in liabilities written back to nil for the year ended March 31, 2013 from ₹3.15 million for the year ended March 31, 2012 when we paid ₹8.50 million to a contractor in full settlement of a liability that we had previously reflected as ₹11.65 million.

Expenses. Expenses increased 81.09% to ₹9,100.00 million for the year ended March 31, 2013 from ₹5,025.71 million for the year ended March 31, 2012 primarily due to the following:

Cost of materials consumed. Cost of raw materials consumed increased 58.86% to ₹6,876.46 million in the year ended March 31, 2013 from ₹4,328.69 million in the year ended March 31, 2012 primarily resulting from an increase in the number of WTGs sold to 99 during the year ended March 31, 2013 from 60 during the year ended March 31, 2012. Also there was an increase in cost of imported raw materials and components due to a weakening of the value of the Rupee measured in U.S. Dollars, Euros and British pounds.

Changes in inventories of finished goods and work-in-progress. Inventories of finished goods and

work-in-progress decreased by ₹87.27 million in the year ended March 31, 2013 compared with a decrease of ₹10.49 million in the year ended March 31, 2012 primarily resulting from higher inventory levels as of March 31, 2013 compared with March 31, 2012.

EPC, O&M, common infrastructure facility and site development expenses. EPC, O&M, common infrastructure facility and site development expenses increased to ₹941.45 million in the year ended March 31, 2013 from nil in the year ended March 31, 2012 primarily resulting from the erection and commissioning of 77 WTGs by our wholly-owned subsidiary, IWISL, during the year ended March 31, 2013, which was the first year in which we provided such services.

Employee benefits expense. Employee benefits expense increased 71.26% to ₹249.84 million in the year ended March 31, 2013 from ₹145.88 million in the year ended March 31, 2012 primarily resulting from an increase in employees to 850 as of March 31, 2013 from 602 as of March 31, 2012 and normal annual increases in salaries.

Finance costs. Finance costs increased 154.58% to ₹386.65 million in the year ended March 31, 2013 from ₹151.88 million in the year ended March 31, 2012 primarily resulting from a 189.33% increase in interest expense to ₹298.04 million in the year ended March 31, 2013 from ₹103.47 million in the year ended March 31, 2012 primarily due to increased borrowings, including an aggregate of ₹950.00 million of long-term secured rupee term loans from banks, an aggregate of ₹750.00 million of long-term secured rupee term loans from non-bank lenders, and an increase of ₹851.79 million of short-term secured loans. Our long term borrowings were ₹1,312.50 million as of March 31, 2013 compared with nil as of March 31, 2012. Our short term borrowings (including current maturities of long term debt) were ₹2,442.36 million as of March 31, 2013 compared with ₹1,303.07 million as of March 31, 2012.

Other expenses. Other expenses increased 92.84% to ₹643.87 million in the year ended March 31, 2013 from ₹333.89 million in the year ended March 31, 2012 primarily resulting from an increase in the number of WTGs sold to 99 during the year ended March 31, 2013 from 60 during the year ended March 31, 2012, which resulted in (i) a 112.08% increase in jobwork charges relating to manufacturing tasks performed by independent contractors to ₹152.17 million in the year ended March 31, 2013 from ₹71.75 million in the year ended March 31, 2012 and (ii) a 80.66% increase in royalty to ₹138.91 million in the year ended March 31, 2013 from ₹76.89 million in the year ended March 31, 2012. In addition, we incurred freight outward expenses of ₹107.29 million in the year ended March 31, 2013 relating to the cost of shipping finished goods compared with nil in the year ended March 31, 2012. These increases were partially offset by a 73.51% decrease in net loss on foreign currency transactions and translations (other than those that are recorded as finance costs) to ₹13.78 million in the year ended March 31, 2013 from ₹52.01 million in the year ended March 31, 2012, as the value of the Rupee measured in U.S. Dollars, Euros and British pounds weakened less in the year ended March 31, 2013 than it did in the year ended March 31, 2012.

Profit before tax. Due to the foregoing, profit before tax increased 28.68% to ₹1,536.76 million for the year ended March 31, 2013 from ₹1,194.25 million for the year ended March 31, 2012.

Tax expense. Tax expense decreased 83.38% to ₹32.54 million for the year ended March 31, 2013 from ₹195.84 million for the year ended March 31, 2012, primarily due to a reduction in deferred tax liability to ₹19.34 million for the year ended March 31, 2013 from ₹195.84 million for the year ended March 31, 2012 resulting from lower depreciation expense for tax purposes in the year ended March 31, 2013 as compared with the year ended March 31, 2012, when depreciation was increased by our substantial investment in fixed assets during the preceding year, and tax expense was fully offset by tax losses brought forward from previous years. This was partially offset by current tax liability of ₹13.20 million in the year ended March 31, 2013 due to IWISL's tax liability compared with nil for the year ended March 31, 2012, prior to IWISL's commencement of operations.

Profit for the year. Due to the foregoing, profit for the year increased 50.57% to ₹1,504.22 million for the year ended March 31, 2013 from ₹998.41 million for the year ended March 31, 2012.

Liquidity and Capital Resources

We operate in a highly working capital-intensive industry. Our liquidity requirements relate to investments in projects sites, equipment and our manufacturing facilities; servicing our debt; funding our working capital

requirements; and maintaining cash reserves against fluctuations in operating cash flows. Our funding and treasury activities are conducted within corporate policies designed to minimize risk and enhance investment returns while maintaining appropriate liquidity for our requirements. We currently hold our cash and cash equivalents primarily in Indian Rupees.

Our short-term liquidity requirements relate to servicing our debt, funding working capital requirements and maintaining reserves against fluctuations in operating cash flows. Sources of short-term liquidity include cash balances, receipts from our operations and short-term borrowings. We regularly commit resources to orders prior to receiving advances or other payments from clients in amounts sufficient to cover expenditures on orders as they are incurred. Furthermore, our customers do not always pay amounts due to us in full and in a timely manner. In the nine months ended December 31, 2014 and year ended March 31, 2014, we experienced cash outflows from operating activities of ₹447.73 million and ₹879.96 million, respectively, notwithstanding substantial increases in the number of WTGs that we produced and sold, due to payments not yet collected from customers. To the extent our receipts from customers are lower than expected, or are delayed, we may be forced to rely on increased short-term borrowings to fund our short-term liquidity requirements. Please refer to “*Risk Factors – Delays of defaults in customer payments could adversely affect our profits and liquidity*” on page 31.

Our long-term liquidity requirements include acquiring additional project sites, and expanding and adding equipment at our manufacturing facilities. Sources of funding for our long-term liquidity requirements include revenue from operations, long-term borrowings and issuances of equity and debt securities.

As of December 31, 2014, we had cash and cash equivalents of ₹189.19 million. To date, we have funded our growth principally from equity funding, bank borrowings, borrowings from our Promoter, GFL and internal cash flows. Our principal uses of cash have been, and are expected to continue to be, manufacturing of our WTGs and investment in our manufacturing facilities and equipment and development of Wind Site infrastructure. The following table presents our cash flow data for the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013 and 2012:

Cash Flow Data

(₹millions)

	Nine months ended December 31,	Year ended March 31,		
	2014	2014	2013	2012
Net Cash from Operating Activities	447.73	(879.96)	(1,210.15)	577.99
Net Cash used in Investing Activities	712.13	(441.02)	(1,354.72)	(317.40)
Net Cash from Financing Activities	1,199.01	1,324.34	2,187.32	114.89
Net increase in Cash and Cash Equivalents	39.15	3.36	(374.55)	375.48

Net Cash from/used in Operating Activities

Nine months ended December 31, 2014. Our net cash used in operating activities was ₹447.73 million for the nine months ended December 31, 2014, which was primarily due to an increase in debtors of 5,431.78 million in connection with payments not yet collected from customers and an increase in inventories of ₹411.76 million being partially offset by our restated profit after tax of ₹2,371.32 million and an increase in trade payables and other current liabilities of ₹3,302.05 million.

Year ended March 31, 2014. Our net cash used in operating activities was ₹879.96 million for the year ended March 31, 2014, which was primarily due to an increase in debtors of ₹2,097.02 million in connection with payments not yet collected from customers and an increase in inventories of ₹1,842.99 million being partially offset by our restated profit after tax of ₹1,270.31 million and an increase in trade payables of ₹1,806.72 million.

Year ended March 31, 2013. Our net cash used in operating activities was ₹1,210.15 million for the year ended March 31, 2013, which was primarily due to an increase in debtors of ₹4,236.77 million in connection with payments not yet collected from customers and payment of income-tax of ₹287.24 million being partially offset by our restated profit after tax of ₹1,536.76 million, an increase in trade payables of ₹1,204.53 million and a reduction in inventories of ₹202.43 million.

Year ended March 31, 2012. Our net cash from operating activities was ₹577.99 million for the year ended March 31, 2012, which was primarily due to restated profit after tax of ₹998.41 million and an increase in trade payables of ₹588.25 million partially offset by an increase in debtors of ₹738.39 million in connection with

payments not yet collected from customers, a ₹360.79 million increase in inventories resulting from WTGs that we manufactured during the year ended March 31, 2012 that had not been installed as of March 31, 2012 and payment of income-tax of ₹250.62 million.

Net Cash used in Investing Activities

Nine months ended December 31, 2014. Our net cash used in investing activities was ₹712.13 million for the nine months ended December 31, 2014, which was due to interest bearing inter-corporate deposits given (net) to Inox Renewables Limited, a Group Company for the purpose of constructing common infrastructure facilities for our and IRL's projects in Rajasthan among other uses; purchases of fixed assets (including changes in capital advances and capital work-in-progress) of ₹541.77 million primarily comprising plant and machinery for our manufacturing facilities and moulds purchased in connection with our capacity increase to 100 rotor blades at our Rohika Unit; and movement in bank deposits with original maturity of more than three months of ₹198.49 million in connection with the establishment of fixed deposits to secure bank guarantees. These cash outflows were partially offset by cash inflows resulting from our redemption of non-current investments of ₹490.02 million with respect to mutual fund investments and interest received of ₹352.51 million in connection with inter-corporate deposits provided to Inox Renewables Limited, a Group Company.

Year ended March 31, 2014. Our net cash used in investing activities was ₹441.02 million for the year ended March 31, 2014, which was primarily due to purchases of current investments of ₹3,450.00 million and purchases of fixed assets of ₹440.17 million primarily comprising plant and machinery for our manufacturing facilities and a prototype wind mill, partially offset by our redemption of current investments of ₹3,465.45 and our receipt of repayment of interest-bearing inter-corporate deposits of ₹411.51 million from Inox Renewables Limited, a Group Company.

Year ended March 31, 2013. Our net cash used in investing activities was ₹1,354.72 million for the year ended March 31, 2013, which was primarily due to purchases of fixed assets of ₹351.26 million primarily comprising the expansion of our rotor blade manufacturing plant at our Rohika Unit and interest-bearing inter-corporate deposits of ₹1,010.60 million provided to Inox Renewables Limited, a Group Company.

Year ended March 31, 2012. Our net cash used in investing activities was ₹317.40 million for the year ended March 31, 2012, which was primarily due to purchases of fixed assets of ₹318.09 million, primarily comprising rotor blade moulds and machinery at our Rohika Unit.

Net Cash Flow from Financing Activities

Nine months ended December 31, 2014. Our net cash from financing activities was ₹1,199.01 million for the nine months ended December 31, 2014, which was primarily due to the proceeds of short term loans (net) of ₹2,388.56 million in connection short term working capital demand loans in the amounts of ₹300.00 million from Development Credit Bank, ₹400 million from Abu Dhabi commercial bank, ₹500.00 million from Aditya Birla Finance Limited, ₹400 million from The South Indian Bank limited and ₹150 million from Société Générale in addition to increased utilization of short-term financing to purchase raw materials and components, partially offset by cash outflows for finance costs of ₹712.05 million and repayment of ₹477.50 million for installments payments with respect to our long-term borrowings.

Year ended March 31, 2014. Our net cash from financing activities was ₹1,324.34 million for the year ended March 31, 2014, which was primarily due to the proceeds of short term loans of ₹2,176.56 million in connection with short term working capital demand loans of ₹270.00 million from Development Credit Bank and ₹400.00 from Ratnakar Bank Limited and increased utilization of short-term financing to purchase raw materials and components, partially offset by finance costs of ₹464.72 million and repayment of ₹387.50 million for installments payments with respect to our long-term borrowings.

Year ended March 31, 2013. Our net cash from financing activities was ₹2,187.32 million for the year ended March 31, 2013, which was primarily due to the proceeds of a ₹1,000.00 million long-term secured rupee term loan from YES Bank, a ₹750.00 million long-term secured rupee term loan from Aditya Birla Finance Limited, and an aggregate of ₹862.43 million of short-term term loans for working capital purposes, partially offset by our repayment of long-term borrowings of ₹50.00 million in connection with our repayment of long-term borrowings and finance costs of ₹375.11 million.

Year ended March 31, 2012. Our net cash from financing activities was ₹114.89 million for the year ended

March 31, 2012, which was primarily due to proceeds from short-term loan borrowings of ₹1,009.29 million in connection with short-term financing to purchase raw materials and components, partially offset by our repayment of an inter-corporate deposit of ₹700 million to our Promoter, GFL, and finance cost of ₹194.40 million paid.

Capital Expenditure

Our principal capital expenditure requirements involve acquisition of project sites and investment in our manufacturing facilities and equipment. Our capital expenditure for the nine month period ended December 31, 2014 totaled ₹85.84 million, primarily comprising ₹24.35 million for expansion of the tower plant at our Rohika Unit and ₹48.33 million primarily for purchase of plant and machinery for our Rohika Unit and transport frames. Our capital expenditure for the year ended March 31, 2014 totaled ₹304.20 million, primarily comprising ₹245.03 million for plant and machinery for our Rohika and Una Units, including for a prototype wind mill, and other capital additions for software, technical know-how and office equipment.

The following table sets forth information regarding our total capital expenditure for the nine months ended December 31, 2014 and the years ended March 31, 2014, 2013 and 2012:

(₹millions)

	For the nine months ended December 31,	For the Years Ended March 31,		
	2014	2014	2013	2012
Freehold land	6.10	19.69	8.94	-
Building	25.43	10.10	268.38	51.97
Plant and machinery	48.33	253.13	140.28	188.53
Office equipment	5.32	5.14	2.37	7.84
Furniture and fixtures	0.38	1.78	0.56	2.26
Vehicles	-	-	0.13	0.31
Total capital expenditure for tangible assets	85.56	289.84	420.66	250.91
Technical know-how		14.76	7.33	6.15
Software	0.28	2.67	1.36	0.52
Total capital expenditure for intangible assets	0.28	17.43	8.69	6.67
Total capital expenditure	85.84	307.27	429.35	257.58

Anticipated Sources of Funds

As of December 31, 2014 and March 31, 2014, our cash and cash equivalents totaled ₹189.19 million and ₹40.18 million, respectively, in each case denominated in Rupees.

We have in the past relied principally on equity funding, borrowings from banks and other parties, including GFL, our Promoter, and IRL, a Group Company, and cash flow from operations as our main sources of funds. We expect that, going forward, we will finance our working capital requirements with a combination of the net proceeds from this Issue, borrowings from commercial banks and financial institutions and operating cash flows.

We expect to fund our budgeted capital expenditures principally through the net proceeds of this offering and cash from operations, as well as from borrowings. We expect to use portions of the net proceeds of this offering to fund capital expenditures of approximately ₹1,474.79 million.

Indebtedness, Contractual Obligations, Commitments and Off-balance Sheet Arrangements

We have obtained short-term, long-term bank facilities and other loans. As of December 31, 2014, the aggregate amount of these facilities drawn and outstanding was ₹7,547.93 million, all of which were secured. Please refer to the chapter “Financial Indebtedness” on page 310.

The following table summarizes our contractual obligations and commitments to make future payments as of March 31, 2014, and the effect that such obligations and commitments are expected to have on liquidity and cash flow in future periods:

(₹in million)

	Payment Due by Period as of March 31, 2014				
	Total	Less than 1 year	1-3 Years	3-5 Year	more than 5 years
Long-term loans	1,312.5	762.50	400.00	150.00	-
Short-term loans	4,254.01	4,254.01	-	-	-
License agreements	13.72	13.72	-	-	-
Estimated amounts of contract remaining to be executed on capital account, net of advances	452.60	452.60	-	-	-
Total contractual obligations	6,032.83	5,482.83	400.00	150.00	-

As of December 31, 2014 we had outstanding bank guarantees in the aggregate amount of ₹5,600.43 million comprising ₹864.87 million in connection with performance guarantees to our customers, ₹4,484.86 million in connection with guarantees of advances received from customers and ₹250.70 million in connection with guarantees provided as security to Government agencies with respect to customs expense for imported materials. The aforementioned financial information is not audited and is derived from the relevant documents / records.

We have entered into long-term contracts with our technology licensors and suppliers of certain components, pursuant to which we are required to pay annual technology fees and royalty payments. In addition, IWISL has entered into long term contracts with customers to provide operations and maintenance service typically for a ten-year term.

There are no other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Quantitative and Qualitative Disclosure about Market Risk

Market risk is the loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change because of changes in the interest rates, foreign currency exchange rates, inflation, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Our exposure to market risk is a function of currency, commodity and interest rates movements.

Foreign Currency Exchange Rate Risk

We conduct our business primarily in Indian Rupees, however we incur a substantial portion of our expenses in foreign currencies, primarily including U.S. Dollars, Euros and British pounds. A depreciation of the Indian Rupee would result in an increase in our expenses for imported components and raw materials we purchase from our suppliers outside of India pursuant to contracts denominated in currencies other than the Indian Rupee in addition to an increase in the cost of royalties and technology fees that we are required to pay pursuant to our technology licenses, which are denominated in Euros and British pounds. As of December 31, 2014 all of our borrowings were denominated in Rupees.

Interest Rate Risk

We are exposed to interest rate risk because many of our customers depend on debt financing to purchase our WTGs. Although the useful life of a WTG is considered to be approximately 20 years, end-users of our WTGs must pay the entire cost of the system at the time of installation. As a result, many of our customers rely on debt financing to fund their up-front capital expenditures. An increase in interest rates could make it difficult for our end-users to secure the financing necessary to purchase and install a system.

In addition, we believe that a significant percentage of our customers install WTGs as an investment, funding the initial capital expenditure through a combination of equity and debt. An increase in interest rates could lower an investor's return on investment in a WTG or make alternative investments that are less capital intensive more attractive relative to WTGs, which, in each case, could cause these customers to seek alternative investments that promise higher returns. In addition, certain of our borrowings are subject to floating rates of interest based on changes in the prime lending rate of the respective lenders. If the interest rates for our existing or future borrowings increase significantly, our cost of funds will increase. This may adversely affect our results of operations, planned capital expenditures and cash flows. As of December 31, 2014, we had outstanding short-term and long-term borrowings of ₹6,712.93 million and ₹575.00 million, all of which incurred interest at

floating rates. If interest rates increase, our interest payments would increase and obtaining additional debt in the future may be more difficult.

Raw Materials and Components Price Risk

We are exposed to price risks for the raw materials, components and energy costs used in the manufacture, transportation and installation of our WTGs. Our products have significant raw materials requirements, including steel, epoxy and glass fabrics. We are exposed to fluctuations in the markets prices of these materials. In addition, some of our raw materials and components are sourced from a limited number of suppliers. As a result, we remain exposed to price changes in the raw materials and components used in our WTGs. In addition, a failure by a key supplier could disrupt our supply chain, which could result in higher prices for our raw materials and components and even a disruption in our manufacturing process. Since our selling price under our supply contracts does not typically adjust in the event of price changes in our underlying raw materials or components, we may be unable to pass along changes in the cost of the raw materials and components for our products and may be in default of our delivery obligations if we experience a manufacturing disruption.

Credit risk

We are exposed to credit risk arising from the failure of our customers to make contractual payments to us in full in a timely manner. Under our agreements with customers, we typically require our customers to pay us upon the achievement of specified milestones, however customers often do not meet this payment schedule. Our customers typically have substantial indebtedness and may have difficulty making payments to us in a timely manner or at all. Furthermore, pursuant to our revenue recognition policy we may record revenue, and a corresponding trade receivable, prior to the time that our customer is required to remit payment. As the scale of our business has grown so have our trade receivables. Our revenue from operations for the nine months ended December 31, 2014 and the years ended March 31, 2014 and 2013 was ₹17,794.93 million, ₹15,672.05 million and ₹10,589.10, respectively. Our trade receivables as of December 31, 2014 and March 31, 2014 and 2013 were ₹12,513.81 million, ₹7,099.74 million and ₹5,002.17 million, respectively. We do not have, nor have we had in the past, made any provision for uncollectible trade receivables on our statement of assets and liabilities nor have we written off any trade receivables as uncollectible. Significant delays or defaults in customer payments would adversely impact our liquidity, financial condition and results of operations. Please refer to “Risk Factors - Delays or defaults in customer payments could adversely affect our profits and liquidity” on page 31.

Inflation

Inflation and deflation in India has not had a material impact on our results of operations in the past three years.

Non-GAAP Financial Measures

EBITDA, net working capital and net debt presented in this Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Indian GAAP or U.S. GAAP. We calculate EBITDA as revenue from operations minus total expenses, excluding depreciation and amortization expense, finance costs and total tax expense/(credit). EBITDA includes gains/(losses) from foreign exchange rate fluctuations. We calculate net working capital as inventories plus the sum of trade receivables, short-term loans and advances (less inter-corporate deposits to group companies) and other current assets, minus the sum of trade payables, other current liabilities and short-term provisions. We calculate net debt as total debt minus the sum of cash and bank balances and current investments, and we calculate total debt as the sum of long-term borrowings and short-term borrowings (including the current maturities of long-term borrowings).

EBITDA, net working capital and net debt are not measurements of financial performance or liquidity under Indian GAAP or U.S. GAAP and should not be considered as an alternative to performance measures derived in accordance with Indian GAAP or U.S. GAAP. In addition, EBITDA, net working capital and net debt are not standardized terms, hence a direct comparison between companies using such a term may not be possible.

We believe that EBITDA facilitates comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and the age and booked depreciation and amortization of assets (affecting relative depreciation and amortization of expense). We believe that net working capital facilitates comparisons

of the Company's liquidity by subtracting the sum of expected short-term payments from the sum of expected sources of short-term liquidity. We believe that net debt facilitates comparisons of the Company's potential debt position assuming all bank balances and current investments had been applied to reduce total debt.

EBITDA, net working capital and net debt have been presented because we believe that these measures are frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-GAAP financial measures when reporting their results. Nevertheless, EBITDA, net working capital and net debt have limitations as analytical tools, and you should not consider them in isolation from, or as a substitute for analysis of, our financial condition or results of operations as reported under Indian GAAP. In particular, EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our businesses.

The following are reconciliations of our revenue from operations under Indian GAAP to our definition of EBITDA; our current assets under Indian GAAP to our definition of net working capital; and our total debt under Indian GAAP to our definition of net debt. The information presented in the tables below as of and for the nine months ended December 31, 2014 and 2013 and as of and for the years ended March 31, 2014 and 2013 are presented on a consolidated basis, and as of and as of and for the years ended March 31, 2012, 2011 and 2010 are presented on a standalone basis.

(₹millions)

	For the Years Ended March 31,					For the Nine Months Ended December 31,	
	2010	2011	2012	2013	2014	2013	2014
NON-GAAP AND OTHER DATA							
EBITDA ⁽¹⁾	(9.65)	117.18	1,418.15	1,964.75	1,755.04	1,207.87	2,828.19
Net Working Capital ⁽²⁾	36.31	105.91	662.13	3,293.18	5,173.59	5,671.15	8,500.41
Net Debt ⁽³⁾	522.31	951.90	913.36	3,739.70	5076.33	5,810.23	7,358.74

Notes:

- (1) We calculate EBITDA as revenue from operations minus total expenses, excluding depreciation and amortization expense, finance costs and total tax expense/(credit). EBITDA includes gains/(losses) from foreign exchange rate fluctuations. The following table reconciles our revenue from operations under Indian GAAP to our definition of EBITDA.

(₹millions)

	For the Years Ended March 31,					For the Nine Months Ended December 31,	
	2010	2011	2012	2013	2014	2013	2014
Revenue from operations	78.49	719.21	6,216.12	10,589.10	15,672.05	8,773.92	17,794.93
Less: Expenses, excluding depreciation and amortization expenses, finance costs and tax expenses	(88.14)	(602.03)	(4,797.97)	(8,624.35)	(13,917.01)	(7,566.05)	(14,966.74)
EBITDA	(9.65)	117.18	1,418.15	1,964.75	1,755.04	1,207.87	2,828.19

- (2) We calculate net working capital as the sum of trade receivables, inventories, short-term loans and advances (less inter-corporate deposits to group companies) and other current assets, minus the sum of trade payables, other current liabilities and short-term provisions. The following table reconciles our trade receivables under Indian GAAP to our definition of net working capital.

(₹millions)

	As of March 31,					As of December 31,	
	2010	2011	2012	2013	2014	2013	2014
Trade receivables	86.44	-	738.39	5,002.17	7,099.74	6,128.96	12,513.81
Inventories	115.89	636.18	996.97	794.53	2,706.80	2,342.28	3,118.56
Short-term loans and advances	34.83	138.22	260.37	1,338.83	1,116.48	1,486.60	2,400.53
Inter-corporate deposits to group companies	-	-	-	(1,010.60)	(589.59)	(368.86)	(1,403.99)
Other current assets	-	-	1.23	118.97	376.97	104.43	272.96
Trade payables	(57.43)	(307.47)	(1,089.22)	(2,278.41)	(4,228.11)	(2,250.14)	(5,742.32)
Other current liabilities	(143.11)	(360.39)	(244.44)	(646.19)	(1,273.47)	(1,736.18)	(2,534.43)
Short-term provisions	(0.31)	(0.63)	(1.17)	(26.12)	(35.23)	(35.94)	(124.71)
Net working capital	36.31	105.91	662.13	3,293.18	5,173.59	5,671.15	8,500.41

- (3) We calculate net debt as total debt minus the sum of cash and bank balances and current investment. Total debt includes the sum of long-term borrowings and short-term borrowings (including the current maturities of long-term borrowings). The following table shows our calculation of total debt and reconciles total debt to our definition of net debt.

(₹millions)

	As of March 31,					As of December 31,	
	2010	2011	2012	2013	2014	2013	2014
Long-term borrowings	100.00	100.00	-	1,312.50	550.00	600.00	575.00
Short-term borrowings	470.00	866.13	1,203.07	2,054.86	4,254.01	4,729.48	6,712.93
Current maturities of long-term borrowings	-	-	100	387.50	762.50	950.00	260.00
Total debt	570.00	966.13	1,303.07	3,754.86	5,566.51	6,279.48	7,547.93
Cash and bank balances	(47.69)	(14.23)	(389.71)	(15.16)	(40.18)	(19.25)	(189.19)
Current investments	-	-	-	-	(450.00)	(450.00)	-
Net debt	522.31	951.90	913.36	3,739.70	5,076.33	5,810.23	7,358.74

FINANCIAL INDEBTEDNESS

For summary of the borrowings together with a brief description of some of the relevant terms of the financing arrangements and assets charged as security please refer to “Annexure X - Restated unconsolidated statement of secured borrowings” in the chapter “Financial Statements” on page 271. As on December 31, 2014, the total outstanding term loans were ₹825 million.

As on December 31, 2014, our total fund based and non-fund based sanctioned working capital limit is ₹22,700 million, of which ₹6,550 million is specifically earmarked for fund based facilities, however one way inter-changeability is allowed by the banks for opening of LC/BG under the said facilities. The balance amount of ₹16,150 million is primarily for non-fund based facilities but part of same is used as fund-based facility viz. buyer’s credit facility we had utilized total limit of ₹15,975.59 million (which consist of fund based limit is ₹2,453.34 million, buyers credit ₹4,259.59 million and non-fund based limit utilization is ₹9,262.66 million). For summary of such borrowings together with a brief description of some of the relevant terms of such financing arrangements and assets charged as security please refer to “Annexure X - Restated unconsolidated statement of secured borrowings” in the chapter “Financial Statements” on page 271. The total fund based and non-fund based sanctioned working capital limit, utilisation and balance are not audited and are derived from the relevant documents / records.

Restrictive Covenants

Our financing agreements include various restrictive conditions and covenants restricting certain corporate actions. During the currency of these financing arrangements, our Company is either required to take the prior approval of the lender before undertaking such corporate actions or intimate the lender subsequently. For instance, our Company is required to obtain the prior written consent of some of our lenders *inter-alia* for the following:

- To effect any material change in the management of the business of our Company;
- To enter into any scheme of merger, amalgamation, compromise, demerger or reconstruction;
- To permit any change in the ownership or control of our Company whereby Gujarat Fluorochemicals Limited’s effective beneficial ownership or control in our Company reduces below 51%;
- To make any amendments in our Company’s Memorandum and Articles;
- To effect any change in our Company’s capital structure and issue any further share capital whether on a preferential basis or otherwise;
- To avail further fund based debt, if there is any breach of covenant under the facility or if the new loan proposed is likely to lead to a breach of covenant;
- To declare any dividend;
- To undertake guarantee obligations on behalf of any third party or any other company;
- To make any corporate investments or investment by way of share capital or debentures or lend or advance funds to or place deposits with any other concern except give normal trade credits or place on security deposits in the normal course of business or make advances to employees;
- Transfer or create/allow to be created in any manner any charge, lien, hypothecation; mortgage, pledge or other encumbrance whatsoever on any of the properties, assets, actionable claims etc. of our Company which constitute security to the bank for the loan or create or allow and to be created any interest in any such securities in favour of anyone other than the bank; and
- To undertake any new project or expansion/capex or diversification/modernization or make any investment beyond the main objects of our Company as per the constituent document.

Matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default

Our Company has entered into term loan agreement with YES Bank Limited (“the Bank”) ₹550 million and ₹1,000 million (“Loans”) *vide* loan agreements dated June 27, 2014 and October 30, 2012 (the “Loan Agreements”). The key terms and conditions of these term loans including re-scheduling, prepayment, penalty, default are as follows:

Penalty	Any default by our Company in payment for dues or of any of the terms and conditions herein, would entail an additional interest charge of 2% on the outstanding Loans, leviable from the date of the default without prejudice to the Bank’s other rights available as per the Loan Agreements and on
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	<p>default/failure of our Company to pay the same. Provided also that the obligation to pay additional interest shall not entitle our Company to set up a defence that no event of defaults as mentioned hereunder has occurred.</p> <p>To get the Loans rated by Credit Rating Agency/ies, as approved by Bank, within a period of 3 months from date of disbursement and intimated by the Bank to our Company, from time to time failing which additional interest at 2% per annum shall be payable by our Company on the outstanding Loans.</p>
Events of Default	<p>At the option of the Bank, and without necessity of any demand upon or notice to our Company, all of which are expressly waived by our Company in any security documents executed by/to be executed by our Company in the Bank's favour, the said Dues and all of the obligations of our Company to the Bank, shall immediately become due and payable irrespective of any agreed maturity, and the Bank shall be entitled to enforce its security, upon the happening of any of the following events:</p> <ol style="list-style-type: none"> If any representations or statements or particulars made in our Company's proposal/application are found to be incorrect or our Company commits any breach or default in performance or observance of these presents or failure to keep or perform any of the terms or provisions of any other agreement between the Bank and our Company in respect of the Loans; If our Company commits any default in the payment of principal or interest If there is any deterioration or impairment of the securities / the said property or any part thereof or any decline or depreciation in the value or market price thereof (whether actual or reasonably anticipated), which causes the securities in the judgement of the Bank to become unsatisfactory as to character or value; If any attachment, distress, execution or other process against our Company, or any of the securities is enforced or levied upon; The death, insolvency, failure in business, commission of an act of bankruptcy, general assignment for the benefit of creditors, if our Company suspends payment to any creditors or threatens to do so, filing of any petition for winding up of our Company and not being withdrawn within 30 days of being accepted; If our Company goes into liquidation for the purpose of amalgamation or reconstruction, except with prior written approval of the Bank; If a receiver is appointed in respect of the whole or any part of the property /assets of our Company; If our Company ceases or threatens to cease or carry on its Business; If it is certified by an accountant of a firm of accountants appointed by the Bank (which the Bank is entitled and hereby authorised to do so at any time) that the liabilities of our Company exceed our Company's assets or that our Company is carrying on business at a loss; If our Company, without prior written consent of the Bank, attempt or purport to create any charge, mortgage, pledge, hypothecation, lien or other encumbrance over our Company's property or any part thereof, which is or shall be the security for the repayment of the said Dues except for securing any other obligations of our Company to the Bank. If any circumstance or even occurs which is prejudicial to or impairs or imperils or jeopardise or is likely to prejudice, impair, imperil, depreciate or jeopardise any security given by our Company or any part thereof; If any circumstance or event occurs which would or is likely to prejudicially or adversely affect in any manner the capacity of our Company to repay the Loans or any part thereof (or the implementation of the Project). If the Loans or any part thereof is utilised for any purpose other than the purpose for which it is applied by our Company and sanctioned by the Bank. Upon happening of any substantial change in the constitution or management of our Company without previous written consent of the Bank or upon the Management ceasing to enjoy the confidence of the Bank. Any event, notified by the Bank, which is likely to constitute material adverse change. Material adverse change that shall have occurred (i) in the Condition, financial or otherwise, prospect or operations of our Company of any subsidiaries or affiliates, present or future, or (ii) which may, in the sole opinion of the Bank adversely affect the repayment of the Loans amount. Failure of our Company to get the Loans rated by Credit Rating Agency/ies, as approved by the Bank, within a period of 3 months from date of disbursement and to get such rating done

	annually or at such intervals as may be decided and intimated by the Bank to our Company, from time to time.
	If any event of default or any event which, after the notice or lapse of time or both would constitute an event of default shall have happened, our Company shall forthwith give the Bank notice thereof in writing specifying such event of default, or such event. Our Company shall also promptly inform the Bank if and when any statutory notice of winding-up under the provisions of the Companies Act, 1956 or any other law or of any suit or legal process intended to be filed / initiated against our Company, is received by our Company.
	On the question whether any of the above events/circumstances has occurred / happened, the decision of the Bank shall be final, conclusive and binding on our Company.

Unsecured borrowings

Our Company currently does not have any unsecured borrowings as on the date of this Red Herring Prospectus.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against our Company, our Subsidiary, our Directors, our Promoter and Group Companies that would have a material adverse effect on our business. Further, except as stated below there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by our Company and our Subsidiary, default in creation of full security as per terms of issue/other liabilities. There are no amounts owed to small scale undertakings exceeding ₹0.10 million, which is outstanding for more than 30 days, except as stated below. Further, except as stated below, no proceedings have been initiated for economic/civil/any other offences other than unclaimed liabilities of our Company and our Subsidiary and that no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Subsidiary, our Promoters, our Directors and Group Companies.

Further from time to time, our Company has been and continue to be involved in legal proceedings filed by and against us, arising in the ordinary course of our business. These legal proceedings are both in the nature of civil and criminal proceedings. We believe that the number of proceedings in which our Company is/ was involved is not unusual for a company of our size doing business in India.

Litigations against our CompanyCriminal Litigations

NIL

Civil Litigations

1. Suyog Engineers Private Limited ('Suyog Engineers') has filed a company petition no. 16 of 2014 before the High Court of Himachal Pradesh ("High Court") under section 433, 434 and 439 of Companies Act, 1956 (for winding up) against our Company. Our Company had entered into a contract with Suyog Engineers dated April 7, 2011, for the fabrication of tabular towers at Rohika Unit pursuant to which multiple work orders were issued to Suyog Engineers. Suyog Engineers issued a notice dated February 15, 2014 under section 434 of the Companies Act, 1956 to our Company demanding the payment of dues aggregating to ₹3.21 million along with interest of ₹0.77 million. Suyog Engineers has thereafter filed this petition before the High Court. Subsequently, our Company has received an *ex parte* interim order dated November 11, 2014 which restricts transferring or creating third party interest on immovable property of our Company. Our Company has filed an application dated January 6, 2015 before the Court praying for the permission to deposit the amount in dispute of ₹3.9 million before the Court and to vacate or modify the ex-parte interim order. On January 8, 2015, Court has modified the interim order and accept the deposited amount of ₹3.9 million. Our Company issued a notice dated December 22, 2014 to Suyog Engineers for invoking arbitration under clause 43 of the standard terms and conditions of the work orders for appointment of Mr. M.C. Kochhar as the sole arbitrator. The matter is currently pending.

Tax Litigations

2. Commissioner Central Excise, Ahmedabad II, has issued a show cause notice F. No. V.85/15-57/OA/2014 dated May 21, 2014 ("Show Cause Notice") against our Company, demanding our Company to inter-alia show cause as to why (i) the fully furnished unaccounted goods i.e. blade 9 numbers and tubular towers valued at ₹197.53 million involving central excise duty of ₹24.41 million which were seized and provisionally released should not be confiscated under Rule 25 of Central Excise Rules, 2002; (ii) the B-11 Bond executed should not be enforced and the security deposit to be furnished by our company should not be appropriated on failure to produce the seized goods which were provisionally released; (iii) central excise duty of ₹24.41 million should not be demanded (iv) interest and penalty under relevant provisions of the Central Excise Act, 1944 should not be imposed and (v) the seized goods should not be disposed off or a fine in lieu of confiscation should not be imposed. The matter is pending.

Litigations by our Company

Criminal Litigations

NIL

Civil Litigations

3. Our Company has filed an arbitration application under section 11(6) of the Arbitration and Conciliation Act, 1996 against Thermo Cables Limited ("Thermo Cables") before the High Court of Judicature at Allahabad ("Court") for appointment of an arbitrator. Our Company had issued a purchase order dated December 13, 2012 to Thermo Cables for supply of wind power cables for WTGs. The 150 sq. mm shielded cables supplied by Thermo Cables were defective, due to which the operation of the WTGs had to be stopped. Our Company issued a legal notice dated September 17, 2014 to Thermo Cables for breach of terms and conditions of the purchase order, as the quality of shielded cables supplied was inferior to the specifications/ requirements under the purchase order. The stoppage of operations had caused huge losses to our Company and our Company claimed damages of ₹27.27 million *inter alia* for loss of revenue, cost of replacement etc. Further, our Company issued a notice dated October 30, 2014 to Thermo Cables, seeking the appointment of Justice S.S. Kulshreshtha, a retired judge of the Allahabad High Court as sole arbitrator. Thermo Cables *vide* reply dated November 14, 2014 denied for the arbitration. Subsequently, the Court *vide* order dated January 27, 2015 has issued notice to Thermo Cables. The matter is currently pending.

Tax Litigations

4. Our Company has filed a sales tax appeal bearing appeal no.47/2013-14 ("Appeal") before Deputy Excise & Taxation Commissioner, cum appellate authority, (NZ), Palampur (HP) against the order dated December 18, 2013 ("Order") passed by Assessing Authority for the assessment year 2013-14. The Assessing Authority *vide* Order had imposed a penalty of ₹1.52 million under section 16 (7) (iii) of Himachal Pradesh Value Added Tax Act, 2005 ("HP VAT Act") read with Section 9 of the Central Sales Tax Act, 1956 ("CST Act") and penalty of ₹5,064 under section 16 (7)(iii) of HP VAT Act for August 2013 and a penalty of ₹7.81 million under section 16 (7) (iii) of HP VAT Act read with Section 9 of the CST Act, 1956 and penalty of ₹4,667 under section 16 (7)(iii) of HP VAT Act for September 2013. Aggrieved, the Appeal was filed to set aside the Order. The matter is pending.
5. Our Company has filed a sales tax appeal bearing appeal ("Appeal") before Deputy Excise & Taxation Commissioner, cum appellate authority, (NZ), Palampur (HP) against the order dated August 11, 2014 ("Order") passed by Assessing Authority for the assessment year 2012-13. The Assessing Authority *vide* Order has imposed a penalty of ₹0.28 million under section 16 (6) (i) of Himachal Pradesh Value Added Tax Act, 2005 ("HP VAT Act") and penalty of ₹2,838 for September 2012 and a penalty of ₹1.66 million under section 16 (6) (i) of HP VAT Act and penalty of ₹1,484 for March 2013. Aggrieved, the Appeal was filed to set aside the Order. The matter is currently pending.

Notices against our Company

Criminal Notices

Nil

Civil Notices

6. On December 6, 2014, our Company received a show cause notice from the Office of Deputy Director Industries, Una, Himachal Pradesh ("Office of DDI"), wherein the Office of DDI has alleged that our Company has utilised only 25% of the land allotted to it and that this being non-compliance with the terms and conditions of the allotment letter, which state that our Company was to utilise the entire land parcel allotted for our Una Unit, within a period of two years from the date of allotment. The DIC has asked our Company to explain why the surplus unutilised land should not be liable to resumption and cancellation in the interest of industrialisation of the state. Our Company responded to the SCN by way of letter dated January 10, 2015 stating that the global economies have been on a decline in the last 3 to 5 years and the investor sentiment has been negative due to which our expansion plans were severely

curtailed and our Company has not been able to utilise the entire land allotted to us. Our Company in the said response letter also set out the steps being undertaken by us in order to implement the expansion plans and utilise the unutilised land parcel. The matter is pending..

Tax Notices

Nil

Litigations involving our Director

Litigations against our Directors

Criminal Litigations

Dr. S. Rama Iyer

The Additional Commissioner, Commercial Taxes and Special Officer, Bureau of Investigation filed a complaint bearing number 1799/14-BI dated September 14, 2012 with the Deputy Commissioner, Enforcement Branch, Kolkata police against the directors and executives of Petron Engineering Construction Limited for furnishing false returns and evasion of tax under the West Bengal Value Added Tax Act, 2003. Dr. S. Rama Iyer (our Director) was made a party as he was the Non-Executive (Independent) Director of Petron Engineering Construction Limited. The Complaint was lodged for alleged evasion of tax by Petron Engineering Construction Limited to the extent of ₹24.46 million. Subsequently, an application was filed before the Chief Metropolitan Magistrate, Kolkata praying that the Accused be remanded to police custody till November 21, 2012 pending investigation of the case. Subsequently, the court *vide* order dated November 26, 2012 granted bail to Dr. S. Rama Iyer as Petron Engineering Construction Limited had paid the impugned amount under protest. The matter is being investigated by the Kolkata police. Dr. S. Rama Iyer is no longer a director in Petron Engineering Construction Limited.

Ms. Bindu Saxena

Pursuant to the complaint of “Mr. Kunal Chauhan (“**Complainant**”), against one Ms. Devika Chauhan and Ms. Bindu Saxena, our independent director, under certain provisions of Indian Penal Code, 1896 and the Information Technology Act, 2000, the Chittaranjan Park Police Station has registered a first information report (no.38/2015) dated January 22, 2015 under Section 66A of the Information technology Act, 2000. The Complainant has alleged that Ms. Chauhan i.e. (Complainant’s wife) had on June 10, 2013 allegedly gained unauthorized and illegal access to the email account of the Complainant and forwarded his old mails from the email account of the Complainant to his family members and friends while she had been allegedly staying with Ms. Saxena, her aunt, at the time of commission of the said alleged offence and had allegedly made use of the internet connection WiFi registered in the name of Ms. Saxena. The Complainant has thus alleged that Ms. Chauhan had conspired along with Ms. Saxena to gain unauthorized and illegal access to the email account of the Complainant, as aforementioned. The matter is currently pending for investigation before the Chittaranjan Park Police Station.

Civil Litigations

Nil

Tax Litigations

Nil

Litigations by our Directors

Nil

Litigations involving our Promoter

Litigations against our Promoter

Criminal Litigations

1. Mr. Ambalal Parmar ("**Complainant**") filed a complaint bearing motor accident claim number 795 of 2005 ("**Complaint**") before the Motor Accident Claim Tribunal Judge against our Promoter, Mr. Jayendra Laxman (driver of our Promoter) and Oriental Insurance Company Limited (insurance company with which the car was registered for third party claims) (together "**Accused**") as compensation for personal injury caused due to the negligence of our Promoter's driver. Aggrieved the present complaint was filed praying for a compensation of ₹0.4 million along with interest. The matter is pending.
2. The Police Inspector, Wagra filed criminal complaint bearing number 472 of 2007 dated February 10, 2007 ("**Complaint**") against Mr. Rakesh D. Patel, Safety Engineer of our Promoter, for negligence in causing death of two contract workers and injury to another on duty, as a result of explosion of tank. The matter is pending.
3. An accident number 6 of 2013 was registered with the Dahej Police Station in relation to accidental death of Mr. Tapovan Ganpatbhai Munia, an employee of GFL, while on duty. The matter is pending.
4. Bhikhabhai Himmatbhai Rathwa ("**Claimant**") filed a motor accident claim application number MACT/2002/627 dated June 21, 2002 ("**Claim**") as per section 166 of the Motor Vehicles Act, 1988 before the Motor Accident Claim Tribunal, Panchmahal, Godhra ("**Tribunal**") against our Promoter, driver of our Promoter and New India Insurance Company Limited, with whom the vehicle was insured for third party claims, claiming an amount of ₹0.3 million as compensation for personal injury caused due to negligence of driver of our Promoter. The Claimant has alleged that he has suffered physical injuries on account of negligent and careless driving by the driver employed by our Promoter. The claimant has also filed an interim application bearing number M.A.C.P 627/02 dated April 8, 2003 ("**Interim Application**") for interim compensation of ₹0.03 million. The matter is pending.
5. Tersingbhai Chandrabhai Rathwa ("**Claimant**") filed a motor accident claim application number MACT/2002/635 dated April 8, 2002 ("**Claim**") as per section 166 of the Motor Vehicles Act, 1988 before the Motor Accident Claim Tribunal, Panchmahal, Godhra against our Promoter, driver of our Promoter and New India Insurance Company Limited (together the "**Opponents**"), with whom the vehicle was insured for third party claims, claiming an amount of ₹0.3 million as compensation for personal injury caused due to negligence of driver of our Promoter. The Claimant has alleged that he has suffered physical injuries on account of negligent and careless driving by the driver employed by our Promoter. The claimant has also filed an interim application bearing number M.A.C.P 635/02 dated April 8, 2002 before the Tribunal for interim compensation of ₹0.03 million and any other relief the Tribunal may deem fit. The Tribunal *vide* Order dated February 25, 2003 directed the Opponents to pay, jointly and severally, ₹0.03 million with proportionate costs and running interest at the rate of 9 % per annum from the date of application till the amount is released. The matter is pending.
6. A case bearing registration number AD 500 31/10 was registered with the Dahej police station on the accidental death of Mr. Dharam Singh a contract labourer of our Promoter. Subsequently, the Deputy Director of Industrial Safety and Health Office issued our Promoter a notice dated January 5, 2011 stating that Elmec Engineering and Construction (Contractor) or our Promoter has not made arrangement at place of work above six meter height for safety of worker or fencing as reasonably practical. Further, our Promoter was directed to pay compensation to the relatives of the deceased in accordance with the Workman Compensation Act, 1923. The matter is pending.

Civil Litigations

7. Gayatri Geotechnical Research filed a special civil suit bearing number 28 of 2007 dated March 15, 2007 ("**Suit**") against our Promoter before the Civil Court, Bharuch ("**Court**") for non-payment of consultancy charges in respect of the geotechnical investigation and topographic survey done by Gayatri Geotechnical Research in respect of our Promoters proposed project at GIDC Dahej. Gayatri Geotechnical Research alleged that it had conducted the geotechnical investigation and topographic survey of a parcel of the land, prior to the commencement of the project to set up our Promoter's factory at Dahej and that despite multiple requests and follow ups the bill for the services rendered was not cleared by our Promoter. Gayatri Geotechnical Research prayed to the court inter-alia to direct our

Promoter to release the payment of ₹0.74 million along with interest at the rate of 12% from the date of the Suit till the realization of the suit amount. The matter is pending.

8. United India Insurance Company Limited filed a special civil suit bearing number 213 of 2000 (“**Suit**”) against Lirin Road Lines Private Limited and our Promoter (together referred to as the “**Defendants**”) before the Court of Civil Judge (Senior division), Baroda for recovery of transit insurance claim of our Promoter, which was settled by United India Insurance Company Limited to our Promoter, from Lirin Road Lines Private Limited. United India Insurance Company Limited alleged that loss of material of our Promoter occurred on account of negligence of Lirin Road Lines and prayed for reimbursement of claim amount along with interest at the rate of 18% per annum from the date of the Suit till its realization from Lirin Road Lines Private Limited. The amount involved is ₹0.68 million. The matter is pending.
9. Mr. Harvinder Singh filed a civil suit bearing number 217 of 2008 (“**Suit**”) against our Promoter (“**Defendant 1**”), Shiv Kumar Goyal, Director M/s RG Associates (“**Defendant 2**”) and Ms. Pravina Shah (“**Defendant 3**”) together referred to as the (“**Defendants**”) before the Senior Civil Judge, Tis Hazari Court, New Delhi (“**Court**”). Mr. Harvinder Singh alleged that he had purchased 100 shares of Defendant 1 from Defendant 2 which was sent to Defendant 1 for transfer to his name. Mr. Harvinder Singh alleged that Defendant 1 did not return the said shares after transferring the same to his name. Aggrieved, Mr. Harvinder filed the Suit praying that a joint and several decree be passed in his favour declaring him as the owner of the 100 shares of Defendant 1 along with split and bonus shares, and also to direct Defendant 1 to transfer the 100 shares along with split/bonus shares in favour of Mr. Harvinder Singh. Further to direct the Defendants to make payment of the dividends received by the said Defendants along with interest at the rate of 15% per annum. The matter is pending.
10. Indian Council for Enviro-legal Action, New Delhi through its vice president has filed an application no 170/2014 before The National Green Tribunal, New Delhi (“**Tribunal**”) against Ministry of Environment and Forest and Climate Change (MOEF), Central Pollution Control Board (CPCB), Central Excise and Customs, Ministry of Micro Small and Medium Enterprises, our Promoter and others praying to the bench to: (i) direct all companies producing HCFC 22 to stop immediately venting HFC – 23 by product and incinerate / destroy the same under the supervision of CPCB and independent export body as they deem fit and proper, (ii) direct MOEF and CPCB to inspect the companies manufacturing HCFC-22 and thereby producing HFC-23 by product and file status report, (iii) direct Central Excise and Custom to stop smuggling and illegal export and import of HCFC-22 and other green house gases and file an action taken report within stipulated time, (iv) direct MOEF, CPCB and Ministry of Micro and Small Enterprises to take immediate action to regulate the service sector for AC, chilling plant and refrigerators and (v) pass any other order as the Tribunal deem fit. Our Promoter has filed a short affidavit in the said matter on November 5, 2014. The Tribunal *vide* its order dated November 12, 2014 directed CPCB to undertake inspection of the respondent industrial units including our Promoter. The matter is pending.
11. Mr. Dhirubhai Patel filed a case bearing number 573 of 2001 dated September 27, 2001 against our Promoter before Labour Court, Godhra, claiming reinstatement with back wages on account of wrongful termination of his service. Our Promoter alleged that Mr. Dhirubhai Patel was terminated on the ground of disciplinary action. The matter is pending.
12. Mr. Mayurkumar Panchal filed a case bearing number 14 of 2002 dated January 17, 2003 against our Promoter before Labour Court, Godhra, claiming reinstatement with back wages on account of wrongful termination of his service. Subsequently, the Labour Court *vide* order dated April 21, 2008 directed our Promoter to reinstate Mr. Mayurkumar Panchal at his original post with reinstatement of back wages. Subsequently a restoration application was filed under section 26A of the Industrial Disputes (Gujarat) Rules 1966. The restoration application was allowed and the matter is pending.
13. Mr. Ganpatsinh Sabhaibhi Chauhan (“**Applicant**”) filed an application under Rule 10 (1) of the Industrial Disputes Rules, 1947 (“**Application**”) before the Additional Labour Commissioner, Godhra praying for reinstatement of the Applicant with back wages. The Applicant alleged that the retirement was illegal. The Application was later referred to the Labour Court, Godhra Ref (LCG No. 52/2012). The matter is pending before the Labour Court.
14. Mr. Dilipbhai Mahipbahi Parmar (“**Complainant**”) lodged a complaint LC No. 123/13 dated

- November 22, 2013 against Rosiana Corporation, who is the contractor of our Promoter (“**Contractor**”), before the Principal Officer of Labour Court, Godhra. The Complainant alleged that the Contractor had terminated complainant’s service in violation of section 25 H and 25 F of Industrial Disputes Act without giving an opportunity to represent his case and has not paid his legitimate dues since the time of joining services. The Complaint was filed praying for re-instatement of the Complainant with the Contractor. The matter is pending.
15. Mr. Chandubhai Govindbai Parmar (“**Complainant**”) lodged a complaint bearing LC No. 124/13 dated November 22, 2013 against J.J Associates, who is the contractor of our Promoter (“**Contractor**”) before the Principal Officer of Labour Court, Godhra. The Complainant alleged that the Contractor had terminated Complainant’s service and is in violation of section 25 H and 25 F of Industrial Disputes Act 1947 without giving an opportunity to represent his case and has not paid his legitimate dues since the time of joining services. The complaint was filed praying for re-instatement of the Complainant with the Contractor. The matter is pending.
 16. Mr. Narvatsinh K Parmar, President, District Panchmahal (“**Complainant**”) lodged a complaint dated November 19, 2011 with Government Labour Officer, Bahumali Building, Godhra against Baroda Handling Agency, J.J Associates (together “**Contractors**”) and our Promoter requesting for an enquiry. The Complainant alleged that the Contractors have not paid revised dearness allowance, are not giving privilege leave, sick leave, not paying wages in time, illegal deduction of ₹17 from the salaries etc. The matter is pending.
 17. Mr. Ranchhodbhai Jalabhai Chauhan of Baroda Handling Agency (“**Complainant**”) lodged a complaint no REF (LCG) No 75/14 with Government Labour Officer, Bahumali Building, Godhra under Section 25 (h) and (f) of Industrial Dispute Act, 1947 against our Promoter and Baroda Handling Agency (“**Contractor**”) who is the Contractor of our Promoter for considering age of retirement of contract worker as 60 years instead of 58 years as the Complainant has been given retirement at the age of 58 years. The matter is pending.
 18. Mr. Udaysinh Chandubhai Parmar of J.J Associates (“**Complainant**”) lodged a complaint no REF (LCG) No 76/14 with Government Labour Officer, Bahumali Building, Godhra under Section 25 (h) and (f) of Industrial Dispute Act, 1947 against our Promoter and J.J Associates (“**Contractor**”) who is the Contractor of our Promoter for considering age of retirement of contract worker as 60 years instead of 58 years as the Complainant has been given retirement at the age of 58 years. The matter is pending.

Tax Litigations

19. The Deputy Commissioner of Income Tax, Circle 1-(1) (“Assessing Officer”), Baroda has filed an appeal number 1659/2009 dated May 14, 2009 (“Appeal”) before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda (“CIT (A)”) in respect of assessment year 2003-2004. Our Promoter had filed return of income for the assessment year 2003-04 declaring a total income of ₹321.42 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 (“Act”) and an order was passed on March 24, 2006 determining total income at ₹330.44 million. Subsequently, the case was reopened on March 28, 2008 by issuing notice under section 148 of the Act. The Assessing Officer *vide* order dated December 12, 2008 (“Revised Assessment Order”) passed under section 143 (3) read with section 147 of the Act computed the total income as ₹446.01 million, by treating short term and long term capital gain amounting to ₹124.21 million as business income. Further, a demand notice dated December 12, 2008 was issued demanding payment of ₹62.64 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) -1 against the Revised Assessment Order. Subsequently CIT (A) -1 by an order dated March 13, 2009 partly allowed the appeal. Aggrieved the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred in not treating the income from short term capital gain and long term capital gain as income from business and erred in deleting to the extent of ₹11.06 million out of the disallowance of ₹17.57 million towards interest disallowance, which was incurred in relation to exempted income of dividend and tax-free interest. The matter is pending.
20. The Deputy Commissioner of Income Tax, Circle 1-(1) (“Assessing Officer”), Baroda has filed an appeal number 1660/2009 dated May 14, 2009 (“Appeal”) before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda (“CIT (A)”) dated March 13, 2009 in respect of assessment year 2004-2005. Our Promoter had filed return of income for

the assessment year 2004-05 declaring a total income of ₹268.86 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 ("Act") and an order was passed on December 29, 2006 determining total income at ₹310.79 million. Subsequently, the case was reopened on March 28, 2008 by issuing notice under section 148 of the Act. The Assessing Officer *vide* order dated December 15, 2008 ("Revised Assessment Order") passed under section 143 (3) read with section 147 of the Act computed the total income as ₹380.83 million, by treating short term and long term capital gain amounting to ₹101.94 million as business income. Further, a demand notice was issued demanding payment of ₹60.82 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Revised Assessment Order. Subsequently CIT (A) by an order dated March 13, 2009 partly allowed the appeal. Aggrieved the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred in not treating the income from short term capital gain and long term capital gain as income from business and erred in deleting to the extent of ₹16.49 million out of the disallowance of ₹27.82 million towards interest disallowance, which was incurred in relation to exempted income of dividend and tax-free interest. The matter is pending.

21. The Deputy Commissioner of Income Tax, Circle 1-(1) ("Assessing Officer"), Baroda has filed an appeal number 1661 of 2009 dated May 14, 2009 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated March 12, 2009 in respect of assessment year 2005-2006. Our Promoter had filed return of income for the assessment year 2005-06 declaring a total income of ₹492.54 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 ("Act") and an order was passed on December 31, 2007 ("Assessment Order") determining total income at ₹493.13 million. Further, a demand notice was issued demanding payment of ₹35.61 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated March 12, 2009 partly allowed the appeal. Aggrieved the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter alia* in allowing village development expenses of ₹0.99 million, allowing the contribution of ₹1.60 million to refrigerant gas manufacturers etc. The matter is pending.
22. The Deputy Commissioner of Income Tax, Circle 1-(1) ("Assessing Officer"), Baroda has filed an appeal number 1662/2009 dated May 14, 2009 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated March 12, 2009 in respect of assessment year 2006-2007. Our Promoter had filed return of income for the assessment year 2006-07 declaring a total income of ₹373.17 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 ("Act") and an order was passed on December 24, 2008 ("Assessment Order") determining total income at ₹962.37 million. Further, a demand notice dated December 24, 2008 was issued demanding payment of ₹263.20 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated March 12, 2009 partly allowed the appeal. Aggrieved the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter alia* in allowing village development expenses of ₹1.77 million, allowing the contribution of ₹1.09 million to refrigerant gas manufacturers etc. The matter is pending.
23. The Deputy Commissioner of Income Tax, Circle 1-(1) ("Assessing Officer"), Baroda has filed an appeal number 1825/AHD/2010 dated May 25, 2010 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated February 17, 2010 in respect of assessment year 2007-2008. Our Promoter had filed return of income for the assessment year 2007-08 declaring a total income of ₹2,274.52 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 ("Act") and an order was passed on December 31, 2009 ("Assessment Order") determining total income at ₹3,228.59 million. Further, a demand notice dated December 30, 2009 was issued demanding payment of ₹511.92 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated February 17, 2010 ("Order") partly allowed the appeal. Aggrieved by the Order, the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter alia* in allowing village development expenses of ₹0.09 million, allowing the contribution of ₹0.02 million to refrigerant gas manufacturers, deleting the disallowance of ₹21.62 million being alleged loss due to fluctuation in the rate of foreign exchange, deleting the addition of ₹51.02 million made on account of disallowance of capital expenditure claimed as preoperative expenses paid to third party for consultancy work etc. The matter is pending.

24. The Deputy Commissioner of Income Tax, Circle 1-(1) ("Assessing Officer"), Baroda has filed an appeal number 322/2012 dated February 2, 2012 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated November 16, 2011 in respect of assessment year 2008-2009. Our Promoter had filed revised return of income for the assessment year 2008-09 declaring a total income of ₹2,887.27 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 ("Act") and an order was passed on December 31, 2010 ("Assessment Order") determining total taxable income at ₹3,695.56 million. Further, a demand notice dated December 31, 2010 was issued demanding payment of ₹308.40 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated November 16, 2011 ("Order") partly allowed the appeal. Aggrieved by the Order, the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter-alia* in allowing village development allowance of ₹0.02 million, allowing the contribution of ₹0.01 million to refrigerant gas manufacturers association, directing the Assessing Officer to treat the income from mutual fund and bonds of ₹118.77 million as capital gain, deleting the addition of ₹10.20 million made on account of disallowance of capital expenditure claimed as preoperative expenses paid to third party for consultancy work etc. The matter is pending.
25. The Deputy Commissioner of Income Tax, Circle 1-(1) ("Assessing Officer"), Baroda has filed an appeal number 2546/A/2012 dated November 7, 2012 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated August 22, 2012 in respect of assessment year 2009-2010. Our Promoter had filed return of income for the assessment year 2009-10 declaring a total income of ₹3,210.66 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 ("Act") and an order was passed on December 30, 2011 ("Assessment Order") determining total income at ₹3823.50 million. Further, a demand notice dated December 30, 2011 was issued demanding payment of ₹263.68 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated August 22, 2012 ("Order") partly allowed the appeal. Aggrieved by the Order, the Assessing Officer filed the Appeal *inter alia* on the ground that the CIT (A) erred in allowing village development allowance of ₹0.07 million, allowing the contribution of ₹0.20 million to refrigerant gas manufacturers association, directing the Assessing Officer to treat the income from mutual fund and bonds as capital gain instead of business income etc. The matter is pending.
26. Commissioner of Central Excise and Customs, Vadodara II ("Authority") filed an appeal bearing number ST/128/2010 dated March 16, 2010 ("Appeal") before the Customs, Excise and Service Tax Appellate Tribunal ("CESTAT") against the order of the Commissioner (Appeals) bearing number OIA No. Commr (A)/291/VDR-II/2009 dated December 14, 2009 ("Order"). A demand cum show cause notice dated January 30, 2008 was issued to our Promoter by the Directorate General of Central Excise Intelligence, Ahmedabad demanding payment of ₹2.74 million as service tax. The adjudicating authority *vide* order bearing number OIO no. 02/VDR-II/MP/ADC/2008-09 dated July 31, 2008 ("Order 1") confirmed the service tax demanded and ordered for recovery of interest and penalty and appropriated the amount of ₹2.74 million already paid by our Promoter. Aggrieved by the Order 1, our Promoter filed an appeal before Commissioner (Appeals). The Commissioner (Appeals) *vide* the Order upheld Order 1 in respect of confirmation of demand of service tax and modified in respect of payment of penalty by giving an option of payment of penalty at reduced rate of 25% of the service tax amount determined. Aggrieved by the Order the Authority filed the Appeal praying that Order be quashed and Order 1 be restored. The matter is pending.
27. Commissioner of Central Excise and Customs, Vadodara II filed an appeal bearing number E/3900/05 of 2004 dated November 25, 2005 ("Appeal") before the Customs, Excise and Service Tax Appellate Tribunal ("CESTAT") against order in appeal no. Commr. (A)/220/VDR-II/2005 dated August 29, 2005 ("Order"). Our Promoter had received a show cause notice bearing number V.Ch.28(4)5/R-III/D-Halol/JC/2005 dated February 7, 2005 ("SCN") wherein recovery of central excise duty was proposed. Subsequently, the Joint Commissioner of Central Excise and Customs, Vadodara-II *vide* order dated May 6, 2005 ("Order 1") confirmed the demand of ₹0.41 million and ₹2,870 as education cess and dropped the demand of ₹1.39 million as the same was time barred. Further a penalty of ₹0.41 million along with interest was demanded. Being aggrieved by Order 1, our Promoter filed an appeal before the Commissioner (Appeals), Central Excise and Customs, Vadodara praying that Order 1 is not proper and requires to be set aside. Subsequently, the Commissioner (Appeals), Central Excise and Customs, Vadodara *vide* Order allowed the appeal and set aside Order 1. Aggrieved the Appeal was filed praying that the Order be set aside. The matter is pending.

28. The Commissioner of Income Tax (“**Authority**”) filed an appeal bearing tax appeal number 582 of 2014 dated June 27, 2014 (“**Appeal**”) before the High Court of Gujarat against the order dated October 31, 2013 (“**Order**”) passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2008-2009. On November 17, 2009 a survey was conducted by the assessing officer under section 133A of Income Tax Act, 1961 (“**Act**”). During the survey it was found that substantial amount was paid to the agent without deduction of TDS on the pretext of payment of ‘discounts and rebate’ and accordingly the Assessing Officer passed an order dated March 29, 2010 under section 201 (1) and 201(1) (A) of the Act. Subsequently, the Commissioner (Appeals) *vide* order dated June 11, 2012 confirmed the addition on account of payment of discounts and rebates to agent. Aggrieved by the order of Commissioner (Appeals), our Promoter filed an appeal before the ITAT. The ITAT *vide* Order held that “discounts and rebates” do not constitute “commission” and it is out of the purview of Section 194 H of the Act. Aggrieved, the Appeal was filed by the Authority, against the Order. The matter is pending.
29. The Commissioner of Income Tax (TDS) (“**Authority**”) filed an appeal bearing tax appeal number 583 of 2014 dated June 27, 2014 (“**Appeal**”) before the High Court of Gujarat, (“**High Court**”) against the order dated October 31, 2013 (“**Order 2**”) passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2008-2009. On November 17, 2009 a survey was conducted by the assessing officer under section 133A of Income Tax Act, 1961 (“**Act**”). During the survey it was found that our Promoter made payments to Nandesari Environment Control Limited (“**NECL**”) and Gujarat Enviro Protection & Infrastructure Limited (“**GEPIL**”) for lifting the material and disposing it by transporting the hazardous solid waste. The Assessing Officer further considered the services to be technical in nature and the payments made to NECL and GEPIL for effluent treatment are covered under section 194J and not under 194C of the Act and accordingly the Assessing Officer passed an order dated March 29, 2010 under section 201 (1) and 201(1) (A) of the Act. Subsequently, the Commissioner (Appeals) *vide* order dated June 11, 2012 (“**Order 1**”) held that the payments made for rendering services were in nature of payments which covered under section 194C of the Act and not professional fees under section 194J of the Act. Aggrieved by Order 1, the Authority filed an appeal before the ITAT. The ITAT *vide* Order 2 held that the services rendered are to be covered under section 194C of the Act. Aggrieved, the Appeal was filed by the Authority against Order 2. The High Court *vide* order dated July 21, 2014 dismissed the Appeal considering the smallness of the amount involved, however the question of law and interest liability if any, is kept open.
30. The Commissioner of Income Tax (TDS) (“**Authority**”) filed an appeal bearing tax appeal number 584 of 2014 dated June 27, 2014 (“**Appeal**”) before the High Court of Gujarat against the order dated October 31, 2013 (“**Order**”) passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2009-2010. On November 17, 2009 a survey was conducted by the assessing officer under section 133A of Income Tax Act, 1961 (“**Act**”). During the survey it was found that substantial amount was paid to the agent without deduction of TDS on the pretext of payment of ‘discounts and rebate’ and accordingly the Assessing Officer passed an order dated March 29, 2010 under section 201 (1) and 201(1) (A) of the Act. Subsequently, the Commissioner (Appeals) *vide* order dated June 11, 2012 confirmed the addition on account of payment of discounts and rebates to agents. Aggrieved by the order of Commissioner (Appeals), our Promoter filed an appeal before the ITAT. The ITAT *vide* Order held that “discounts and rebates” do not constitute “commission” and it is out of the purview of Section 194 H of the Act. Aggrieved, the Appeal was filed by the Authority, against the Order. The matter is pending.
31. The Commissioner of Income Tax (TDS) (“**Authority**”) filed an appeal bearing tax appeal number 585 of 2014 dated June 27, 2014 (“**Appeal**”) before the High Court of Gujarat, against the order dated October 31, 2013 (“**Order 2**”) passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2009-2010. On November 17, 2009 a survey was conducted by the assessing officer under section 133A of Income Tax Act, 1961 (“**Act**”). During the survey it was found that our Promoter made payments to Nandesari Environment Control Limited (“**NECL**”) and Gujarat Enviro Protection & Infrastructure Limited (“**GEPIL**”) for lifting the material and disposing it by transporting the hazardous solid waste. The Assessing Officer further considered the services to be technical in nature and the payments made to NECL and GEPIL for effluent treatment are covered under section 194J and not under 194C of the Act and accordingly the Assessing Officer passed an order dated March 29, 2010 (“**Order**”) under section 201 (1) and 201(1) (A) of the Act. Subsequently, the Commissioner (Appeals) *vide* order dated June 11, 2012 (“**Order 1**”) held that the payments made for

- rendering services were in nature of payments which covered under section 194C of the Act and not professional fees under section 194J of the Act. Aggrieved by Order 1, the Authority filed an appeal before the ITAT. The ITAT *vide* Order 2 held that the services rendered are to be covered under section 194C of the Act. Aggrieved, the Appeal was filed by the Authority against Order 2. The High Court *vide* order dated July 21, 2014 dismissed the Appeal considering the smallness of the amount involved, however the question of law and interest liability is kept open.
32. The Commissioner of Income Tax (TDS) (“**Authority**”) filed an appeal bearing tax appeal number 586 of 2014 dated June 27, 2014 (“**Appeal**”) before the High Court of Gujarat against the order dated October 31, 2013 (“**Order**”) passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2010-2011. On November 17, 2009 a survey was conducted by the assessing officer under section 133A of Income Tax Act, 1961 (“**Act**”). During the survey it was found that substantial amount was paid to the agent without deduction of TDS on the pretext of payment of ‘discounts and rebate’ and accordingly the Assessing Officer passed an order dated March 29, 2010 under section 201 (1) and 201(1) (A) of the Act. Subsequently, the Commissioner (Appeals) *vide* order dated June 11, 2012 confirmed the addition on account of payment of discounts and rebates to agents. Aggrieved by the order of Commissioner (Appeals), our Promoter filed an appeal before the ITAT. The ITAT *vide* Order held that “discounts and rebates” do not constitute “commission” and it is out of the purview of Section 194 H of the Act. Aggrieved, the Appeal was filed by the Authority, against the Order. The matter is pending.
 33. The Commissioner of Income Tax (TDS) (“**Authority**”) filed an appeal bearing tax appeal number 587 of 2014 dated June 27, 2014 (“**Appeal**”) before the High Court of Gujarat, against the order dated October 31, 2013 (“**Order 2**”) passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2010-2011. On November 17, 2009 a survey was conducted by the assessing officer under section 133A of Income Tax Act, 1961 (“**Act**”). During the survey it was found that our Promoter made payments to Nandesari Environment Control Limited (“**NECL**”) and Gujarat Enviro Protection & Infrastructure Limited (“**GEPIL**”) for lifting the material and disposing it by transporting the hazardous solid waste. The Assessing Officer further considered the services to be technical in nature and the payments made to NECL and GEPIL for effluent treatment are covered under section 194J and not under 194C of the Act and accordingly the Assessing Officer passed an order dated March 29, 2010 (“**Order**”) under section 201 (1) and 201(1) (A) of the Act. Subsequently, the Commissioner (Appeals) *vide* order dated June 11, 2012 (“**Order 1**”) held that the payments made for rendering services were in nature of payments which covered under section 194C of the Act and not professional fees under section 194J of the Act. Aggrieved by Order 1, the Authority filed an appeal before the ITAT. The ITAT *vide* Order 2 held that the services rendered are to be covered under section 194C of the Act. Aggrieved, the Appeal was filed by the Authority against Order 2. The High Court *vide* order dated July 21, 2014 dismissed the Appeal considering the smallness of the amount involved, however the question of law and interest liability, if any is kept open.
 34. The Commissioner of Income Tax-I (“**Authority**”) filed an appeal bearing number 650 of 2013 (“**Appeal**”) before the High Court of Gujarat (“**High Court**”) against the order dated January 31, 2013 passed by the Income Tax Appellate Tribunal (“**ITAT**”). The Appeal was filed on the grounds that, the ITAT erred in law inter-alia in deleting disallowance of ₹20.42 million on account of short term capital loss on sale of units of mutual funds and in directing to allow interest if assessee’s own funds were more than the amount of investment without appreciating that the disallowance of interest expenses of ₹6.91 million was made under section 36 (1) (iii) and under section 14 A of the Income tax Act, 1961 (“**Act**”). The aggregate tax effect involved is ₹9.48 million. Subsequently, the High Court *vide* order dated July 22, 2013 dismissed the Appeal in relation to second ground as the same has been remanded to the assessing officer by ITAT. The matter is pending.
 35. The Commissioner of Income Tax-1 (“**Authority**”) filed an appeal bearing number 84 of 2012 dated December 03, 2012 (“**Appeal**”) before the High Court of Gujarat against the order dated July 6, 2012 passed by the Income Tax Appellate Tribunal (“**ITAT**”), for the assessment year 2001-2002. The Appeal was filed *inter-alia* on the ground that ITAT erred in upholding the decision of CIT (A) and deleting the addition of ₹346.22 million received towards compensation from multilateral fund under the terms to Montreal Protocol for reducing production of Chlorofluorocarbons gases treating the same as capital receipt instead of revenue receipt. Further the CIT (A) erred in not holding that the receipt as a trading receipt, being the compensation for the loss of business earnings. Further, the ITAT erred in not appreciating that the compensation received by the assessee was not for the injury inflicted to its

assets, but for the loss of business earnings and hence a revenue receipt. The High Court *vide* order dated January 20, 2014 allowed the Appeal. The matter is pending.

36. The Commissioner of Income Tax (“**Authority**”) filed an appeal bearing number 651 of 2013 (“**Appeal**”) before the High Court of Gujarat against the order dated January 31, 2013 passed by the Income Tax Appellate Tribunal (“**ITAT**”). The Appeal was filed *inter-alia* on the ground that ITAT erred in upholding the decision of CIT (A) and deleting the addition of ₹170.64 million received towards compensation from multilateral fund under the terms to Montreal Protocol for reducing production of Chlorofluorocarbons gases treating the same as capital receipt instead of revenue receipt. Further, the ITAT erred in not appreciating that the compensation received by the assessee was not for the injury inflicted to its assets, but for the loss of business earnings and hence a revenue receipt. The aggregate tax effect involved is ₹136.93 million. The High Court *vide* order dated January 20, 2014 allowed the Appeal. The matter is pending.
37. Deputy Commissioner of Income Tax, has filed an appeal No 2642/Ahd-2014 before ITAT against the order of the Commissioner of Income Tax(Appeals) (“**CIT(A)**”) dated June 20, 2014 (“**Order**”) in tax appeal number CAB/VI-274/2013-14 for the assessment year 2009-10 where the CIT(A) allowed the appeal made by our Promoter against penalty order under section 271C for ₹4.3 million passed by the Additional Commissioner. The matter is pending.
38. Deputy Commissioner of Income Tax, has filed an appeal No 2643/Ahd-2014 before ITAT against the order of the Commissioner of Income Tax(Appeals) (“**CIT(A)**”) dated June 20, 2014 (“**Order**”) in tax appeal number CAB/VI-273/2013-14 for the assessment year 2010-11 where the CIT(A) allowed the appeal made by our Promoter against penalty order under section 271C for ₹4.4 million passed by the Additional Commissioner. The matter is pending.
39. Deputy Commissioner of Income Tax, has filed an appeal No 2641/Ahd-2014 before ITAT against the order of the Commissioner of Income Tax(Appeals) (“**CIT(A)**”) dated June 20, 2014 (“**Order**”) in tax appeal number CAB/VI-275/2013-14 for the assessment year 2008-09 where the CIT(A) allowed the appeal made by our Promoter against penalty order under section 271C for ₹3.6 million passed by the Additional Commissioner. The matter is pending.
40. Commissioner of Customs (“**Authority**”) has issued a show cause notice bearing number F. No. VIII/10-21/Commr/O&A/13 dated August 22, 2013 (“**Show Cause Notice**”) to our Promoter calling upon our Promoter to show cause as to why the claim for classification of impugned goods under Customs Tariff item/heading 270119 20, should not be rejected and why the same should not be re-classified under Customs Tariff item/heading 2701 1200 of the First Schedule to the Customs Tariff Act 1975; the 15,000 MTs of imported coal valued at ₹64.38 million should not be confiscated under the provisions of section 111(d) and 111(m) of the Customs Act, 1962; the differential customs duty amounting to ₹6.83 million on the 15,000 MTs, of imported impugned coal should not be demanded and recovered under section 28(1) of the Customs Act, 1962; interest should not be recovered on the differential customs duty under section 28AA of the Customs Act, 1962 and penalty should not be imposed under section 112(a) of the Customs Act, 1962. Subsequently, the Authority *vide* order in original number 38/Addl Commr/2014 dated July 03, 2014 rejected the claim of our Promoter with regard to reclassification of impugned goods, confirm the demand of ₹6.83 million in respect of differential duty, confiscate the 15,000 MT of imported coal and further impose interest at applicable rates and penalty of ₹2.5 million. The matter is pending.
41. Commissioner of Customs (“**Authority**”) has issued a show cause notice bearing number F. No. VIII/10-32/Commr/O&A/13 dated October 25, 2013 (“**Show Cause Notice**”) to our Promoter calling upon our Promoter to show cause as to why the claim for classification of impugned goods under Customs Tariff item/heading 270119 20, should not be rejected and why the same should not be re-classified under Customs Tariff item/heading 2701 1200 of the First Schedule to the Customs Tariff Act 1975; the 97,000 MT of imported coal valued at ₹382.71 million should not be confiscated under the provisions of section 111(d) and 111(m) of the Customs Act, 1962; the bills of entry should not be finally assessed as per correct classification i.e. under Customs Tariff Act, 1975 and duty be recovered from them under section 18 (2) of the Customs Act, 1962 and the bond executed during the provisional assessment, the differential customs duty amounting to ₹40.60 million on the 97,000 MTs, of imported impugned coal should not be demanded and recovered under section 18(2) of the Customs Act, 1962; interest should not be recovered on the differential customs duty under section 18(3) of the Customs

Act, 1962 and penalty should not be imposed under section 112(a) of the Customs Act, 1962. Subsequently, the Authority *vide* order in original number 39/Addl Commr/2014 dated July 03, 2014 rejected the claim of our Promoter with regard to reclassification of impugned goods, confirm the demand of ₹40.60 million in respect of differential duty, confiscate the 97,000 MT of imported coal and further impose interest at applicable rates and penalty of ₹15 million. The matter is pending.

Notices against our Promoter

Criminal Notices

NIL

Civil Notices

NIL

Tax Notices

42. The Deputy Commissioner, Central Excise and Customs, Bharuch issued a show cause notice number V.Ch 39(4-06)/11-12/Adj dated June 6, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the credit of service tax amounting to ₹0.36 million for the period from May 2010 to June 2010, wrongly taken and utilized by our Promoter on outward transportation charges from factory gate to buyers place should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
43. The Superintendent, Central Excise and Customs, Bharuch issued a show cause notice number AR-IV/GFL/SCN-AR-360/11-12 dated June 8, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the credit of service tax amounting to ₹0.02 million for the period July 2010, wrongly taken and utilized by our Promoter on outward transportation charges should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944 and why interest at applicable rates not be charged on the same and penalty not be imposed on them. The matter is pending.
44. The Deputy Commissioner, Central Excise and Customs, Bharuch issued a show cause notice number V.Ch 39(4-31)/Adj/11-12 dated September 1, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the credit of service tax amounting to ₹0.40 million for the period August 2010 to September 2010, wrongly taken and utilized by our Promoter on outward transportation charges should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
45. The Additional Commissioner, Central Excise and Customs, Vadodara, II issued a show cause notice number V/S.Tax/ADC/ADJ/BRH/G.F.L/69/2011-12 dated September 27, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the service tax amounting to ₹1.81 million not paid in respect of the taxable services viz. storage and warehousing services received by them, during the period 2008-09, 2009-10 and 2010-11, from foreign parties/service providers having no office in India, should not be demanded/recovered from them under proviso to section 73(1) of the Finance Act, 1994, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. Our Promoter has filed its reply dated May 9, 2012 denying all the contentions taken in the Show Cause Notice. The matter is pending.
46. The Joint Commissioner, Central Excise and Customs, Vadodara, II ("Authority") issued a show cause notice number V.Ch.39(4)/79/GFL/JC/Adj/2011-12 dated October 12, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why CENVAT Credit amounting to ₹1.97 million should not be disallowed and recovered from them under Rule 14 of the CENVAT Credit Rules, 2004 read with proviso to section 11A (1) of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. Our Promoter has filed its reply dated May 29, 2012 denying all the contentions taken in the Show Cause Notice. Subsequently, the Authority *vide* order dated May 31, 2013 ("**Order**") confirmed the demand along with interest and penalty.

Aggrieved, our Promoter filed a stay petition and appeal dated August 9, 2013 before Commissioner of Central Excise and Custom (Appeals) (“**Appellate Authority**”). Subsequently, the Appellate Authority *vide* order dated November 8, 2013 (“**Order 1**”) confirmed the demand along with interest and penalty. Aggrieved by the Order, our Promoter filed an appeal before Custom, Excise & Service Tax Appellate Tribunal (“**CESTAT**”). The CESTAT *vide* order dated July 25, 2014 granted an interim stay on the recovery of the dues and penalties till the disposal of Appeal. The matter is pending.

47. Deputy Commissioner, Central Excise and Customs, Bharuch issued a show cause notice number V.Ch.39 (4-58)/Adj/11-12 dated October 24, 2011 (“Show Cause Notice”) to our Promoter, to show cause as to why the credit of service tax amounting to ₹0.31 million for the period October 2010 to November 2010, wrongly taken and utilized by our Promoter on outward transportation charges from factory gate to buyers place should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
48. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.39(4)/ADJ/ADC/D.BRH/G.F.L/36/10-11 dated June 16, 2010 (“Show Cause Notice”) to our Promoter, to show cause as to why the credit of service tax amounting to ₹2.47 million wrongly taken and utilized by our Promoter on outward transportation charges during the period from June 2009 to March 2010 should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
49. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.39(4)/96/GFL/Adj/ADC/11-12 dated November 21, 2011 (“Show Cause Notice”) to our Promoter, to show cause as to why the credit of service tax amounting to ₹1.45 million for the period from December 2010 to September 2011, wrongly taken and utilized by our Promoter on outward transportation charges should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944 read with section 73 of the Finance Act 1994, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
50. The Assistant Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number STCG-1/GFL/BRH/SCN/96/11-12 dated June 5, 2012 (“Show Cause Notice”) to our Promoter, to show cause as to why service tax amounting to ₹0.12 million not paid in respect of taxable services viz. storage and warehousing services received by them during the period from April 2011- September 2011, from foreign parties/service providers having no office in India, should not be demanded/recovered from them under section 73 of the Finance Act, 1994, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
51. The Joint Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.28(4)41/D.BRH/ADJ/JC/GFL/2012-13 dated September 17, 2012 (“Show Cause Notice”) to our Promoter, to show cause as to why the credit of service tax amounting to ₹0.55 million for the period from October 2011 to March 2012 wrongly availed and utilized by our Promoter on outward transportation charges should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
52. The Assistant Commissioner, Central Excise and Customs and Service Tax, Bharuch issued a show cause notice number S. Tax/BRH/GFL/SCN/AC/06/2012-13 dated September 25, 2012 (“Show Cause Notice”) to our Promoter, to show cause as to why service tax amounting to ₹0.18 million not paid in respect of taxable services viz. storage and warehousing services received by them during the period from October 2011- March 2012, from foreign parties/service providers having no office in India, should not be demanded/recovered from our Promoter under section 73 of the Finance Act, 1994 and why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
53. The Commissioner, Central Excise, Customs and Service Tax, Vadodara-II (“Authority”) issued a show cause notice number V.ch.39(4)/GFL/Adj/Commr/156/2011-12 dated March 19, 2012 (“Show Cause Notice”) to our Promoter, to show cause as to why central excise duty amounting to ₹14.08

million not paid/short paid, should not be demanded/recovered from our Promoter under section 11A(1)(a) and section 11A(4) of the Central Excise Act, 1944 and why interest at applicable rates not be charged on the same, and penalty not be imposed on them. Our Promoter has filed its reply dated March 19, 2013 denying all the contentions taken in the Show Cause Notice. Subsequently, the Authority *vide* order dated October 23, 2013 confirmed the demand along with interest and penalty. The CESTAT *vide* order dated July 7, 2014 held that there will be a stay on the recovery of the dues and penalties till the disposal of appeal.

54. The Assistant Commissioner, Central Excise and Customs, Division-Bharuch issued a show cause notice number V.Ch.28(4-45) /ADJ/GFL/2012-13 dated January 30, 2013 ("Show Cause Notice") to our Promoter, to show cause as to why the inadmissible credit of service tax amounting to ₹0.35 million for the period from April 2012 to September 2012 wrongly availed and utilized by our Promoter on outward transportation charges from factory gate up to port of shipment should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A(1)(a) of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
55. The Assistant Commissioner, Central Excise and Customs, Division-Bharuch issued a show cause notice number V.Ch.39(4-23) /Adj/GFL/2012-13 dated February 18, 2013 ("Show Cause Notice") to our Promoter, to show cause as to why the inadmissible credit of service tax amounting to ₹0.19 million for the period from February 2012 to December 2012 wrongly taken and utilized by our Promoter on insurance service for staff and for export of goods should not be demanded and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A(1) of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
56. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.28&29(4)135/GFL/ADC/Adj/09 dated March 12, 2010 ("Show Cause Notice") to our Promoter, to show cause as to why interest of ₹0.08 million, ₹0.001 million and ₹0.01 million should not be charged and recovered from them as per the provisions of section 11AB of the Central Excise Act, 1944, read with provisions of Rule 14 of the Central Credit Rules, 2004, and penalty not be imposed on them. The matter is pending.
57. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.28&29(4)144/ADC/D-Halol/09-10 dated March 25, 2010 ("Show Cause Notice") to our Promoter, to show cause as to why the Cenvat credit of ₹0.98 million wrongly taken our Promoter during the period from December 2007 to July 2008 in respect of input services viz. business auxiliary service, customs house agent service, rent-a-cab scheme operator, outdoor catering etc. should not be disallowed and recovered from our Promoter under Rule 14 of CCR, 2004 read with proviso to section 11 (A) (1) of the Central Excise Act, 1944 why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
58. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.28/29(4)ADC/ADJ/MKP/G.F.C.L/113/10-11 dated February 15, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the cenvat credit of service tax amounting to ₹2.08 million wrongly availed by our Promoter on eligible input services, during the period from December 2008 to December 2009, should not be disallowed and recovered from them under Rule 14 of the Cenvat Credit Rules, 2004 read with proviso to section 11 A (1) of Central Excise Act , 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
59. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.28(4)ADJ/ADC/D.HIL/GFL/01/2010-11 dated April 1, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the cenvat credit of service tax amounting to ₹3.96 million wrongly availed by our Promoter during the period March 2010 and April 2010 on various inadmissible/ineligible services, should not be disallowed and recovered from our Promoter under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A (1) of Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.

60. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.29(4)ADJ/ADC/D.HIL/GFL/16/2011-12 dated May 2, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the cenvat credit of service tax amounting to ₹4.36 million wrongly availed by our Promoter during the period May 2010 to August 2010 on various inadmissible/ineligible services, should not be disallowed and recovered from our Promoter under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A (1) of Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. The matter is pending.
61. The Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V/S.Tax (15)/ G.F.L/Adj/commr/12/2011-12 dated September 29, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the service tax amounting to ₹0.75 million not paid by the assessee during the period 2006-2007 to 2009-2010 (up to October 2009) under the service category viz "online information and database access and/or retrieval services" should not be demanded and recovered from our Promoter under proviso to section 73 (1) of the Finance Act, 1994, why the service tax amounting to ₹5.73 million not paid by our Promoter during the period from May 2008 to August 2011 under service category viz. "supply of tangible goods services should not be demanded and recovered from our Promoter under proviso to section 73 (1) of the Finance Act, 1994, why the service tax amounting to ₹1.07 million not paid by them during the period December 2007 to August 2011, under the service category viz "Management, maintenance or Repair Services for goods, equipments or properties should not be demanded and recovered from our Promoter under proviso to section 73(1) of the Finance Act, 1994, why interest at applicable rates not be charged on the same, and penalty not be imposed on them. Our Promoter has filed its reply dated February 14, 2012 denying all the contentions taken in the Show Cause Notice. The matter is pending.
62. The Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.29(15)/GFL/Commr/23/2011-12 dated November 1, 2011 ("Show Cause Notice") to our Promoter, to show cause as to why the cenvat credit of service tax amounting to ₹36.30 million wrongly availed and utilised by our Promoter during the period 2007-08 (September 2007) to 2010-11 should not be demanded and recovered from our Promoter under Rule 14 of the Cenvat Credit Rules, 2004 read with proviso to section 11A(1) of the Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. Our Promoter has filed its reply dated January 25, 2012 denying all the contentions taken in the Show Cause Notice. The matter is pending.
63. The Additional Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.28(4)150/D. Halol/GFCL/ADC/Adj/2011-12 dated March 12, 2012 ("Show Cause Notice") to our Promoter, to show cause as to why the cenvat credit of service tax amounting to ₹3.89 million wrongly availed by our Promoter during the period March 2011 and September 2011 should not be disallowed and recovered from our Promoter under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11 A (1) /11A(1)(a) of Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. The matter is pending.
64. The Commissioner, Central Excise and Customs, Vadodara-II issued a show cause notice number V.Ch.29(4)/GFL/ADJ/Commr/72/12-13 dated November 26, 2012 ("Show Cause Notice") to our Promoter, to show cause as to why the cenvat credit amounting to ₹9.48 million wrongly availed and utilised by our Promoter during the period from October 2011 to June 2012, should not be disallowed and recovered from them under Rule 14 of the Cenvat Credit Rules, 2004 read with section 11A(1)(a) of Central Excise Act, 1944, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. The matter is pending.
65. Additional Commissioner, Central Excise, Customs and Service Tax, Vadodara-II issued a show cause notice number V29(4)03/S.Tax/GFCL/D-Halol/87/ADC/Adj/2012-13 dated December 12, 2012 ("Show Cause Notice") to our Promoter, to show cause as to why the service tax amounting to ₹3.14 million not paid by the assessee during the period September 2011 to June 2012, under the service category viz "supply of tangible goods services" should not be demanded and recovered from our Promoter under section 73 (1) of the Finance Act, 1994, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. The matter is pending.
66. The Directorate of Revenue Intelligence ("Authority") issued a summons bearing number DRI F.No.:

- DRI/SRM/ENQ-18/2013 dated February 11, 2013 (“Summons”) to our Promoter to produce original documents i.e., bill of entry, bill of lading, commercial invoice, high sea sale agreement etc as part of the enquiry in connection with import of coal in bulks by our Promoter. Subsequently, Superintendent of Custom House, Dahej *vide* demand notice bearing number CH/DJ/Misc/Recovery/12-13 and demand notice bearing number CH/44/Misc Report/12-13 both dated February 21, 2013 demanded our Promoter to pay a differential duty amount of ₹22.56 million and ₹2.72 million respectively towards import of coal. The matter is pending.
67. Additional Commissioner (“Authority”) has issued a show cause notice bearing number M2/5313/2012 dated July 2, 2012 (“Show Cause Notice”) to our Promoter. Our Promoter filed a review petition before the Joint Commissioner Salem Division against the order of the Assistant Commercial Tax Officer, Hosur levying a compounding fee of ₹0.10 million for defects found in violation of the provisions under section 67 and 68 of the TNVAT Act 2006. Joint Commissioner *vide* order dated July 5, 2010 had allowed the revision petition filed by our Promoter. Subsequently, the Authority issued this Show Cause Notice proposing to set aside the Order and to restore the order of the Assistant Commercial Tax Officer, Hosur due to various reasons including the fact that “the goods transported were not covered by the valid bill or delivery note of the sellers “Inox Wind Limited”, and to call upon our Promoter to file its written objections. Subsequently, our Promoter has filed its objections. The matter is pending
 68. The Additional Commissioner, Central Excise and Customs, Vadodara (“Authority”) issued a show cause notice bearing number SCN No. V.Ch.29(04)/GFL/39/D.Halol/ADC/ADJ/2013-14 dated May 31, 2013 (“Show Cause Notice”) to our Promoter and its managing director, to show cause as to why the cenvat credit of ₹1.84 million wrongly taken and utilized by them during the period from July 2012 to December 2012 should not be disallowed and recovered from them under Rule 14 of Cenvat Credit Rules, 2004 read with section 11AA of the Central Excise Act, 1944 along with interest and penalty. The matter is pending.
 69. Joint Commissioner, Central Excise, Custom & Service Tax, Vadodara II, has issued a show cause notice F. No. V.Ch.29(04)/GFL/D-Halol/Adj/JC/2014-15 dated July 21, 2014 (“Show Cause Notice”) to our Promoter, calling upon our Promoter to show cause as to why the cenvat credit of ₹2.23 million wrongly availed and utilized during the period July 2013 to December 2013 should not be disallowed and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(1) of Central Excise Act, 1944; interest should not be charged and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11 AA of the Central Excise Act, 1944 and penalty should not be imposed under Rule 15 (1) of the Cenvat Credit Rules, 2004. The matter is pending.
 70. Additional Commissioner, Central Excise, Customs and Service Tax, Vadodara II, has issued a show cause notice F. No. V.Ch.29(04)/GFL/D-Halol/Adc/Adj/2013-14 dated January 9, 2014 (“Show Cause Notice”) to our Promoter, demanding our Promoter to show cause as to why the cenvat credit of ₹0.75 million wrongly availed and utilized during the period January 2013 to June 2013 should not be disallowed and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(1) of Central Excise Act, 1944; interest should not be charged and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11 AA of the Central Excise Act, 1944 and penalty should not be imposed under Rule 15 (1) of the Cenvat Credit Rules, 2004. Our Promoter has replied to the Show Cause Notice *vide* letter dated May 17, 2014. The matter is pending.
 71. Commissioner Central Excise & Customs, Bharuch, has issued a show cause bearing F. No. V.Ch.39(4-42)/GFL/13-14 dated January 09, 2014 (“Show Cause Notice”) to our Promoter, demanding our Promoter to show cause as to why the cenvat credit of service tax amounting to ₹0.10 million wrongly availed on ineligible input services during the period January 2013 to November 2013 should not be disallowed and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(1) of Central Excise Act, 1944; interest should not be charged and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11 AB/11AA of the Central Excise Act, 1944 and penalty should not be imposed under Rule 15 (1) of the Cenvat Credit Rules, 2004. The matter is pending.
 72. Additional Commissioner, Central Excise, Customs & Service Tax, Vadodara II, (“Authority”) has issued a show cause notice V.Ch.39(4)/GFL/D-BRH/Adc/Adj/97/2013-14 dated December 9, 2013 (“Show Cause Notice”) to our Promoter, demanding our Promoter to show cause as to why the central excise duty of ₹4.59 million is not paid or short paid during January 2013 to August 2013 should not be demanded and recovered under section 11A(1) of Central Excise Act, 1944; interest should not be

- charged and recovered under section 11AA of the Central Excise Act, 1944 and penalty should not be imposed under Rule 25 of the Central Excise Rules, 2002. Our Promoter has filed its reply dated February 5, 2014 denying all the contentions taken in the Show Cause Notice. Subsequently, the Authority *vide* order dated April 29, 2014 confirmed the excise duty including penalty and impose penalty of ₹0.1 million. Aggrieved, our Promoter filed a stay petition and appeal dated July 1, 2014 before Commissioner of Central Excise and Customs (Appeal) praying for dismissal of order. The matter is pending.
73. Deputy Commissioner, Central Excise, Customs & Service Tax, Bharuch, has issued a show cause notice SCN. No. S.Tax(BRH)/GFL/SCN/DC/16/2013-14 dated October 21, 2013 ("Show Cause Notice") against our Promoter, demanding our Promoter to show cause as to why the service tax of ₹0.11 million not paid for taxable services viz storage and warehousing services received during April 2012 to June 2012 from foreign parties/service providers having no office in India should not be recovered under Finance Act, 1994; interest should not be charged and recovered under section 75 of the Finance Act, 1994 and penalty should not be imposed upon them under section 77 and 78 of the Finance Act, 1994. The matter is pending.
 74. Deputy Commissioner, Central Excise & Customs, Bharuch, has issued a show cause notice F. No. V.Ch.39(04-29)Adj/GFL/13-14 dated September 25, 2013 ("Show Cause Notice") to our Promoter, demanding our Promoter to show cause as to why the inadmissible credit of service tax amounting to ₹0.43 million during the period October 2012 to July 2013 wrongly availed and utilized on onward transportation charges should not be demanded and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(1) of Central Excise Act, 1944; interest should not be charged and recovered on inadmissible cenvat credit under Rule 14 of Cenvat Credit Rules read with section 11AA of the Central Excise Act, 1944 and penalty should not be imposed under Rule 15 (1) of the Cenvat Credit Rules, 2004. The matter is pending.
 75. Deputy Commissioner, Central Excise, Customs & Service Tax, Bharuch, has issued a show cause notice F.No.V.Ch.39(04-34)Adj/GFL/2011-12 dated September 13, 2013 ("Show Cause Notice") against our Promoter, demanding our Promoter to show cause as to why the interest of ₹0.22 million (on reversal of Cenvat Credit of capital goods of ₹1.47 million during 2007-08 and 2008-2009) should not be recovered under section 11 AB of Central Excise Act, 1944 and Rule 14 of the Cenvat Credit Rules, 2004. The matter is pending.
 76. Joint Commissioner, Central Excise, Customs & Service Tax, Vadodara II, has issued a show cause notice SCN. No. V.Ch.39(04)03/GFL/36/D. BRH/JC/Adj/13-14 dated June 3, 2013 ("Show Cause Notice") to our Promoter, demanding our Promoter to show cause as to why the cenvat credit of service tax of ₹2.50 million has been wrongly availed and utilized on services of vehicle hiring charges, canteen charges and travel agency charges during the period May 2008 to March 2012 should not be disallowed and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(4) of Central Excise Act, 1944; interest should not be charged and recovered on inadmissible cenvat credit of service tax of ₹2.50 million under Rule 14 of Cenvat Credit Rules 2004 read with section 11AA of Central Excise Act, 1944 and penalty should not be imposed upon them under the provisions of Rule 15(2) of Cenvat Credit Rules, 2004 read with section 11 AC of Central Excise Act, 1944. The matter is pending.
 77. Additional Commissioner, Central Excise & Customs, Vadodara II, has issued a show cause notice SCN. No. V.Ch.29(04)01/GFL/39/D.Halol/Adc/Adj/2013-14 dated May 31, 2013 ("Show Cause Notice") to our Promoter, demanding our Promoter to show cause as to why the cenvat credit of service tax of ₹1.84 million has been wrongly availed and utilized during the period July 2012 to December 2012 should not be disallowed and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(1) of Central Excise Act, 1944; interest should not be charged and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11AA of the Central Excise Act, 1944 and penalty should not be imposed under Rule 15 (1) of the Cenvat Credit Rules, 2004. The matter is pending.
 78. Joint Commissioner, Central Excise, Customs & Service Tax, Vadodara II, has issued a show cause notice SCN. No. V.Ch.29(04)/GFL//D-Halol/JC/Adj18/2014-15 dated July 07, 2014 ("Show Cause Notice") to our Promoter, demanding our Promoter to show cause as to why the cenvat credit of service tax of ₹2.2 million has been wrongly availed and utilized on services of vehicle hiring charges, canteen charges and travel agency charges during the period July 2013 to December 2013 should not be

- disallowed and recovered under Rule 14 of Cenvat Credit Rules, 2004 read with section 11A(4) of Central Excise Act, 1944; interest should not be charged and recovered on inadmissible Cenvat credit of service tax of ₹2.20 million under Rule 14 of Cenvat Credit Rules 2004 read with section 11AA of Central Excise Act, 1944 and penalty should not be imposed upon them under the provisions of Rule 15(2) of Cenvat Credit Rules, 2004 read with section 11 AC of Central Excise Act, 1944.
79. Deputy Commissioner of, Central Excise, Customs and Service Tax, Div-Halol Vadodara II, has issued a show cause notice F. No. V/ST/DHLL/SCN/GFL/01/2014-15 dated September, 11, 2014 ("Show Cause Notice") to our Promoter, for non-payment of service tax under reverse charges on transportation of goods for ETP sludge as to why Service tax amount of ₹0.17 million should not be demanded and recovered under section 11A of Central Excise act 1944, interest should not be demanded and recovered under section 11AA of Central Act and penalty should not be imposed under section 11AC of the act.
 80. Assistant Commissioner of, Central Excise, Customs and Service Tax, Div-Halol Vadodara II, has issued a show cause notice F. No. V/32/02/SCN/DHLL-I/2014-15 Vadodara dated December 22, 2014 ("Show Cause Notice") to our Promoter, as to why the rent received from cylinder rent should not be included in the assessable value and why excise duty of ₹0.2 million should not be demanded and recovered under section 11A of Central Excise act 1944, interest should not be demanded and recovered under section 11AA of Central Excise act 1944 and penalty should not be imposed under section 11AC of the Central Excise act 1944.
 81. Assistant Commissioner of, Central Excise, Customs and Service Tax, Div-Halol Vadodara II, has issued a show cause notice SCN. V.ch.39 (04)/GFCL/D-BRH/ADC/Adj/60/2014-15 dated August 25, 2014 ("Show Cause Notice") to our Promoter, demanding Service tax of ₹0.6. million on outward transportation up to port shipment for the period August 2013 to May 2014.
 82. Assistant Commissioner of, Central Excise, Customs and Service Tax, Div-Halol Vadodara II, has issued a show cause notice F. No. SCN-V/S.tax /GFL/Adj/ADC/01/2014-15 dated August 5, 2014 ("Show Cause Notice") to our Promoter, demanding Service tax of ₹1.5 million on storage and warehousing charges for the period July 2012 to March 2013.
 83. Assistant Commissioner of, Central Excise, Customs and Service Tax, Div-Halol Vadodara II, has issued a show cause notice F. No. SCN -V.Ch. 39 (04)/GFCL/D.BRH/ADJ Commr/47/2014-15 dated September 16, 2014 demanding excise duty on Freight charges recovered from CMS customers of our Promoter of ₹6.21 million for the period September 2013 to May 2014.
 84. Superintendent Central Excise and Customs issued a show cause notice number SCN-R-IV/BRH/GFL/AR-360/08-09/PARA 461/gfl/ar-360/para-4 dated September 23, 2014 to our Promoter, to show cause as to why cenvat credit of ₹0.04 million is wrongly availed and utilized during period from December 2013 to August 2014 on insurance auxiliary services relating to exports should not be disallowed and recovered, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. The matter is pending.
 85. Additional Commissioner, Central Excise, Customs and Service Tax, Vadodara-II issued a show cause notice number V29(4)03/S.Tax/GFCL/D-Halol/Adc/Adj/2013-14 dated January 9, 2014 ("Show Cause Notice") to our Promoter, to show cause as to why cenvat credit of ₹1.5 million is wrongly availed and utilized during period from January 2013 to June 2013 should not be disallowed and recovered, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. Our Promoter filed a reply dated May 17, 2014 denying all the allegations. The matter is pending.
 86. Assistant Commissioner, Central Excise & Customs Division- V, Bharuch issued a show cause notice number V/(Ch.39)/4-04/Adj/AC/2014-15 dated December 4, 2014 ("Show Cause Notice") to our Promoter, to show cause as to why cenvat credit of ₹0.2 million is wrongly availed and utilized during period from December 2013 to august 2014 should not be disallowed and recovered, why interest at applicable rates not be charged on the same, and penalty not be imposed on our Promoter. The matter is pending.
 87. Additional Commissioner, Central Excise, Customs & Service Tax Vadodara II issued a show cause notice number V. Ch.28(04)/GFL/H 1/ Adc//Adj/ 113/2014-15 dated January 20, 2015 ("Show Cause

Notice”) to our Promoter, to show cause as to why the cenvat credit of ₹3.64 million, wrongly availed and utilized during period from January 2014 to September 2014 should not be disallowed and recovered and why interest along with penalty under Cenvat Credit Rules, 2004 should not be imposed on our Promoter. The matter is pending.

Litigations by our Promoter

Criminal Litigations

88. Our Promoter filed 21 criminal cases bearing numbers 12051 to 12057, 12059 to 12072 / 2007 dated September 7, 2007 before the Court of Chief Judicial Magistrate, Vadodara, against Himgiri Refrigeration Company Private Limited (“**Accused 1**”) and Mr. Kundan Singh Bisht, Director, Himgiri Refrigeration Company Private Limited (“**Accused 2**”) (together referred to as the “**Accused**”), under section 138 of the Negotiable Instruments Act, 1881 for dishonor of cheques amounting to ₹0.71 million. The matters are pending.
89. Our Promoter filed criminal cases bearing numbers 16276 to 16279 /2007 dated June 1, 2007 (“Complaint”) before the Court of Chief Judicial Magistrate, Vadodara, against Asian Refrigeration (“Accused 1”) and Mr. Indrapal Suri, Proprietor, Asian Refrigeration (“Accused 2”) (together referred to as the “Accused”) under section 138 of the Negotiable Instruments Act, 1881 for dishonor of cheques amounting to ₹0.81 million. The matters are pending.
90. Our Promoter filed criminal cases (“Complaint”) before the Court of Chief Judicial Magistrate, Vadodara, against M/s Praweg Conveyers (“Accused 1”) and Mr. V.R. Shedasale, Partner, M/s Praweg Conveyers (“Accused 2”) (together referred to as the “Accused”) under section 138 of the Negotiable Instruments Act, 1881 for dishonor of cheques amounting to ₹0.47 million. The matters are pending.
91. Our Promoter filed a criminal complaint bearing number 425/1998 dated February 10, 1998 before the Chief Judicial Magistrate Court, Vadodara (“Court”), under section 406 of the Indian Penal Code 1860 against MS Refrigeration Company (“Accused”). Our Promoter alleges that it had supplied 72 refrigerant gas cylinders filled with gas to the Accused and the Accused had promised and agreed to our Promoter to return the said 72 gas cylinders to our Promoter at the earliest. Our Promoter further claims that the Accused neither paid the dues nor returned the 72 empty gas cylinders to our Promoter. Aggrieved, our Promoter filed the Complaint alleging that the Accused had committed criminal breach of trust and prayed that the Court be pleased to issue process against the Accused, for the commission of offence under section 406 of the Indian Penal Code and the Accused be tried and deterrent punishment be imposed. The aggregate amount involved in the litigation is ₹1.20 million. Subsequently, the Court issued the process and summoned the Accused. The Accused *vide* application dated April 5, 1999 filed under section 245 (2) of the Code of Criminal Procedure before the Court sought discharge of the Accused. The Court *vide* order dated November 4, 1999 (“Order”) has passed an order discharging the Accused. Aggrieved by the Order, our Promoter has filed a criminal revision application number dated January 13, 2000 before the District Judge, Vadodara praying inter-alia that the Order be dismissed, quashed and set aside. The matter is pending.
92. Our Promoter filed a criminal case bearing number 641/1998 dated September 10, 1998 (“Complaint”) against Mr. Upendra Kachru (“Accused”) before Judicial Magistrate First Class, Devgadhabaria (“Court”) under section 630 of the Companies Act, 1956 for withholding our Promoter’s car after termination of employment contract. Our Promoter *vide* its Complaint has prayed inter-alia that the Court be pleased to order the Accused to return the maruti 800 motor car given to him during the course of his employment. The matter is pending.
93. Our Promoter filed a criminal case bearing number 483/1998 dated February 16, 1998 (“Complaint”) before the Court of Chief Judicial Magistrate, Baroda, against Universal Services (“Accused”) under section 138 of the Negotiable Instruments Act, 1881 (“Act”) for dishonor of cheques amounting to ₹0.3 million. The Accused had issued three cheques in favour of our Promoters for its obligations for part payments towards supply of gas, and on depositing the said cheques for realizations, the cheques were dishonoured. Aggrieved, our Promoter filed the Complaint praying that the Accused may be punished in accordance with law for having committed the offence under section 138 of the Act. The matter is pending.

94. Our Promoter filed a criminal complaint bearing number 12380/2009 dated September 23, 2009 ("Complaint") against Gujarat Fluroine Corporation ("Accused 1") and Mr. Amul K Shah, Proprietor, Gujarat Fluroine Corporation ("Accused 2") (together referred to as the "Accused"), before the Judicial Magistrate (F.C), Vadodara ("Court"), under section 138 of the Negotiable Instruments Act, 1881 for dishonor of a cheque amounting to ₹0.10 million. The matter is pending.
95. Our Promoter filed a criminal complaint bearing number 12381/2009 dated September 23, 2009 ("Complaint") against Gujarat Fluroine Corporation ("Accused 1") and Mr. Amul K Shah, Proprietor, Gujarat Fluroine Corporation ("Accused 2") (together referred to as the "Accused"), before the Judicial Magistrate (F.C), Vadodara, under section 138 of the Negotiable Instruments Act, 1881 for dishonor of cheques amounting to ₹0.10 million. The matter is pending.

Civil Litigations

96. Our Promoter filed civil suit bearing number 100/98 dated February 18, 1998 ("Suit") along with an interim application dated February 18, 1998 ("Interim Application") for getting temporary injunction against M S Refrigeration Company ("Defendant") before Civil Judge, Vadodara ("Court"), for recovery of a sum of ₹1.13 million. Our Promoter claims that it had supplied 72 refrigerant gas cylinders filled with gas to the Accused and the Defendant had promised and agreed to our Promoter to return the said 72 gas cylinders to our Promoter at the earliest. Our Promoter further claims that the Accused neither paid the dues nor returned the 72 empty gas cylinders to our Promoter. Aggrieved, our Promoter filed the Suit praying inter-alia that the Court be pleased to issue a decree of ₹1.13 million in favour of our Promoter and to pass mandatory orders directing the Defendant to handover the said empty 72 gas cylinders to our Promoter. The matter is pending.
97. Our Promoter filed a special civil suit bearing number 32 of 2010 ("Suit") against Nuwave Technologies Private Limited ("Defendant") before the Court of Civil Judge (SD), Bharuch ("Court") for recovery and damages of a sum of ₹4.36 million. Our Promoter claims that the Defendant had supplied defective screw conveyors which are not as per the specifications of our Promoter and hence entitled to recover an amount of ₹0.9 million for non-performance of contractual obligations and for the loss suffered to the tune of ₹2.3 million due to loss of production, along with interest at the rate of 18%. Hence the Suit was filed praying for a decree in favour of our Promoter for an amount of ₹4.4 million. The matter is pending.
98. Our Promoter filed a complaint case bearing number 45 of 2009 dated October 7, 2009 ("Complaint") before the Consumer Dispute Reddressal Commission, Ahmedabad, against Oriental Insurance Company Limited, Bhilwara and Bharuch ("Oriental Insurance"), for recovery of a sum of ₹3.72 million for non- refund of excess premium charged at the time of issuing all risks erection and commissioning policy for Dahej unit. Our promoter claims that Oriental Insurance has overcharged the insurance premium and thereby indulged in unjust enrichment. Aggrieved, the Complaint was filed praying that an order be issued against Orient Insurance to refund the excess premium paid by our Promoter to the tune of ₹3.72 million along with interest. The matter is pending
99. Our Promoter filed a complaint bearing number 32 of 2010 ("Complaint") before the State Consumer Dispute Reddressal Commission, Ahmedabad, against ICICI Lombard General Insurance Company Limited, Delhi and Bajaj Allianz GIC Limited (together referred to as the "Respondents"), for recovery of a sum of ₹2.32 million, for non-settlement of insurance claim covered under the insurance policy along with interest. The matter is pending.
100. Our Promoter filed a complaint bearing number 37/2010 ("Complaint") before State Consumer Commission, Ahmedabad against ICICI Lombard General Insurance Company Limited, Delhi and Bajaj Allianz GIC Limited (together referred to as the "Accused"), for recovery of a sum of ₹2.06 million, for non-settlement of insurance claim covered under the insurance policy along with interest. The matter is pending.
101. Our Promoter filed a special civil suit bearing number 142 of 2011 dated November 14, 2011 ("Suit") before the Principal Civil Judge (SD), Bharuch, against ICICI Lombard General Insurance Company Limited and Bajaj Allianz GIC Limited (together referred to as the "Respondents"), for recovery of a sum of ₹7.40 million for non-settlement of insurance claim covered in the insurance policy along with interest. The matter is pending.

102. Our Promoter has filed a special civil application no. 16909 of 2010 dated December 28, 2010 ("Civil Application") before High Court of Gujarat, Ahmedabad ("High Court") against the State of Gujarat ("Respondent 1") and Collector Electricity Duty, Gandhinagar ("Respondent 2") (together referred to as the "Respondents") challenging the validity of order dated July 29, 2010 ("Order") passed by Respondent 2 and notice for recovery dated October 22, 2010 ("Recovery Notice"). The Respondent 2 *vide* Order has cancelled the exemption certificate bearing number A/Ex/G.S/Bharuch/12-05-2007/17029-32 dated June 23, 2008 ("Eligibility Certificate") issued to our Promoter for the purpose of availing the non levy of electricity duty on consumption of electricity as motive power by our Promoter for its 28.8 MW gas based CPP and HTP-I connection. Our Promoter claims that the Eligibility Certificate was cancelled for an alleged breach by our Promoter in respect of another 26 MW coal based CPP, for which no exemption was availed. Subsequently, Respondent 2 by way of Recovery Notice called upon our Promoter to make payment of electricity duty on the units consumed from its exempted 28.8 MW power plant from the date of cancellation of the certificate i.e., July 31, 2010. Aggrieved, our Promoter has filed the Application, praying that the High Court be pleased to quash and set aside the Order and Recovery Notice and grant interim stay of the operation of the Order and Recovery Notice. Our Promoter has also filed a civil application no. 2994/2011 for stay before the High Court dated March 3, 2011. The matter is pending.
103. Our Promoter has filed an appeal dated November 2, 2010 ("Appeal") before the Principal Secretary to the State Government ("Appellate Authority") challenging the validity of the order dated August 18, 2010 ("Order") passed by the Collector of the Electric duty refusing to grant the statutory exemption available to our Promoter. Aggrieved by the Order, our Promoter has filed the Appeal praying that the Order be quashed and set aside and to grant GFL status as eligible for exemption from payment of duty under the statute in relation to application dated July 31, 2010 for 37.2 MW CPP and to order CED not to enforce or implement the Order.
104. Our Promoter has filed an appeal bearing number RTI Appeal dated November 2, 2010 ("Appeal") before the Appellate Authority & State Chief Information Commissioner, Gandhinagar against the order dated August 30, 2010 ("Order") passed by the First Appellate Authority. Mr. Mahesh Pandya had sought certain information through his application dated June 7, 2008 made under the Right to Information Act, 2005 to the Public Information Officer ("PIO"). Our Promoter stated that the documents submitted to Gujarat Pollution Control Board by our Promoter are confidential in nature and should not be given to Mr. Mahesh Pandya under his application. The PIO *vide* order dated October 8, 2008 ("Order 1") granted the information as sought by Mr. Mahesh Padhya. Our Promoter, being aggrieved by Order 1 filed an appeal before the First Appellate Authority. The First Appellate Authority *vide* Order disallowed the appeal. Aggrieved, our promoter has filed the Appeal, praying that Order be quashed and set aside and pending the disposal of this Appeal the implementation of the impugned orders be stayed. The matter is pending.
105. Our Promoter has filed a special civil application bearing no 17551 of 2003 dated December 15, 2003 before the High Court of Gujarat, Ahmedabad ("Court") against the seize order dated December 4/8, 2003 issued by District Civil Supply Officer and Civil Supply Inspector Godhra ("Authority"). The Authority alleged that no approval was given for purchase of imported white kerosene and diesel, and hence issued the seize order for violation of the provisions under the Kerosene (Restriction on Use and Fixation of Ceiling Price) Order, 1993, Gujarat Essential Articles (Licensing Control and Stock Declaration) Order, 1981, the Solvent, Raffinate and Slop (Acquisition, Sale, Storage and Prevention of use in Auto Mobiles) Order 2000, Gujarat Essential Articles (Licensing, Control and Stock Declaration) Order, 1981 and Gujarat Essential Articles Dealers (Regulation) Order, 1977. Subsequently, the Court stayed operation of order and advised our Promoter to issue bank guarantee for an amount of ₹0.21 million in favor of the Authority. Further, the Court has also by an oral order dated December 26, 2012 ordered to make an enquiry and to take necessary action in the matter. Subsequently, the Authority issued a show cause notice bearing number PRV/ECA/6A/1/29/13 dated March 5, 2013 ("Show Cause Notice") to show cause as to why the stock of material be not taken into the custody of state. The matter is pending.

Tax Litigations

106. Our Promoter filed a tax appeal bearing number 1096 of 2007 dated April 16, 2007 ("Appeal") before the High Court, Ahmedabad, Gujarat, ("High Court") against Joint Commissioner of Income Tax,

- Vadodara (“Authority”) for quashing the order bearing number ITA No. 703/AHD/2000 dated December 1, 2006 (“Order”) of the Income Tax Appellate Tribunal to consider depreciation allowable but not claimed by an assessee in its return of income while computing and quantifying deductions under chapter VI-A of the Income Tax Act, 1961. The matter is pending.
107. Our Promoter filed a tax appeal bearing number 394 of 2007 dated November 23, 2007 (“Appeal”) before the High Court, Ahmedabad, Gujarat, (“High Court”) against Joint Commissioner of Income Tax, Vadodara (“Authority”) for quashing the order bearing number ITA No. 285/AHD/2001 dated August 25, 2006 of the Income Tax Appellate Tribunal to consider depreciation allowable but not claimed by the assessee in its return of income while computing and quantifying deductions under chapter VI-A of the Income Tax Act, 1961. The matter is pending.
 108. Our Promoter has filed an appeal number 1377/A/2009 dated April 29, 2009 (“Appeal”) before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda (“CIT (A)”) in respect of assessment year 2003-2004. Our Promoter had filed return of income for the assessment year 2003-04 declaring a total income of ₹321.42 million. The return of income was processed under section 143 (3) of the Income Tax Act, 1961 (“Act”) and an order was passed on March 24, 2006 determining total income at ₹330.44 million. Subsequently, the case was reopened on March 28, 2008 by issuing notice under section 148 of the Act. The Assessing Officer *vide* order dated December 12, 2008 (“Revised Assessment Order”) passed under section 143 (3) read with section 147 of the Act computed the total income as ₹44 6.01 million, by treating short term and long term capital gain amounting to ₹124.21 million as business income. Further, a demand notice dated December 12, 2008 was issued demanding payment of ₹62.64 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Revised Assessment Order. Subsequently CIT (A) by an order dated March 13, 2009 partly allowed the appeal. Aggrieved our Promoter filed the Appeal *inter alia* praying that the reopening of assessment and the Revised Assessment Order be held invalid. The matter is pending.
 109. Our Promoter has filed an appeal number 1378/A/2009 dated April 29, 2009 (“Appeal”) before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda (“CIT (A)”) dated March 13, 2009 in respect of assessment year 2004-2005. Our Promoter had filed return of income for the assessment year 2004-05 declaring a total income of ₹268.86 million. The return of income was processed under section 143 (1) of the Income Tax Act, 1961 (“Act”) and an order was passed on December 29, 2006 determining total income at ₹310.79 million. Subsequently, the case was reopened on March 28, 2008 by issuing notice under section 148 of the Act. The Assessing Officer *vide* order dated December 15, 2008 (“Revised Assessment Order”) passed under section 143 (3) read with section 147 of the Act computed the total income as ₹380.83 million, by treating short term and long term capital gain amounting to ₹101.94 million as business income. Further, a demand notice was issued demanding payment of ₹60.82 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Revised Assessment Order. CIT (A) by an order dated March 13, 2009 partly allowed the appeal. Aggrieved our Promoter filed the Appeal *inter alia* praying that the reopening of assessment and the Revised Assessment Order be held invalid. The matter is pending.
 110. Our Promoter, has filed an appeal number 1380/A/2009 dated April 29, 2009 (“Appeal”) before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda (“CIT (A)”) dated March 12, 2009 in respect of assessment year 2005-2006. Our Promoter had filed return of income for the assessment year 2005-06 declaring a total income of ₹492.54 million. The return of income was processed under section 143 (3) of the Income Tax Act, 1961 (“Act”) and an order was passed on December 31, 2007 (“Assessment Order”) determining total income at ₹493.13 million. Further, a demand notice was issued demanding payment of ₹35.61 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated March 12, 2009 partly allowed the appeal. Aggrieved, our Promoter filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter alia* in confirming the inclusion of ₹1.79 million in total income, confirming disallowance of ₹0.96 million being charges for extension of time for construction of building at Noida etc. The matter is pending.
 111. Our Promoter has filed an appeal number 1379/A/2009 dated April 29, 2009 (“Appeal”) before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda (“CIT (A)”) dated March 12, 2009 in respect of assessment year 2006-2007. Our

- Promoter had filed return of income for the assessment year 2006-07 declaring a total income of ₹373.17 million. The return of income was processed under section 143 (3) of the Income Tax Act, 1961 ("Act") and an order was passed on December 24, 2008 ("Assessment Order") determining total income at ₹962.37 million. Further, a demand notice dated December 24, 2008 was issued demanding payment of ₹263.20 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated March 12, 2009 ("Order") partly allowed the appeal. Aggrieved by the Order, our Promoter filed the Appeal *inter alia* on the ground that the CIT (A) erred in, confirming disallowance of ₹0.32 million being charges for extension of time for construction of building at Noida, disallowing ₹6.00 million out of expenditure on professional fees etc. The matter is pending.
112. Our Promoter has filed an appeal number 1064/2010 dated April 07, 2009 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated February 17, 2010 in respect of assessment year 2007-2008. Our Promoter had filed return of income for the assessment year 2007-08 declaring a total income of ₹2,274.52 million. The return of income was processed under section 143 (3) of the Income Tax Act, 1961 ("Act") and an order was passed on December 31, 2009 ("Assessment Order") determining total income at ₹3,228.59 million. Further, a demand notice dated December 30, 2009 was issued demanding payment of ₹511.92 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated February 17, 2010 ("Order") partly allowed the appeal. Aggrieved by the Order, our Promoter filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter alia* in confirming the action of the Assessing Officer of invoking the provisions of rule 8D under section 14 A of the Act etc. The matter is pending.
113. Our Promoter has filed an appeal number 172/Ahd/2012 dated January 20, 2012 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated November 16, 2011 in respect of assessment year 2008-2009. Our Promoter had filed return of income for the assessment year 2008-09 declaring a total income of ₹2,274.52 million. The return of income was processed under section 143 (3) of the Income Tax Act, 1961 ("Act") and an order was passed on December 31, 2009 ("Assessment Order") determining total income at ₹2,887.27 million. Further, a demand notice dated December 30, 2010 was issued demanding payment of ₹308.40 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated November 16, 2011 ("Order") partly allowed the appeal. Aggrieved by the Order, our Promoter filed the Appeal *inter alia* on the ground that the CIT (A) erred *inter alia* in respect of long term capital loss of ₹17.53 million on sale of shares of Inox Global Services Limited, in respect of treating short term and long term capital gains of ₹480.43 in respect of shares as business income etc. The matter is pending.
114. Our Promoter has filed an appeal number 2365/Ahd/2012 dated October 22, 2012 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) -1 Baroda ("CIT (A)") dated August 22, 2012 in respect of assessment year 2009-2010. Our Promoter had filed return of income for the assessment year 2009-10 declaring a total income of ₹3210.66 million. The return of income was processed under section 143 (3) of the Income Tax Act, 1961 ("Act") and an order was passed on December 30, 2011 ("Assessment Order") determining total income at ₹3,823.50 million. Further, a demand notice dated December 30, 2011 was issued demanding payment of ₹263.68 million. Aggrieved, our Promoter has filed an appeal before the CIT (A) against the Assessment Order. The CIT (A) by an order dated August 22, 2012 ("Order") partly allowed the appeal. Aggrieved by the Order, our Promoter filed the Appeal *inter alia* on the ground that the CIT (A) erred in disallowing under section 14 A of the Act, in respect of deduction under section 80 A, in terms of treating short term and long term capital loss in respect of shares as business loss etc. The matter is pending.
115. Our Promoter has filed an appeal bearing no CAB-1/345/2012-13 dated March 20, 2013 ("Appeal") before the Commissioner of Income Tax (Appeals) Baroda ("CIT (A)") against the order dated February 22, 2013 passed by Additional Commissioner of Income Tax, Range-1, Baroda ("Assessing Officer"). Our Promoter had filed return of income for the assessment year 2010-11 declaring a total income of ₹1,384.91 million. The return of income was processed under section 143 (3) of the Income Tax Act and the Assessing Officer *vide* order dated February 22, 2013 ("Order") passed under section 143 (3) of the Income Tax Act disallowed various expenses and determined the total income as ₹1,585.83 million and total income under section 115 JB of the Income Tax Act as ₹4,251.67 million.

Further a demand notice dated February 22, 2013 was issued demanding payment of ₹100.17 million. Aggrieved our Promoter has filed the Appeal for setting aside the Order. The matter is pending.

116. Our Promoter has filed appeal CAB-1/32/2013-14 dated April 12, 2013 ("Appeal") before the Commissioner of Income Tax (Appeals) Baroda against the order dated March 14, 2013 ("Order") passed by Deputy Commissioner of Income Tax, Circle-1, Baroda ("Assessing Officer"). Our Promoter had filed return of income for the assessment year 2011-12 declaring a total income of ₹2,015.17 million on November 29, 2011. The return of income was processed under section 143 (3) of the Act. Subsequently, the Assessing Officer *vide* order dated March 14, 2013 passed under section 143 (3) of the Income Tax Act disallowed various expenses incurred and determined total income as ₹2,609.65 million. Further a demand notice dated March 14, 2013 was issued demanding payment of ₹212.22 million. Aggrieved by the Order, our Promoter filed the Appeal, *inter alia* on the ground that the Assessing Officer erred in disallowing village development expenses of ₹0.56 million and disallowing ₹0.11 million to refrigerant gas manufacturer association, disallowance under section 14A of the Act etc. The matter is pending.
117. Our Promoter has filed three appeals bearing numbers 1956/2012, 1957/2012, 1958/2012 dated September 3, 2012 ("Appeals") before the Income Tax Appellate Tribunal against the order dated June 11, 2012 passed by the Commissioner of Income Tax (Appeals)-IV, Baroda ("CIT (A)") for the assessment years 2008-09, 2009-10 & 2010-11. A survey action was conducted under section 133A of the Income Tax Act, 1961 ("Act") on November 17, 2009 at the registered office of our Promoter. During the survey it was noticed by the Assistant Commissioner of Income Tax TDS Circle ("Assessing Officer"), that our Promoter was paying commission to its dealers and agents and TDS was deducted on payment of the same, and substantial amount also was paid to these persons in the name of discount and rebates and no TDS was deducted on payment of these amounts. Subsequently, the Assistant Commissioner *vide* order dated March 29, 2010 ("Order 1") determined the total liability on account of tax and interest under section 201(1) & 201(1A) for the assessment years in reference at ₹7.15 million. Aggrieved by Order 1, our Promoter filed three appeals before the CIT (A). The CIT (A) *vide* Order partly allowed the Appeals. Aggrieved our Promoter, filed the Appeals *inter-alia* alleging that CIT (A) erred in confirming that TDS is required to be deducted at source on discounts and rebates given to dealers etc. The ITAT *vide* Order held that "discounts and rebates" do not constitute "commission" and it is out of the purview of Section 194 H of the Act. Aggrieved, the Appeal was filed by the Authority, against the Order before the High Court. The matter is pending.
118. Our Promoter has filed an appeal dated April 17, 2013 ("Appeal") before the Commissioner of Customs (Appeals) ("Authority") against the order-in-original bearing no KDL/AC/174/BOND/2013 dated February 21, 2013 ("Order") passed by the Assistant Commissioner of Customs ("Assessing Officer"). The Assessing Officer *vide* Order confirmed the demand of customs duty leviable under section 72 (1) (b) and 72 (1) (d) of the Customs Act, 1962 ("Act") on the uncleared quantity (6546.504 Metric Tonne acid grade Fluorspar in bulk), along with interest leviable under section 61 (2) and penalty of ₹1 million imposed under section 117 of the Act. Aggrieved by the Order, our Promoter filed a civil application 3299/2013 dated March 19, 2013 before the High Court of Gujarat for quashing and setting aside the auction notices dated March 11, 2013 issued by Assessing Officer. The Assessing Officer issued auction notice pursuant to the Order. Subsequently the High Court of Gujarat *vide* order April 4, 2013 held that the amount demanded *vide* Order shall not be recovered, if our Promoter filed an appeal or application for interim protection, till such applications are disposed off. Accordingly, our Promoter filed the Appeal praying that the Order be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.
119. Our Promoter has filed an appeal dated April 17, 2013 ("Appeal") before the Commissioner of Customs (Appeals) ("Authority") against the order-in-original bearing no KDL/AC/177/BOND/2013 dated February 22, 2013 ("Order") passed by the Assistant Commissioner of Customs ("Assessing Officer"). The Assessing Officer *vide* Order confirmed the demand of customs duty leviable under section 72 (1) (b) and 72 (1) (d) of the Customs Act, 1962 ("Act") on the uncleared quantity (5015.290 Metric Tonne acid grade Fluorspar in bulk), along with interest leviable under section 61 (2) and penalty of ₹1 million imposed under section 117 of the Act. Aggrieved by the Order, our Promoter filed a civil application 3294/2013 dated March 19, 2013 before the High Court of Gujarat for quashing and setting aside the auction notices dated March 11, 2013 issued by Assessing Officer. The Assessing Officer issued auction notice pursuant to the Order. Subsequently the High Court of Gujarat *vide* order

April 4, 2013 held that the amount demanded *vide* Order shall not be recovered, if our Promoter filed an appeal or application for interim protection, till such applications are disposed off. Accordingly, our Promoter filed the Appeal praying that the Order be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.

120. Our Promoter has filed an appeal dated April 17, 2013 ("Appeal") before the Commissioner of Customs (Appeals) ("Authority") against the order-in-original bearing no KDL/AC/178/BOND/2013 dated February 21, 2013 ("Order") passed by the Assistant Commissioner of Customs ("Assessing Officer"). The Assessing Officer *vide* Order confirmed the demand of customs duty leviable under section 72 (1) (b) and 72 (1) (d) of the Customs Act, 1962 ("Act") on the uncleared quantity (2294 Metric Tonne acid grade Fluorspar in bulk), along with interest leviable under section 61 (2) and penalty of ₹1 million imposed under section 117 of the Act. Aggrieved by the Order, our Promoter filed a civil application 3298/2013 dated March 19, 2013 before the High Court of Gujarat for quashing and setting aside the auction notices dated March 11, 2013 issued by Assessing Officer. The Assessing Officer issued auction notice pursuant to the Order. Subsequently the High Court of Gujarat *vide* order April 4, 2013 held that the amount demanded *vide* Order shall not be recovered, if our Promoter filed an appeal or application for interim protection, till such applications are disposed off. Accordingly, the Company filed the Appeal praying that the Order be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.
121. Our Promoter has filed an appeal dated April 17, 2013 ("Appeal") before the Commissioner of Customs (Appeals) ("Authority") against the order-in-original bearing no KDL/AC/175/BOND/2013 dated February 21, 2013 ("Order") passed by the Assistant Commissioner of Customs ("Assessing Officer"). The Assessing Officer *vide* Order confirmed the demand of customs duty leviable under section 72 (1) (b) and 72 (1) (d) of the Customs Act, 1962 ("Act") on the uncleared quantity (7291.086 Metric Tonne acid grade Fluorspar in bulk), along with interest leviable under section 61 (2) and penalty of ₹1 million imposed under section 117 of the Act. Aggrieved by the Order, our Promoter filed a civil application 3297/2013 dated March 19, 2013 before the High Court of Gujarat for quashing and setting aside the auction notices dated March 11, 2013 issued by Assessing Officer. The Assessing Officer issued auction notice pursuant to the Order. Subsequently the High Court of Gujarat *vide* order April 4, 2013 held that the amount demanded *vide* Order shall not be recovered, if our Promoter filed an appeal or application for interim protection, till such applications are disposed off. Accordingly, the Company filed the Appeal praying that the Order be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.
122. Our Promoter has filed an appeal dated April 17, 2013 ("Appeal") before the Commissioner of Customs (Appeals) ("Authority") against the order-in-original bearing no KDL/AC/179/BOND/2013 dated February 21, 2013 ("Order") passed by the Assistant Commissioner of Customs ("Assessing Officer"). The Assessing Officer *vide* Order confirmed the demand of customs duty leviable under section 72 (1) (b) and 72 (1) (d) of the Customs Act, 1962 ("Act") on the uncleared quantity (8300 Metric Tonne acid grade Fluorspar in bulk), along with interest leviable under section 61 (2) and penalty of ₹1 million imposed under section 117 of the Act. Aggrieved by the Order, our Promoter filed a civil application 3296/2013 dated March 19, 2013 before the High Court of Gujarat for quashing and setting aside the auction notices dated March 11, 2013 issued by Assessing Officer. The Assessing Officer issued auction notice pursuant to the Order. Subsequently the High Court of Gujarat *vide* order April 4, 2013 held that the amount demanded *vide* Order shall not be recovered, if our Promoter filed an appeal or application for interim protection, till such applications are disposed off. Accordingly, the Company filed the Appeal praying that the Order be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.
123. Our Promoter has filed an appeal dated April 17, 2013 ("Appeal") before the Commissioner of Customs (Appeals) ("Authority") against the order-in-original bearing no KDL/AC/176/BOND/2013 dated February 21, 2013 ("Order") passed by the Assistant Commissioner of Customs ("Assessing Officer"). The Assessing Officer *vide* Order confirmed the demand of customs duty leviable under section 72 (1) (b) and 72 (1) (d) of the Customs Act, 1962 ("Act") on the uncleared quantity (884.71 Metric Tonne acid grade Fluorspar in bulk), along with interest leviable under section 61 (2) and

penalty of ₹1 million imposed under section 117 of the Act. Aggrieved by the Order, our Promoter filed a civil application 3295/2013 dated March 19, 2013 before the High Court of Gujarat for quashing and setting aside the auction notices dated March 11, 2013 issued by Assessing Officer. The Assessing Officer issued auction notice pursuant to the Order. Subsequently the High Court of Gujarat *vide* order April 4, 2013 held that the amount demanded *vide* Order shall not be recovered, if our Promoter filed an appeal or application for interim protection, till such applications are disposed off. Accordingly, the Company filed the Appeal praying that the Order be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.

124. Our Promoter filed an appeal dated May 30, 2012 (“Appeal”) before the Commissioner of Customs and Excise (Appeals), Vadodara (“Authority”) against the order in original number 08/VDR-II/MP/ADC/ADJ/D-BRH/GFL/2011-12 dated March 28, 2012 (“Order”) passed by the Additional Commissioner Central Excise and Customs, Vadodara II (“Assessing Officer”). The Assessing Officer *vide* Order confirmed the recovery of Cenvat Credit amounting to ₹2.05 million from our Promoter under Rule 14 of the Cenvat Credit Rules, 2004, read with section 11A(2) of the Central Excise Act, 1944 along with interest and penalty. Aggrieved by the Order, our Promoter filed the Appeal praying that the Order is liable to be dismissed and a personal hearing be given before the matter is disposed off. Our Promoter has also filed a stay petition before the Authority to stay the operation of the Order and the recovery. The matter is pending.
125. Our Promoter has filed an appeal and stay petition dated March 19, 2010 before the Customs, Excise and Service Tax Appellate Tribunal (“CESTAT”), Ahmedabad under section 86 of the Finance Act, 1994 against the order bearing number F. No. V.2 (STC) 102/VDR-II/2008 dated November 30, 2009 (“Order”) passed by the Commissioner (Appeals), Central Excise & Customs, Vadodara. Our Promoter had received a show cause notice *vide* F. No. DGCEI/AZU/12(4)/2007 – GFL/1647 dated January 30, 2008 (“SCN”) from the Directorate General of Central Excise Intelligence, Ahmedabad Zonal Unit for recovery of service tax of ₹2.74 million along with interest and penalty. Subsequently, the Additional Commissioner, Central Excise and Customs *vide* order in original no. 02/VDR-II/MP/ADC/2008-09 dated July 31, 2008 (“Order 1”) confirmed the demand of service tax along with interest and penalty. Aggrieved by Order 1, our Promoter filed an appeal before Commissioner (Appeals), Central Excise & Customs, Vadodara. The Commissioner (Appeals), Central Excise & Customs, Vadodara by Order partly allowed the appeal by upholding the service tax demand and, modifying the order in respect of penalty by reducing rate of 25% of the service tax amount determined, provided the interest as payable under section 75 of the Finance Act, 1994 along with the reduced penalty to be paid within 30 days from receipt of the Order, failing which option of payment of reduced penalty shall lapse and penalty equal to 100% of the tax determined and interest would be payable. Aggrieved, our Promoter has filed the present appeal praying therein that the Order 1 be dismissed. The matter is pending.

Regulatory Cases in the last five years

Criminal Litigations

NIL

Civil Litigations

NIL

Tax Litigations

1. Our Promoter filed a special civil application number 1 of 2005 (“**Petition**”) before the High Court of Gujarat, Ahmedabad (“**High Court**”), against Commissioner of Income Tax (“**Authority**”). The Petition was filed by GFL challenging the notice dated August 3, 2004 for reopening of assessment for the assessment year 2000-2001. The High Court *vide* order dated August 27, 2012 held that the notice for reopening of assessment cannot be sustained and the same is quashed.
2. The High Court of Gujarat, Ahmedabad (“**High Court**”) *vide* order dated March 24, 2011 in tax appeal No.105 of 2007 held that excise duty is required to be excluded at the time of valuation of the closing stock on finished goods at the end of accounting period. Thus the Income Tax Appellate Tribunal was

justified in law in holding that the excise duty and import duty should not be taken into account for valuation of the closing stock. The appeal was accordingly disposed off.

3. The High court of Gujarat, Ahmedabad (“**High Court**”) *vide* order dated March 24, 2011 in tax appeal number 800 of 2007 held that excise duty is required to be excluded at the time of valuation of the closing stock on finished goods at the end of accounting period. Thus the Income Tax Appellate Tribunal was justified in law in holding that the excise duty and import duty should not be taken into account for valuation of the closing stock. The appeal was accordingly disposed off.
4. The Income Tax Appellate Tribunal, Ahmedabad (“**ITAT**”) *vide* order dated November 05, 2009 (“**Order**”) in tax appeal number ITA No. 3109/Ahd/2008 and Co No. 237/Ahd/2008 in ITA No. 3109/Ahd/2008 (“**Appeal**”) for the assessment year 2002-2003 upheld the order of the CIT (A) deleting the addition of ₹30 million and dismissed the appeal of the revenue. Further, the cross objection filed by the assessee stood dismissed being infructuous.
5. The Income Tax Appellate Tribunal, Ahmedabad (“**ITAT**”) *vide* order dated February 17, 2012 (“**Order**”) in tax appeal number ITA No.3512/Ahd/2003 (“**Appeal 1**”) and ITA No. 3748/Ahd/2003 (“**Appeal 2**”) for the assessment year 2000-2001 partly allowed Appeal 1 and set aside the matter to the file of assessing officer with regard to disallowance of ₹34.17 million being expenditure for earning for service charges described as diversification expenses, ₹2.96 million for earning of service charges and with regard to observation of assessing officer that two projects should be evaluated on project completion basis and profit taxed in earlier years and with regard to disallowance under section 43B of ₹0.17 million being contribution to ESI authorities was held to be allowable expenditure. The ITAT dismissed the Appeal 2 filed by DCIT, Circle 1. The Appeal 1 was sent to the Assessing officer for the deciding the issue afresh.
6. The Income Tax Appellate Tribunal, Ahmedabad (“**ITAT**”) *vide* order dated January 29, 2010 (“**Order**”) in tax appeal number ITA No.3039/Ahd/2002 (“**Appeal**”) for the assessment year 1999-2000 partly allowed the Appeal. The Appeal was allowed on the issue of whether sales tax and excise duty form part of total turnover for claiming deduction under section 80HHC (3); the Appeal was allowed for statistical purpose on the issue of disallowance of ₹34.17 million on account of diversification expenses, disallowance of ₹4.13 million being inter corporate deposits and ₹1.49 million being interest thereon, exclusion of interest and dividend of ₹67.4 million for computing deduction under section 80HH of the Income Tax Act, 1961 and claim of reduction of expenses at a rate of 2.5%.
7. The Income Tax Appellate Tribunal, Ahmedabad (“**ITAT**”) *vide* order dated December 14, 2012 (“**Order**”) in tax appeal number ITA No. 4/Ahd/2007 (“**Appeal 1**”) and tax appeal number ITA No.33/Ahd/2007 (“**Appeal 2**”) for the assessment year 2003-2004 dismissed Appeal 1 filed by the Assistant Commissioner of Income Tax Circle 1(1) (“**A.C.I.T**”) and partly allowed Appeal 2 to the extent that disallowance of 1% on the dividend earned will suffice for the purpose of computing deduction claimed under section 80 M of the Income Tax Act, 1961.
8. Customs, Excise & Service Tax Appellate Tribunal (“**CESTAT**”) *vide* order no. A/ 2055-2056/WZB/AHD/2011 dated November 28, 2011 held that our Promoter is entitled to avail cenvat credit of service tax paid on onward transportation of finished goods under Cenvat Credit Rules, 2004.
9. Assistant Commissioner, Central Excise & Service Tax, Bharuch *vide* order F. No. STCG-I/GFL(Dahej)/95/BCH/09 dated May 15, 2014 held that our Promoter was procuring technical know how from the consulting engineer which is exempted from service tax to the extent of research and development cess paid by him and dropped the show cause notice issued against our Promoter.
10. Customs, Excise & Service Tax Appellate Tribunal (“**CESTAT**”) *vide* order no. A/ 10117/WZB/AHD/2013 dated January 15, 2013 held that our Promoter is entitled to avail cenvat credit of service tax paid on the services rendered by Insurance Company on the group insurance taken by our Promoter for their employees.

Litigations involving our Group Companies

Inox Renewables Limited

Litigations against Inox Renewables Limited (“IRL”)

Criminal Litigations

NIL

Civil Litigations

1. Pursuant to business transfer agreement dated March 30, 2012 (“**Business Transfer Agreement**”), the wind energy business of our Promoter was transferred to IRL. Rajasthan Rajya Vidyut Nigam Limited (“**RRVNL**”) has filed petition no. 14 /2011 against our Promoter before the Central Electricity Regulatory Commission, New Delhi (Commission) alleging that our Promoter resorted to ‘gaming’ by selling more power than generation capacity, misusing the grant of open access and further violating the CERC (Unscheduled Interchange Charges and Related Matters), Regulations, 2009 (“**UI Charges Regulations**”) and praying inter-alia for appropriate order to penalize our Promoter and to allow RRVNL to refuse the open access for inter-state open access to our Promoter wherever there is variation of more than 30% from the schedule. The Commission has by its order dated May 9, 2013 (“**Order**”) come to the conclusion that the charge of gaming stands proved against our Promoter. Our Promoter has therefore been directed to pay to the RRVNL ₹87 million which it has gained during the period due to under-injection, as compensation for the loss suffered by RRVNL within a period of one month from the date of issue of the Order. Aggrieved, IRL filed an appeal dated June 29, 2013 before the Appellate Tribunal for Electricity at New Delhi to allow the appeal and set aside the Order along with an interim application seeking stay of the Order and restrain the Respondent from claiming the amount of ₹87 million. The matter is ending. Aggrieved, IRL filed an appeal dated June 29, 2013 before the Appellate Tribunal for Electricity at New Delhi to allow the appeal and set aside the Order along with an interim application seeking stay of the Order and restrain the Respondent from claiming the amount of ₹87 million. IRL has made its final arguments on the matter on April 26, 2014 and on May 26, 2014. The Appellate Tribunal has by its order dated November 26, 2014 dismissed an appeal. Aggrieved, IRL filed an appeal before the Supreme Court of India to set aside the order. The matter is pending.
2. Jayesh Electricals Limited (“**Jayesh Electricals**”) filed an arbitration petition IAAP No. 3 of 2014 (“**Petition**”) before the High Court of Gujarat, Vadodara, against Inox Renewables Limited (“**IRL**”) under section 11(5) and 11 (6) of the Arbitration and Conciliation Act, 1996 alleging that IRL is in breach of the purchase order by not making payment in time and not supplying ‘C’ forms against various supplies and there are unresolved disputes between the parties. Aggrieved, Jayesh Electricals has invoked the arbitration clause in the purchase order and prayed for appointment of Justice A.L. Dave (retired) or other retired High Court judge as the sole arbitrator to adjudicate all disputes and differences between the parties in connection with the purchase order and for such other reliefs as the court deems fit. IRL had filed its reply dated April 2, 2014 to the Petition. Subsequently, the Gujarat High Court *vide* its order dated September 5, 2014, had appointed Justice C.K. Buch, a retired judge of the Court, as the sole arbitrator forming the Arbitral Tribunal. Further, Jayesh Electricals filed its statement of claim on November 20, 2014 *inter alia* praying for ₹6.47 million along with the interest of 18% per annum and relief. The matter is pending.
3. Mr. Dinesh Singh (“**Petitioner**”) and others have filed a D.B Civil writ (PIL) petition No. 12447/2012 (“**Petition**”) before the High Court of Judicature, Rajasthan at Jodhpur (“**High Court**”) against State of Rajasthan and others, including GFL (“**Respondents**”). Pursuant to business transfer agreement dated March 30, 2012 (“**Business Transfer Agreement**”), the wind energy business of GFL was transferred to IRL. Pursuant to said transfer IRL has become the interested party to pursue the matter before the High Court. The Petition was filed stating that the local authorities and private companies were wrongly allotted public utility land, and these private companies would establish wind child plants by which catchment of the river and khadins will directly affect the recharge of around 150 wells and damage the source of river water. Aggrieved, the Petition was filed praying the allotment of land made in favour of Gujarat Fluorochemicals Limited (our Promoter), and other private companies nearby village Olar and Malusar be quashed and for any other appropriate writ or order. The Petitioner has also sought for an interim stay against construction or work raised by private companies till disposal of Petition. The matter is pending.

Tax Litigations

NIL

Litigations by Inox Renewables Limited (“IRL”)

Criminal Litigations

NIL

Civil Litigations

4. Pursuant to business transfer agreement dated March 30, 2012 (“**Business Transfer Agreement**”), the wind energy business of our Promoter was transferred to IRL. Our Promoter had filed an arbitration claim dated June 2, 2008 before the arbitral tribunal (“**Tribunal**”) against Vestas Wind Technology India Private Limited (“**Vestas**”) praying inter-alia for refund of the entire contract consideration with interest including compensation to the tune of ₹2,004.01 million. Our Promoter claimed that Vestas vide its final offer letter dated November 24, 2006 represented that the estimated annual energy generation from the wind farm project shall be 49.71 lakh K Wh per wind turbine generator (“**WTG**”) per annum at LCS. Relying on the representations of Vestas, our Promoter entered into a supply agreement dated January 4, 2007 (“**Supply Agreement**”), agreement dated January 6, 2007 (“**Erection and Commissioning Agreement**”) and agreement dated January 8, 2007 (“**Maintenance and Service Agreement**”) (together “**Agreements**”) with Vestas for setting up and maintaining the wind farm project at Gude Panchgani, Sangli, Maharashtra. Further, based on the representations by Vestas and other fixed financial return considerations, our Promoter entered into an Energy Purchase Agreements dated June 18, 2007 (“**EPA**”) with Maharashtra State Electricity Distribution Company Limited for sale of power from all the 14 WTGs. Our Promoter claims that post commissioning, the actual performance of the WTGs was much lower than the estimated average annual generation represented by Vestas. On December 4, 2007, our Promoter sent notices to Vestas pointing out material breaches. Thereafter, on December 29, 2007, our Promoter sent a notice to Vestas invoking arbitration pursuant to the provisions of the Agreements. Vestas filed its counterstatement dated July 27, 2008 seeking dismissal of the claim of our Promoter. Subsequently, our Promoter filed a rejoinder statement dated September 8, 2008. Then, arbitrator vide arbitral award dated January 28, 2015 passed award in favour of our Promoter.

Tax Litigations

NIL

Inox Wind Infrastructure Services Limited

Litigations against Inox Wind Infrastructure Services Limited (“IWISL”)

Criminal Litigations

NIL

Civil Litigations

1. Shethia Erectors and Material Handlers Limited (“**Petitioner**”) has filed a company petition number 183 of 2014 (“**Petition**”) before the High Court of Gujarat, Ahmedabad against IWISL. The Petition was filed inter-alia alleging that work orders were issued by IWISL to the Petitioner for crane services for erecting turbines. The Petitioner alleges that in spite of repeated reminders and request, IWISL did not pay an outstanding amount of ₹50.22 million. Aggrieved, the Petition was filed for winding up of IWISL and to appoint liquidator for winding up procedure. Subsequently, IWISL filed reply dated October 6, 2014 denying all allegations. The matter is pending.

Tax Litigations

NIL

Litigations by Inox Wind Infrastructure Services Limited ("IWISL")

Criminal Litigations

NIL

Civil Litigations

1. Pursuant to work order no.5300002249 dated January 11, 2014 with respect to transportation of a nacelle from the yard to customer site, IWISL has filed a suit for recovery, damages and rendition of accounts dated September 19, 2014 before High Court of Delhi against Atlas Infraserve Private Limited *inter alia* praying for recovery of ₹44.37 million for the cost of nacelle along with interest at 18% per annum and for rendition of accounts and for damages assessed at ₹5 million on account of loss incurred due to delay in erection of turbine, manpower and transportation expenses. The matter is pending.

Tax Litigations

NIL

Fame India Limited (since merged with Inox Leisure Limited. For further details please refer the chapter "Our Promoter, Promoter Group and Group Companies on page 199 of the RHP)

Litigations against Fame India

Criminal Litigations

NIL

Civil Litigations

1. Fame India entered into a memorandum of understanding (the "MOU") dated August 25, 2005 with Advance India Project Limited ("AIPL") for renting 44,000 sq. ft. of multiplex premises at the Celebration Mall, Amritsar, Punjab (the "Property") for a period of 25 years. Fame India *vide* letter dated February 14, 2009 stated *inter alia* that on account of change in the entertainment tax policy by the Government of Punjab, the entertainment tax benefits were no longer available. It was therefore no longer commercially viable for Fame India to rent the Premises. Fame India therefore requested AIPL to i) terminate the MOU and ii) refund the security deposit of ₹1.76 million. On March 3, 2009, AIPL contended that the entertainment tax benefits were indeed available in relation to the Property. AIPL contended that substantial costs were incurred in relation to the Property for meeting specifications of Fame India. AIPL therefore demanded ₹1.76 million per month for the entire lock-in period of ten years, gave an option to Fame India to pay the differential amount in case the Property is let out to a third party. Further, AIPL also undertook to intimate Fame India about negotiations with a third party. Fame India, by its letter dated August 28, 2009 stated that there were reports that AIPL had (without intimating Fame India) let out the Property to Cinepolis India Private Limited (the "CIPL"). Fame India *vide* its letter dated August 29, 2009 informed CIPL about the subsistence of MOU till receipt of refund of security payment and informed CIPL to abstain from dealing with the Property. AIPL filed an application under section 9 of the Arbitration and Conciliation Act bearing O.M.P Number 46 of 2010 dated January 2010 before the Delhi High Court for restraining Fame India from causing any obstruction or interfering with possession of the Property by CIPL. The High Court of Delhi passed an interim order dated January 25, 2010 (the "Interim Order") restraining Fame India from causing any obstruction or interfering in any manner with the peaceful possession of CIPL of the multiplex theatre in the Celebration Mall, Amritsar. AIPL filed an arbitration application number 22 of 2010 dated January 21, 2010 before the Delhi High Court for appointment of arbitrators wherein, by an order dated May 5, 2010, an arbitrator was appointed by the Delhi High Court. On February 14, 2011, the High Court disposed the application confirming the Interim Order till the disposal of the arbitration proceeding. On February 25, 2011, AIPL filed a statement of claim, *inter alia*, claiming ₹71.96 million along with pendent-lite and future interest at the rate of 18 percent per annum from February 14, 2010. Subsequently, the sole arbitrator *vide* award dated May 8, 2013 ("Award") awarded a sum of ₹11.64 million in favour of AIPL and in respect of claim for differential rent for the period from December 19,

- 2010 to December 31, 2018, directed to calculate the revenue share between AIPL and CIPL on yearly basis through an appointed chartered accountant, who shall verify the accounts of CIPL to arrive at revenue share and then Fame India based on the report of the chartered accountant shall pay the differential rent. The amount payable to the claimant by the Respondent for the period December 19, 2009 to February 25, 2011 shall carry an interest of 8% from December 19, 2009 till its realization. Aggrieved by the Award, Fame India has filed original miscellaneous petition bearing number OMP No. 795 of 2013 before the High court at New Delhi under Section 34 of the Arbitration and Conciliation Act, 1996 to set aside the Award. The matter is pending.
2. Vijay Enterprises filed an appeal bearing number 2093 of 2010 dated December 13, 2010 before the Ministry of Revenue and Forest, Mantralaya against the order dated October 14, 2010 (“**Order 1**”) of the Divisional Commissioner, Nashik. Fame India leased the multiplex theatre Vijay Mamta at Nashik from Vijay Enterprises by entering into lease deed dated March 31, 2004. Vijay Enterprises received a demand notice number Desk-1/Entertainment / Kavi / 23 7/10 dated February 17, 2010 from Additional Commissioner, Nashik demanding ₹0.78 million towards penalty for alleged wrongful collection of entrance fee for tax free films exhibited during the Financial Years 2005-06, 2006-07 and 2007-08. The Additional Commissioner, Nashik levied penalty of ₹0.78 million *vide* order number Desk / Entertainment / Ka. Vi. / 663 / 2010 dated May 5, 2010 (the “**Order**”). Vijay Enterprises being aggrieved by the Order filed an appeal number 4 of 2010 dated June 4, 2010 before the Divisional Commissioner, Nashik. The Divisional Commissioner, Nashik rejected the appeal *vide* Order 1 and issued a demand notice dated December 6, 2010 for payment of penalty of ₹0.78 million. Fame India paid the penalty amount under protest. The matter is pending.
 3. Mr. Suresh Shiva Reddy (“Complainant”), employee of ILL filed a complaint bearing no. 85 of 2013 before the Labour Court; Pune thereby challenged the domestic inquiry conducted by ILL against him on the ground that the inquiry held by ILL is illegal, bad-in-law, not tenable and amounts to unfair trade practices on the part of ILL. ILL has filed its say on November 5, 2013. Meanwhile, Complainant had filed interim application on October 23, 2013 praying therein that he should be taken in the employment during pendency of the complaint before court. However, Complainant himself did not press the said interim application and subsequently on March 14, 2014 the court passed an order in favour of ILL. The matter is pending.
 4. Sunil Prem Lalla has filed a public interest litigation dated May 8, 2013 (“**PIL**”) before the High Court of Judicature, Bombay (“**High Court**”) against the refusal on the part of the state to take appropriate action/proceedings against cinema houses and online ticket booking websites for unauthorized charging of internet handling fee/ convenience fee/ service fee for online booking of cinema tickets when such a fee is prohibited by the government by and under the government order no. ENT 2013/P.K. 91/T-1 dated April 4, 2013 issued by the Government of Maharashtra, Revenue and Forest Department. The PIL was filed praying inter-alia for issuance of a writ of mandamus or any other appropriate writ, order and direction directing the state to take appropriate action to ensure that the practice prevalent amongst cinema houses and online ticket booking websites of charging internet handling fee/ service fee for online booking of cinema tickets, stops immediately etc. Subsequently, the High Court *vide* interim order dated July 09, 2014 granted interim relief against operation and implementation of paragraph (d) of government resolution dated April 04, 2013, and clause (a) of government circular dated March 18, 2014, both issued by Government of Maharashtra, Revenue and Forest Department, which prohibits the collection of service charges for the purpose of online computerized cinema ticket bookings/sales. The matter is pending.
 5. Shaikh Habib has filed a civil suit bearing number 972/2014 (“**Suit**”) before Civil Judge Senior Division, Aurangabad against Fame India praying for recovery of ₹0.39 million on account of advertising services provided including banners, hoarding, standees, flex printing, etc. The matter is pending.

Tax Litigations

6. Assistant Commissioner of Income Tax –11 (1), has filed an appeal number 6387/Mum-2010 dated August 27, 2010 before the Income Tax Appellate Tribunal, Mumbai (“**ITAT**”) against the order of the Commissioner of Income Tax (Appeals) (“**CIT (A)**”), Mumbai. Fame India had filed revised return of income on March 31, 2009 declaring the taxable income loss as ₹29.26 million for the assessment year 2007-2008. The Assistant Commissioner of Income Tax-11 (1) (“**Assessing Officer**”) *vide* order dated

December 18, 2009 (“**Order 1**”) passed under section 143 (3) of the Income Tax Act computed the loss of ₹22.15 million. Further, a demand notice dated December 18, 2009 was issued demanding payment of ₹1.14 million and penalty proceedings were initiated under section 271 (1) (c). Aggrieved Fame India filed an appeal before the Commissioner of Income Tax (Appeals) against Order 1 and the CIT (A) *vide* its order dated June 16, 2010 (“**Order 2**”) partly allowed the appeal. Subsequently, the Assessing Officer filed the Appeal before the ITAT against Order 2, on the ground that the CIT (A) erred in directing the Assessing Officer to allow deduction under section 14 A of the Income Tax Act, 1961 and praying that Order 2 be set aside and that Order 1 be restored. The matter is pending.

7. Assistant Commissioner of Income Tax-11(1) (“**ACIT**”) filed an appeal number 1095/M/11 (“**Appeal**”) before the Income Tax Appellate Tribunal, Mumbai against the order of the Commissioner of Income Tax (Appeals)-3 dated November 22, 2010 (“**Order**”). Fame India had filed return of income for the assessment year 2006-07 declaring a total income loss of ₹64.56 million. The Assistant Commissioner of Income Tax (“**Assessing Officer**”) *vide* order dated December 10, 2008 passed under section 143 (3) of the Income Tax Act, 1961 computed the taxable income as a total income loss of ₹50.50 million and further penalty proceedings were initiated under section 271(1)(c) of the Income Tax Act, 1961. Subsequently, the Commissioner of Income Tax (Appeals) (“**CIT(A)**”) *vide* order dated November 22, 2010 (“**Order2**”) held *inter alia* the subsidy of Rs 37.10 million to be capital receipt, directed the assessing officer to reduce the cost or written down value of plant and machinery and recalculate allowable depreciation. Aggrieved by the Order, ACIT filed the appeal dated February 7, 2011 before Income Tax Appellate Tribunal (“**ITAT**”) on the ground that *inter alia* CIT(A) erred in treating printers as a part of block of computers eligible for depreciation of 60%, classification of items such as painting tickets, toilet fittings as plant and machinery and prayed for setting aside the Order 2. The matter is pending.
8. Assistant Commissioner of Income Tax-11(1) (“**ACIT**”) filed an appeal number 6365/Mum-2010 (“**Appeal**”) before the Income Tax Appellate Tribunal, Mumbai against the order dated June 1, 2010 (“**Order**”) passed by the Commissioner of Income Tax (Appeals) (“**CIT(A)**”). This appeal is apparently not pertaining to Fame India Limited. The matter is pending
9. The Assistant Commissioner of Income Tax- 11 (1), Mumbai (“**Assessing Officer**”) has filed an appeal bearing number 7773/m/11 dated November 17, 2011 (“**Appeal**”) before the Income Tax Appellate Tribunal (“**ITAT**”) against the order of the Commissioner of Income Tax (Appeals) III (“**Authority**”) dated September 30, 2011 (“**Order1**”). Fame India had filed return of income for the assessment year 2008-09 declaring a loss of ₹77.27 million and book profit of ₹132.42 million. Subsequently, the return was revised when the loss was revised to ₹89.67 million. The Assessing Officer *vide* order dated December 28, 2010 (“**Order**”) passed under section 143 (3) of the Income Tax Act computed the taxable income of ₹85.39 million and ascertained the total book profit to be ₹139.22 million. Subsequently, Fame India has filed an appeal dated January 28, 2011 (“**Appeal 1**”) before the Authority against the Order. The Authority *vide* Order 1 has partly allowed Appeal 1. Aggrieved, the Assessing Officer filed the Appeal against Order 1 *inter alia* on the grounds that the Authority erred, in holding that the entertainment tax subsidy of ₹132.41 million was capital receipt and did not form part of taxable income. The matter is pending.

Litigations by Fame India

Criminal Litigations

NIL

Civil Litigations

10. Fame India and others (the “**Petitioners**”) filed a writ petition bearing W.P. No. 20598 of 2010 (the “**Writ Petition**”) in the High Court of Calcutta (the “**High Court**”) against Union of India and others (the “**Respondents**”), challenging the constitutional validity and the amendment made to section 65(105) (zzzz) by the Finance Act, 2010 for the levy of service tax on renting of immovable property. The High Court passed an interim order dated October 4, 2010 (the “**Interim Order**”) in favour of Fame India, whereby the Respondents were restrained from taking any coercive steps against Fame India for its properties in Calcutta. The High Court in the same order gave directions that Respondent No. 5 South City Projects (Kol) Limited (the “**South City**”), the owner of the Fame South City Mall,

Kolkata, shall not part with or alienate the property without leave of the High Court and shall not charge service tax on renting of immovable properties. Against the Interim Order, South City filed an appeal bearing number MAT No.9 of 2011 dated January 3, 2011 at the Division Bench of the High Court. The Division Bench of the High Court *vide* its order dated February 2, 2011 disposed the appeal and held that the order against South City was beyond the scope of the Writ Petition and directed deletion of the same. In the meanwhile, the Hon'ble Supreme Court of India has by orders dated September 28, 2011 (in proceeding filed by Retailers Association of India); October 14, 2012 (in proceedings filed by Home Solutions Retails (I) Limited) ruled that there is no stay in relation to the levy of service tax under section 65(105) (zzzz) with effect from October 1, 2011 and by an order dated January 6, 2012 (in proceedings filed by TSG International Mktg. Private Limited) ruled that there is no stay in relation to the levy of service tax under section 65(105) (zzzz) with effect from January 1, 2012. South City has filed an application (No. 5916 of 2012) on June 25, 2012 *inter alia* seeking stay of the Interim Order, dismissal of the Writ Petition and direction of payment of the service tax of ₹9.86 million. The Interim Order restraining the Respondents from taking any coercive steps against Fame India for its properties in Calcutta is operative and the matter is pending.

11. Fame India (the “**Petitioner**”) filed a writ petition bearing W.P. No. 1453 of 2010 (“**Petition**”) dated July 17, 2010 before the High Court of Bombay (the “**High Court**”) against Union of India and others (the “**Respondents**”), challenging the constitutional validity and the amendment made to section 65(105) (zzzz) by the Finance Act, 2010 on the levy of service tax on renting of immovable property. The High Court passed an interim order dated August 6, 2010 restraining the Respondents from taking any coercive steps against Fame India for its properties in Maharashtra. The High Court *vide* order dated August 4, 2011 (“**Order**”), dismissed the Petition and extended the stay up to September 30, 2011. Aggrieved, Fame India filed a special leave petition (civil) number 28109 of 2011 before the Supreme Court of India (“**Supreme Court**”) against the Order, praying that the Supreme Court be pleased to grant special leave to appeal against the Order. Fame India also prayed for an interim relief i.e., to ex-parte stay the operation of the Order till the pendency of the litigation before the Supreme Court and direct the Respondent authorities not to take any coercive action against the Petitioner. The Supreme Court *vide* order dated October 21, 2011 granted the leave and with regard to stay directed Fame India to deposit 50% of the arrears of service tax due from Fame India prior to September 30, 2011 within six months in three equated instalments and further clarified that there is no stay on imposition of service tax under sub-clause (zzzz) of clause (105) of section 65 read with section 66 of the Finance Act, 1994 (as amended), insofar as the future liability towards service tax with effect from October 1, 2011 is concerned. The matter is pending.
12. The Designated Officer & Additional Chitnis, Office of the Collector of Entertainment Tax – Bharuch, issued an assessment order bearing number POL-MNR-WS-2022 to 2025 dated June 16, 2009 (“**Order**”) against Fame India for payment of ₹0.48 million for charging service tax to customers. Fame India filed an appeal bearing dispute application number 5 of 2009 against the assessment order before the Collector, Entertainment Tax and District Magistrate, at Bharuch and the Collector, Entertainment Tax and District Magistrate (“**Authority**”) *vide* its order dated November 12, 2009 (“**Order 1**”) dismissed the appeal and upheld the order dated June 16, 2009. Fame India filed a review application number 22 of 2010 before the Authority against the Order 1. The Authority *vide* order dated September 12, 2012 (“**Order 2**”) has granted stay of Order and further directed not to make any recovery till the final disposal of the case bearing number SCA/4051/2009. The Order 2 also required Fame India to deposit the amount of ₹0.48 million in any nationalized bank in an escrow account within 30 days. Aggrieved, Fame India filed a special civil application bearing number 13716 of 2012 dated October 5, 2012 (“**SLP**”) before the High Court of Gujarat (“**High Court**”) praying that the court be pleased to issue a writ of mandamus quashing and setting aside the Order 2 in so far as, Fame India is directed to deposit an amount of ₹0.48 million in any nationalised bank in an escrow account within 30 days and for staying the implementation of Order, Order 1 and Order 2, till the final disposal of the SLP. The High Court *vide* order dated October 12, 2012 granted ad interim relief directing Fame India to deposit the entire disputed sum on or before November 30, 2012 and file an undertaking stating that the amount shall be deposited. The High Court further held that there shall be no coercive recovery against Fame India of such amount. As per the High court order dated October 12, 2012 ILL has, under protest, deposited a sum of ₹0.39 million towards service charge amount. The matter is pending.
13. Fame India filed a special civil application number 4051 of 2009 in the High Court of Gujarat at Ahmedabad (the “**High Court**”) against the State of Gujarat and others (“**Respondents**”). Fame India challenged the interpretation of the notification bearing number GHT/2004/3/MNR/102003/200 dated

February 9, 2004 and the three notices issued dated July 19, 2007, January 4, 2008 and January 30, 2009 issued by the Gujarat State Government to print tickets without service charge by filing a special civil application number 1007 of 2009 dated February 4, 2009 in the High Court of Gujarat at Ahmedabad (the “**High Court**”) against the State of Gujarat and others (“**Respondents**”). The High Court *vide* its order dated February 27, 2009 ordered withdrawal of the notices dated July 19, 2007, January 4, 2008 and January 30, 2009. Subsequently, the District Collector issued a notice dated April 6, 2009 restraining Fame India from printing ‘service charge’ on tickets. Fame India filed the present special civil application bearing number 4051 before the High Court challenging the notice dated April 6, 2009. The High Court *vide* its order dated May 14, 2009 directed Fame India to deposit the amount of service tax collected by it on the tickets with the government every week. Subsequently the High Court *vide* order dated June 15, 2009 modified the order dated May 14, 2009 and held that Fame India shall not charge and collect any service charge on them as having been levied. The High Court *vide* order dated June 15, 2009 granted the interim relief in terms of Paragraph 9(E) of the main petition with direction that the applicant-petitioner shall not charge and collect any service charge from the viewers during the pendency of the petition and the tickets shall not indicate any service charge on them as having been levied. The matter is pending.

14. M/s Realtech Construction Private Limited (“**Respondent 1**”) and M/s Meters and Instruments Private Limited (“**Respondent 2**”) (together referred to as the “**Respondents**”) had entered into a Memorandum of Understanding dated August 31, 2006 (“**MoU**”) with Fame India to grant on lease a multiplex comprising of 4 screens along with lobby, projection room area etc (“**Demised Premises**”). Due to various breaches by the Respondents, Fame India had to terminate the MoU subject to the Respondents refunding a sum of ₹96.29 million. Subsequently, the Respondents *vide* communication dated October 1, 2011 called upon Fame India to pay the Respondents a sum of ₹67.59 million on account of rent for lock in period and for other costs incurred by the Respondents and also to remove all the fit-outs. Fame India, *vide* communication dated October 28, 2011 sought to invoke the arbitration clause under the MOU and proposed names of 3 (three) eminent judges for appointment as a sole arbitrator for conduct of arbitration proceedings. No reply was received from the Respondents to this communication. Aggrieved, Fame India has filed an arbitration petition dated October 24, 2011 (“**Petition**”) before the Court of District Judge, Chandigarh (“**Court**”) against the Respondents under section 9 of the Arbitration and Conciliation Act, 1996 (“**Arbitration Act**”), being Arbitration Case No. 361 of 29.10.2011. Fame India has filed the Petition praying *inter alia* that the Respondents be restrained from taking any coercive action whereby Fame India is dispossessed and removed from the Demised Premises, restrain the Respondents from removing any fixture, fittings etc and injunct the Respondents from directly or indirectly entering into any Agreement or MoU whereby any rights in respect of the multiplex is transferred/ created in favour of a third party, pending the decision of the Arbitral Tribunal and thereafter of this Court. Subsequently, the Court *vide* order dated November 11, 2011 dismissed the Petition. On December 21, 2011, an appeal had been filed by Fame India, in the High Court of Punjab & Haryana, under section 37 of the Arbitration Act, against the order of the Court dated November 11, 2011 dismissing the Petition.

The Respondents on December 3, 2011 had filed an application under section 11(6) of the Arbitration Act, read with the “**Scheme of Appointment of the Arbitrators by the Chief Justice of the Punjab & Haryana High Court 2003**” for appointment of an arbitrator. The Punjab & Haryana High court *vide* its Order dated May 17, 2012, in the Arbitration Case No 170 of 2011, appointed Justice M. R. Agnihotri as the sole arbitrator (“**Arbitral Tribunal**”). The proceedings are in progress before the Arbitral Tribunal. Both the Petitioner and the Respondents have filed applications for interim relief before the Arbitral Tribunal, under section 17 of the Arbitration Act, pending the hearing and final disposal of the Claims. The Respondents *vide* their interim application dated September 26, 2012 have *inter alia* sought (a) removal of the fit – outs of Fame India from the Demised Premises; or (b) direction to Fame India to pay the prevailing monthly market rent (₹150 per square feet) for utilisation of its premises for storage of its fit – outs; or (c) in the event of failure / refusal of Fame India to remove the fit – outs, the Respondents be permitted to dispose of the fit – outs and deposit the proceeds of such disposal in a designated bank account under the aegis of the Arbitral Tribunal. Fame India *vide* its interim application dated November 1, 2012 has sought relief by way of (a) joint inspection of the Demised Premises for identification of the fit – outs of Fame India; and (b) a copy of the agreement executed between Respondent 1 and M/s Multiplex Cinevision Private Limited for running the Multiplex under the name of ‘Wave Cinemas’ (copy of the agreement since received). The Arbitral Tribunal *vide* order dated August 24, 2013, held that Fame India has to lift the stores from the premises of the Respondent No. - 1 within a period of thirty days and issues regarding claiming of rent

by Respondent No. – 1 would be considered at the time of final arguments.

Subsequently, the Arbitrator *vide* his order dated November 28, 2012 directed the respondent to produce the copy of agreement executed between Respondent No. - 1 and M/s Multiplex Cinevision Private Limited for running the Multiplex under the name of 'Wave Cinemas', which the respondent has provided. The matter is pending before the Arbitral Tribunal

15. Fame India has filed a civil appeal bearing number 592 of 2011 dated October 10, 2011 ("**Appeal**") before the District Court, Pune against Chief Executive Officer, Pune Cantonment Board ("**Respondent 1**") and Pune Cantonment Board ("**Respondent 2**") (together referred to as "**Respondents**") under section 93 of the Cantonments Act, 2006 ("**Act**"). The Respondents had issued a notice dated December 2, 2010 ("**Notice**") under section 76 of the Act to Fame India proposing to assess or fix the annual rateable value of the appeal premises (Fame Fun-n-Shop, admeasuring 28, 250 sq.ft, Pune) at ₹0.12 million for the period of 2008-2011. Subsequently, the Respondents *vide* order dated March 29, 2011 ("**Order**") fixed the annual rateable value of the appeal premises at ₹0.12 million with retrospective effect from July 25, 2009. Aggrieved, Fame India filed the Appeal praying that the court be pleased to declare the Order, Notice and the undated bill number 11293 raised on the basis of the Order as illegal and null and void. Further, Fame India prayed for an interim order restraining the Respondents from taking any steps against Fame India on the basis of the Order. Fame India has paid the amount of property tax under protest. The matter is pending.
16. Fame India has filed two civil appeal bearing numbers 71 of 2012 and Misc application (MAN 903/12) dated February 2, 2012 ("**Appeal 1**") and September 22, 2012 ("**Appeal 3**") respectively (together referred to as the "**Appeals**") before the District Court, Pune against Chief Executive Officer, Pune Cantonment Board ("**Respondent 1**") and Pune Cantonment Board ("**Respondent 2**") (together referred to as "**Respondents**") under section 93 of the Cantonments Act, 2006 ("**Act**"). The Respondents had raised two property bills bearing the same number i.e., 11293 ("**Bills**") under section 99 of the Act to Fame India proposing to assess or fix the annual rateable value of the appeal premises (Fame Fun-n-Shop, admeasuring 28, 250 sq.ft, Pune) at ₹3.20 million each, for the period of 2011-2012 and 2012-2013, and also raised a bill for arrear of ₹12.40 million. Subsequently, the Respondents have issued a demand notice which was received by Fame India on September 26, 2012 demanding payment of 12.40 million. Aggrieved, Fame India filed the Appeals praying that the court be pleased to quash and set aside the undated bill number 11293. Further, Fame India prayed for an interim order restraining the Respondents from taking any steps against Fame India on the basis of the Order. Fame India has paid the amount of property tax under protest. The matter is pending.
17. Fame India has filed a civil appeal bearing number 279 of 2014 ("**Appeal**") before the District Court, Pune against Chief Executive Officer, Pune Cantonment Board ("**Respondent 1**") and Pune Cantonment Board ("**Respondent 2**") (together referred to as "**Respondents**") under section 93 of the Cantonments Act, 2006 ("**Act**"). The Respondents had issued a notice dated December 2, 2010 ("**Notice**") under section 76 of the Act to Fame India proposing to assess or fix the annual rateable value of the appeal premises (Fame Fun-n-Shop, admeasuring 28, 250 square feet Pune) at ₹11.87 million for the period of 2008-2011 and subsequently an assessment order was passed fixing the annual rateable value at ₹11.87 million ("**Order**"). Subsequently, a tax bill bearing number 11293 dated March 29, 2013 was issued to Fame India for the period 2013-2014. Aggrieved, Fame India filed the Appeal praying that the court be pleased to quash and set aside the Tax Bill bearing number 11293 dated March 29, 2013. Further, Fame India prayed for an interim order restraining the Respondents from taking any steps against Fame India on the basis of the Order. The matter is pending.
18. Fame India filed a special civil application number 8615 of 2013 before the High Court of Gujarat at Ahmedabad ("**High Court**") seeking issuance of appropriate directions to Anand Nagarapalika to forthwith make change in its records reflecting name of Fame India as 'Fame (I) Limited' in place of its earlier name 'Shringar Cinema Limited', particularly with respect to the property situated at property being No. 12/23/170/13 and for also directing Anand Nagarapalika to issue fresh shops and establishment certificate in the name of Fame India. Fame India has also sought for appropriate direction holding that the change of name of the petitioner company from 'Shringar Cinema Limited' to 'Fame (I) Limited' would not amount to transfer and would therefore not be liable for payment of transfer fees to 'Nagaripalika'. The High Court *vide* its order dated October 03, 2013 allowed to change the title clause of 'Shringar Cinema Limited' from Fame India Ltd to ILL. Subsequently, the High Court *vide* its order dated November 28, 2013 ("**Order 1**") granted interim relief in terms of paragraph

20 (C) of the petition thereby direct the opponent Anand Nagarpalika to make change in its records reflecting name of company as Fame India Limited with regard to the property being no.12/23/170/13. The matter is pending.

Tax Litigations

19. Fame India filed an appeal number 1810/Mum-2011 dated March 01, 2011 (“**Appeal**”) before the Income Tax Appellate Tribunal, Mumbai (“**ITAT**”) against the order of the Commissioner of Income Tax (Appeals)-3 dated November 22, 2010 (“**Order**”). Fame India had filed return of income for the assessment year 2006-07 declaring a total income loss of ₹64.56 million. The Assistant Commissioner of Income Tax (“**Assessing Officer**”) *vide* order dated December 10, 2008 passed under section 143 (3) of the Income Tax Act computed the taxable income as a total income loss of ₹50.50 million and further penalty proceedings were initiated under section 271(1)(c) of the Income Tax Act. Subsequently, the Commissioner of Income Tax (Appeals) *vide* Order, directed the assessing officer to quantify the indirect expenditure by adopting reasonable basis for computing disallowance under section 14A of the Income Tax Act, also directed the assessing officer to reduce cost/ written down value of plant and machinery by the amount of entertainment tax subsidy. Aggrieved by the Order, Fame India filed the Appeal on the grounds that CIT (A) erred in directing the assessing officer to quantify the indirect expenditure by adopting reasonable basis for effecting apportionment, for the purposes of computing disallowance under section 14 A of the Income Tax Act, also the assessing officer erred in directing the assessing officer to reduce the cost/written down value of plant and machinery by the amount of entertainment tax subsidy. The matter is pending.

20. Fame India filed a petition dated May, 2011 (“**Petition**”) before the High Court of Delhi at New Delhi (“**Court**”) against Ruchi Malls Private Limited (“**Respondent**”) under section 9 of the Arbitration and Conciliation Act, 1996 (“**Act**”). Fame India had entered into a Memorandum of Understanding dated August 17, 2006 (“**MoU**”) with Respondent acting through its attorney M/s Alpha G Corp Development Private Limited to grant on lease shopping cum entertainment complex ‘AlphaOne’ (“**Demised Premises**”). Fame India claims that it had in part performance of its obligations under the MoU paid an amount of ₹3.47 million towards part security deposit to the Respondent and that the Respondent had failed to ensure completion of the construction of the commercial complex and handover the possession of the Demised Premises in accordance with the MoU. Aggrieved Fame India has filed the Petition praying that the Respondents be restrained from committing any breach or violation of the MoU and in particular from transferring, alienating, parting with possession of, or creating third party interests in the Demised Premises and pass ex-parte ad interim order in respect of the above. The Respondents *vide* its reply dated September 6, 2011 denied all the allegations of Fame India and prayed that the Petition be dismissed. Fame India has also sent a legal notice dated September 1, 2011 to Respondent invoking the arbitration proceedings under clause 26 of the MOU. Subsequently, in November 2011 Fame India withdrew the petition filed under section 9 and filed a petition before the Court under section 11 of the Act for appointment of an Arbitrator. Subsequently, the Court *vide* order dated November 22, 2011 appointed the Arbitrator. Subsequently, our Company has filed its statement of claim seeking an award inter-alia directing the Respondent to pay to Fame India a sum of ₹3.47 million towards recovery of the part security deposit being unlawfully withheld by the Respondent, along with interest thereon at the rate of 18 per cent per annum from June 17, 2006 till repayment, directing the Respondent to pay to Fame India a sum of ₹169.18 million, directing the Respondent to pay an amount of ₹100 million as damages towards loss of profits and business, directing the Respondent to pay an amount of ₹100 million as damages towards loss of goodwill and for directing the Respondent to pay pendente lite and future interest at the rate of 18 % on the damages adjudged along with cost. The Respondent filed its reply and counter claim dated June 06, 2012 seeking an award *inter-alia* directing the Fame India to pay the Respondent a sum of ₹4.59 million along with interest at the rate of 18 % per annum from the date of termination till date of repayment, an award directing Fame India to pay a sum of ₹153.80 million on account of loss suffered by the Respondent, an award directing the Fame India to pay the Respondent a sum of ₹61.52 million on account of loss of rental income, an award directing Fame India to pay to the Respondent a sum of ₹165 million for loss of income on account of delay by Fame India for nine month period, an award directing Fame India to pay to Respondent a sum of ₹91.59 million on account of interest paid by the Respondent to project lenders because of delay caused by Fame India along with interest, an award directing Fame India to pay to Respondent a sum of ₹9.99 million on account of additional expenses incurred due to default of Fame India, an award directing Fame India to pay to Respondent a sum of ₹0.67 million on account of interest accrued on instalments towards security deposit etc. The matter is

pending.

21. Fame India has filed an appeal ("**Appeal**") before the Income Tax Appellate Tribunal ("**ITAT**") against the order of the Commissioner of Income Tax (Appeals) III ("**Authority**") dated September 30, 2011 ("**Order1**"). Fame India had filed return of income for the assessment year 2008-09 declaring a loss of ₹77.27 million and book profit of ₹132.42 million. Subsequently, the return was revised when the loss was revised to ₹89.67 million. The Assistant Commissioner of Income Tax- 11 (1), Mumbai ("**Assessing Officer**") *vide* order dated December 28, 2010 ("**Order**") passed under section 143 (3) of the Income Tax Act computed the taxable income of ₹85.39 million and ascertained the total book profit to be ₹139.22 million. Subsequently, Fame India has filed an appeal dated January 28, 2011 ("**Appeal 1**") before the Authority against the Order. The Authority *vide* Order 1 has partly allowed Appeal 1. Aggrieved, Fame India filed the Appeal inter-alia on the grounds that the Authority erred, in confirming that the foreign exchange fluctuation gain of ₹64.63 million in respect of FCCB is a revenue receipt liable to tax, not appreciating that proceeds of FCCB were mainly utilised in capital field, also in not appreciating that the exchange fluctuation gain of ₹3.47 million is already reduced from the cost of the fixed assets under section 43 A and hence is required to be excluded from the total amount of ₹64.63 million considered as revenue receipt.

Further, a demand notice was issued demanding payment of ₹17.72 million and penalty proceedings were initiated under section 271 (1) (c). Fame India filed its reply dated July 27, 2011 stating that a rectification petition has been filed under section 154 of the Income Tax Act, 1961 and once the rectification is carried out, there would be no alleged demand outstanding. The matter is pending.

22. Fame India has filed an appeal number 6046/Mum-2010 dated July 15, 2010 before the Income Tax Appellate Tribunal, Mumbai ("**ITAT**") against the order of the Commissioner of Income Tax (Appeals) III ("**CIT (A)**"), Mumbai. Fame India had filed return of income on October 31, 2007 declaring the taxable income as ₹47.75 million for the assessment year 2007-2008. The Assistant Commissioner of Income Tax-11 (1) ("**Assessing Officer**") *vide* order dated December 18, 2009 ("**Order 1**") passed under section 143 (3) of the Income Tax Act computed the taxable income as ₹61.76 million. Further, a demand notice dated December 18, 2009 was issued demanding payment of ₹1.14 million and penalty proceedings were initiated under section 271 (1) (c). Aggrieved Fame India filed an appeal before the Commissioner of Income Tax (Appeals)-3 against Order 1 and the CIT (A) *vide* its order dated June 16, 2010 ("**Order 2**") partly allowed the appeal. Subsequently, Fame India filed the present appeal before the ITAT against Order 2, confirming the action of the Assessment Officer invoking Rule 8 D, while allegedly applying the provisions of section 14 A of the Income Tax Act. The matter is pending.
23. Fame India had filed its return of Income for assessment year 2009-10 declaring nil income and the return filed was processed under section 143 (1) of the Income Tax Act, 1961 ("**Act**"). Subsequently, the Assistant Commissioner of Income Tax-11(1), Mumbai ("**Assistant Commissioner**") selected the case for scrutiny and accordingly notice under section 143 (2) dated August 24, 2010 was issued to Fame India. The Assistant Commissioner *vide* assessment order dated November 21, 2011 ("**Order**") passed under section 143 (3) of the Act, determined the total income as ₹17.98 million and the total book profit under section 115JB of the Act as ₹24.29 million. The Assistant Commissioner issued a notice of demand dated November 21, 2011 under section 156 of the Act demanding payment of ₹1.62 million. Aggrieved by the Order, Fame India filed an appeal dated March 8, 2013 before the Commissioner of Income Tax (Appeals) challenging the Order. The matter is pending.
24. Fame India has filed an appeal ("**Appeal**") before the Deputy Commissioner (Appeals) of Income Tax and Commissioner of Income Tax (Appeals) ("**CIT A**") against the order dated January 08, 2014 in respect of assessment year 2011-2012. The Appeal was filed on the ground that the ACIT Circle 11(1), Mumbai erred in law and on the facts and circumstances of the case in levying alleged penalty of ₹0.02 million for alleged non-attendance in scrutiny assessment proceedings when hearing notice was sent to the old address. The matter is pending.
25. Fame India has filed an appeal ("**Appeal**") before the Commissioner of Income Tax (Appeals) ("**CIT A**") against the assessment order dated February 24, 2014 ("**Order**") in respect of assessment year 2011-2012. The Appeal was filed inter-alia on the ground that the assessing officer *inter-alia* erred in not excluding the amount of ₹117.35 million being incentive by way of exemption from entertainment tax, from total income; holding ₹117.35 million to be an incentive which is in revenue nature; making

an addition of ₹17.60 million on account of proportionate depreciation on plant and machinery by applying the provisions of explanation 10 to section 43 (1) of the Income Tax Act on protective basis; giving credit for only ₹6.72 million for tax deducted at source, although the tax deducted at source was ₹8.54 million; not allowing deduction for unabsorbed losses and depreciation as per claim of Fame India. The matter is pending.

Notices received by Fame India

Criminal Notices

NIL

Civil Notices

26. Fame India received a show cause notice on February 2, 2011 from the Entertainment Tax Department, Aurangabad for violating certain terms and conditions laid down by the Controller and Auditor General of India in its report for the year 2008-09. The show cause notice demanded explanation from Fame India as to why the exemption certificate granted to Fame India should not be cancelled and why should entertainment tax not be charged from the date of opening the theatre. On February 28, 2011, Fame India replied to the notice denying all allegations.
27. Fame India has received a notice number kra.k.kar/kaksha-5/T-1/vyaa-08 dated March 18, 2011 from the Collector's Office, Thane with respect to Fame, Vashi alleging that Fame India had not obtained the renewal of 4 (2) (b) permission for the year 2008 and making demand for entertainment tax from January 1, 2008 to December 31, 2008 along with penalty. Fame India replied to the said notice on May 4, 2011 stating that notice was issued erroneously as the period mentioned above is prior to opening of our commercial operations.
28. Fame India has received a notice number kra.k.kar/kaksha-5/T-3/08 dated March 18, 2011 from the Collector's Office, Thane with respect to Fame, Vashi alleging that Fame India did not reserve a screen for Marathi movies, did not exhibit the requisite number of Marathi movie and making demand of ₹1.00 million as penalty. Fame India replied to the said notice dated on May 4, 2011 stating that the notice was wrongly addressed and hence the same needs to be withdrawn.
29. Directorate of Enforcement, Government of India issued a notice number F.No.T-1/220-B/2010/PJ/AS dated December 24, 2010 to Fame India requiring us to furnish inter-alia the documents/information pertaining to, complete profile of Fame India, details of accounts maintained by Fame India with banks in India and outside, copies of returns filed with Registrar of Companies from inception till date, details in respect of any branch or subsidiary or joint venture or wholly owned subsidiary outside India etc, in connection with certain investigations being conducted under Foreign Exchange Management Act, 1999. Fame India *vide* its reply dated January 18, 2011 furnished the information sought by Directorate of Enforcement.

Tax Notices

30. Fame India received a letter on March 16, 2011 from the office of the Deputy Commissioner of Central Excise and Service Tax Division, Dhanbad requesting to submit copy of registration of service tax, last ST-3 return submitted and income tax returns for the periods 2008-09 and 2009-2010 along with balance sheet and profit and loss account. Deputy Commissioner of Central Excise and Service Tax Division in the letter has alleged that the activity performed by Fame India at Dhanbad falls within the ambit of service tax under the category of franchisee service. Fame India replied on March 24, 2011 denying the applicability of service tax under the category of franchisee service.
31. Fame India received a demand notice dated November 11, 2010 bearing number ACIT-11(1)/Recovery/10-11 from the Assistant Commissioner of Income Tax-11(1) ("ACIT"), Mumbai to pay ₹4.94 million and ₹17.72 million for the assessment years 2007-08 and 2008-09. Fame India replied to the demand notice on November 15, 2010 stating that the assessment was completed for the assessment year 2007-08 and the regular demand of ₹1.14 million was paid on January 11, 2010 and for the assessment year 2008-09 there is no outstanding dues, moreover there was refund due of ₹1.09 million. ACIT issued a reminder notice bearing number ACIT-11(1)/Recovery/10-11 on January 14,

2011. On January 19, 2011 Fame India replied to the reminder notice issued by ACIT. The matter is pending.
32. Fame India was issued a demand notice bearing number 200A/MUMCT812/0000014426 dated July 9, 2011 by the Income Tax officer (OSD)(TDS)-1(2), Mumbai for the assessment year 2010-2011 demanding Fame India to pay an amount of ₹1.23 million, ₹1,380 and ₹0.05 million determined to be payable for the first, second and fourth quarter respectively of the financial year in respect of deduction of tax for payments other than salary and an amount of ₹0.92 million determined to be payable for the fourth quarter of the financial year in respect of deduction of tax for salary. Fame India filed its reply *vide* letters dated August 25, 2011. The matter is pending.
 33. Fame India was issued a demand notice dated June 16, 2011 by the Income Tax officer (OSD)(TDS)-1(2), Mumbai for the assessment year 2011-2012 demanding Fame India to pay an amount of ₹2.15 million and ₹2.57 million determined to be payable for the second and third quarter respectively of the financial year 2010-11 in respect of deduction of tax for payments other than salary. Fame India replied *vide* its letters dated July 14, 2011 and July 20, 2012.
 34. Fame India was issued a notice bearing number ACST (Desk Audit)/F-704/2008-09/Asked to pay/11-12/B-42391 dated August 25, 2011 ("Notice") by the Assistant Commissioner of Sales Tax ("Authority"). The Authority *vide* Notice has asked Fame India to file revised return for the period 2008-09 and to pay additional tax liability of ₹0.19 million along with interest. On November 25, 2011 we replied to the Notice stating that it has already discharged the tax liability on June 3, 2010.

Notice issued by Fame India

NIL.

Litigations against Inox Leisure Limited ("ILL")

Criminal Litigations

1. G. L. Narasimha Rao ("**Complainant**") filed a complaint dated March 15, 2010 before the IVth Additional Chief Metropolitan Magistrate, Hyderabad ("**Court**") against ILL ("**Accused 1**") and Big Tree Entertainment Private Limited ("**Accused 2**") (together referred to as the "**Accused**") under section 200 read with section 190 of the Criminal Procedure Code, 1953. The Complainant alleges that the Accused 1 is trying to sell tickets online through its agents without getting the necessary permissions from the licensing authority in accordance with the Cinematograph Act, 1952 ("**Cinematograph Act**"). Further, the Accused 1 is trying to sell tickets online at excess rates than permitted by the government. Aggrieved, the Complainant filed the present complaint praying the Court to take cognizance of the offence punishable under section 9 A of the Cinematograph Act read with section 420 of the Indian Penal Code, 1860 and refer the matter to the concerned police under section 156 (3) of the Criminal Procedure Code, 1953 and direct to secure the original documents of the accounts from the hands of the Accused. The Court *vide* order dated March 19, 2010 forwarded the matter to Punjagutta police station and a case was registered with number Cr. No. 317 of 2010. The Punjagutta police has taken up the matter for investigation. ILL has filed a letter dated May 4, 2010 with the Punjagutta Police stating *inter alia* that there was no violation of any law alleged by the Complainant. The Punjagutta Police issued a Notice dated May 10, 2011 to ILL informing that the section of law was altered from 9A of the Cinematograph Act and section 420 of the Indian Penal Code, 1860 to section 9 (A) of the Andhra Pradesh Cinemas (Regulation) Act, 1955. The matter is pending.

The Complainant has also filed a complaint with the Lokayukta, Government of Andhra Pradesh ("**Lokayukta**"). The Lokayukta has, by its order dated April 1, 2011 ("**Lokayukta Order**") issued directions to the Government of AP to take appropriate action in this regard. The Lokayukta Order has been challenged by ILL before the Andhra Pradesh High Court. The High Court has stayed the operation of the Lokayukta Order by its order dated April 29, 2011.

Civil Litigations

2. On June 15, 2006 ILL entered into a Business Conducting cum Agency Agreement (the "**Agreement**")

- with Om Metals Infraprojects Limited (the “**OMIL**”) for running the multiplex cinema theatre situated at Kota, Rajasthan. OMIL made an application to Additional District Magistrate, Kota for endorsing the cinema license in the name of ILL. The Additional District Magistrate, Kota notified the Collector (Stamps), Kota about the Agreement as it involved liability of stamp duty. The Collector (Stamps) *vide* its order dated March 28, 2007 stated that the document executed was a lease deed and demanded ₹0.31 million towards deficient stamp duty on the Agreement. On April 25, 2007, ILL paid the deficient stamp duty amount of ₹0.31 million. However, the Sub Registrar, Registration, Kota filed a revision petition bearing revision case number Stamp/1174/07/Kota dated June 3, 2011 before the Rajasthan Tax Board, Ajmer against the order passed by the Collector (Stamps) on March 28, 2007. In the revision petition the Sub Registrar, Registration, Kota claimed mistake in computation of stamp duty and prayed that the stamp duty to be levied as per the duty prescribed in Article 33(c) of the schedule appended to the Rajasthan Stamp Act 1998. The matter is pending.
3. ILL entered into a lease deed (the “Agreement”) on July 30, 2010 with Maniam Properties Private Limited (the “MPPL”) for running the multiplex cinema theatre at pink square mall, Jaipur, Rajasthan. MPPL has registered the Agreement on August 4, 2010 before the Sub-Registrar V, Jaipur, Rajasthan (“Sub Registrar”). The Sub-Registrar *vide* letter dated March 5, 12 requested ILL to deposit deficient stamp duty on the Agreement. The Additional Collector (Stamps), Jaipur *vide* order dated July 9, 2013 (“Order”) directed ILL to pay the deficit stamp duty along with stamp duty of ₹1.55 million on the Agreement. Sub Registrar issued a notice on September 30, 2013, against ILL for depositing deficit duty including interest of ₹1.55 million. Aggrieved by the Order, ILL filed a revision petition bearing number 1871 of 2013 dated October 18, 2013 before the Rajasthan Tax Board, Ajmer. The Rajasthan Tax Board, Ajmer *vide* order dated October 29, 2013 granted a stay of demand. The matter is pending.
 4. Jalan Distributors Private Limited (the “**JDPL**”) filed a civil suit number 35 of 2007 (the “**Suit**”) dated February 15, 2007 against Calcutta Cine Private Limited (the “**CCPL**”) before the High Court of Calcutta (the “**High Court**”) for specific performance of the agreements dated August 3, 2006 and August 14, 2006 entered between JDPL and CCPL. CCPL, pursuant to the agreements, agreed to exhibit each and every film released by JDPL from August 2006 till Diwali 2007. JDPL claimed damages for non-exhibition of movies by CCPL amounting to ₹1.33 million. CCPL was amalgamated with ILL by virtue of an order of the High Court dated March 13, 2007. JDPL filed a general application number 2045 of 2009 dated July 29, 2009 in the Suit to convert the suit for specific performance into a claim for damages simplicitor and to bring ILL on record instead of CCPL. The High Court *vide* its order dated February 24, 2011 allowed the same and directed ILL to file its written statement. Subsequently the CCPL obtained a certified copy of the Suit wherefrom it appeared that the amendments in the Suit had not been carried out. Consequently, JDPL filed another application bearing number G.A. No. 832 of 2013 for amendment of the Suit and the CCPL filed an application bearing number G.A. No. 850 of 2013 for dismissal of the Suit on the grounds that Suit is merely a counter blast and is not maintainable under civil procedure code. The Court *vide* order dated July 31, 2013 dismissed the application G.A. No. 832 of 2013. The matter is pending.
 5. Mr. Rajesh Vasantrao Ayare (the “**Plaintiff**”), an employee of TNN, a news channel, filed a suit bearing special civil suit number 713/03 before the Civil Judge (SD), Vadodara dated December 29, 2003 for compensation of ₹0.5 million along with interest of 12% from the date of filing the suit against ILL. Plaintiff and his cameraman alleged that they were manhandled by the security staff of ILL at Vadodara when they tried to enter the premises to cover the year end party. Plaintiff filed a suit, *inter alia*, for compensation for permanent disablement caused, medical treatment expenses, mental distress, shock. ILL filed written statement on April, 2004. The matter is pending.
 6. ILL received a notice dated February 18, 2011 along with a copy of the consumer complaint bearing number 33 of 2007 filed by Ms. Kanika Sharma and Mr. Atul Sharma (“**Complainants**”) before the District Consumer Court for deficiency in service and unfair trade practice by ILL at their multiplex, Royal Box of Kota. The Complainants in their complaint allege that when the seats were inclined, the screen was not completely visible. The Complainants demanded ₹0.01 million each as compensation and refund of the ticket price. The matter is pending.
 7. Pernod Ricard (I) Private Limited (“**Applicant**”) filed an application bearing O.R.A. No. 63 of 2011 dated February 21, 2011 before the Intellectual Property Appellate Board against ILL (“**Respondent 1**”) and the Registrar of Trade Marks (“**Respondent 2**”) (together referred to as the “**Respondents**”). The Applicant claims that they have been in continuous and commercial use of the trade mark ‘Fuel’ in

India and that the trade mark 'Fuel' now falls within the meaning of section 2 (1) (zg) of the Trade Marks Act, 1999. The Applicant further claims that they have applied for registration of the trade mark 'FUEL' in class 32 under application number 1363175 as on June 10, 2005 and the same is pending. Further the applicant has also filed applications for registration under class 33 bearing number 1363173 and 1406913 dated June 10, 2005 and December 16, 2005 respectively. Subsequently, the Applicant came to know about the impugned trade mark registration of Respondent 1 of 'REFUEL' in almost all the classes of Fourth Schedule including in class 33. Aggrieved, the Applicant has filed the present application praying that the Respondent 2 be directed to remove the trade mark registration number 1186629 in class 33 from the Register of Trade Marks and also for an order as to the costs of the proceedings. Subsequently, ILL filed a counter statement on October 24, 2011 denying the claims of the Applicant and prays that the application seeking rectification of ILL's registration under Class 33 be dismissed with cost. The matter is pending.

8. Pernod Ricard (I) Private Limited ("**Applicant**") filed an application O.R.A 76 of 2011 dated March 07, 2011 before the Intellectual Property Appellate Board against ILL ("**Respondent 1**") and the Registrar of Trade Marks ("**Respondent 2**") (together referred to as the "**Respondents**"). The Applicant claims that they have been in continuous and commercial use of the trade mark 'Fuel' in India and that the trade mark 'Fuel' now falls within the meaning of section 2 (1) (zg) of the Trade Marks Act, 1999. The Applicant further claims that they have applied for registration of the trade mark 'FUEL' in class 32 under application number 1363175 as on June 10, 2005 and the same is pending. Further the applicant has also filed applications for registration under class 33 bearing number 1363173 and 1406913 dated June 10, 2005 and December 16, 2005 respectively. Subsequently, the Applicant came to know about the impugned trade mark registration of Respondent 1 of "**REFUEL**" in almost all the classes of Fourth Schedule including in class 32. Aggrieved, the Applicant has filed the present application praying that the Respondent 2 be directed to remove the trade mark registration number 1186628 in class 32 from the Register of Trade Marks and also for an order as to the costs of the proceedings. Subsequently, ILL filed a counter statement on October 24, 2011 denying the claims of the Applicant and prays that the application seeking rectification of ILL's registration under Class 32 be dismissed with cost. The matter is pending.
9. Seagram India Private Limited ("**Applicant**") filed an opposition number BOM 228295 dated September 18, 2006 to an application number 1264409 in class 42 in the name of ILL before the Trade Mark Registry, Mumbai. The Applicant filed the notice to oppose the registration of trade mark/service mark 'REFUEL' in class 42 advertised under number 1264409 for retail outlets and departmental stores in Trade Mark Journal number 1335 dated October 15, 2005. The Applicant claims that the use of impugned trade mark 'REFUEL' by ILL is likely to cause confusion or deception amongst the consumers, particularly if used in relation to alcoholic and non alcoholic beverages. The Applicant hence prays that the impugned application be refused and cost of proceedings be awarded to the Applicant. Pernod Ricard India Private Limited (earlier known as Seagram India Private Limited) filed an interlocutory petition dated December 31, 2007 before the Registrar of Trade Mark praying that the name of the petitioner/opponent in the notice of opposition be changed to Pernod Ricard India Private Limited and to pass such other order as it may deem fit. The matter is pending.
10. Sanjay Products ("**Opponent**") has filed a notice of opposition dated June 21, 2004 before the Registrar of Trade Marks against application number 1186595 in class 31 filed by ILL. The Opponent claims that they have adopted the trade mark 'CHATAPATAZZ' for the confectionary goods in the year 1984 and since then used the trade mark. The Opponent further claims that appropriate application has been filed for registration of trademark. The Opponent also claims that the registration of the impugned trade mark in the name of ILL would be contrary to section 9, 11 and 18 of the Trade Mark Act, 1999. Hence the opponent prays that the impugned application may be rejected and costs be awarded to the Opponent. ILL has filed its counter statement dated August 21, 2007. The matter is pending.
11. Sanjay Products ("**Opponent**") has filed a notice of opposition dated June 21, 2004 before the Registrar of Trade Marks against application number 1186593 in class 29 filed by ILL. The Opponent claims that they have adopted the trade mark 'CHATAPATAZZ' for the confectionary goods in the year 1984 and since then used the trade mark. The Opponent further claims that appropriate application has been filed for registration of trademark. The Opponent also claims that the registration of the impugned trade mark in the name of ILL would be contrary to section 9, 11 and 18 of the Trade Mark Act, 1999. Hence the opponent prays that the impugned application may be rejected and costs be

- awarded to the Opponent. ILL has filed its counter statement dated August 21, 2007. The matter is pending.
12. Kantilal Karia and Company ("**Opponent**") has filed a notice of opposition dated May 18, 2004 ("**Notice**") before the Registrar of Trade Marks against application number 1186631 for trade mark 'REFUEL' in class 20 filed by IIL. The Opponent claims that they have adopted the trade mark 'FUEL' in the year 2002 and has been in use since then. The Opponent further claims that the trade mark 'REFUEL' for which the applicants are seeking registration under application number 1186631 is confusingly and deceptively similar to the reputed trade mark 'FUEL'. Hence aggrieved the Opponent has filed the Notice praying that the impugned application be refused and the Notice be allowed. ILL filed its counter statement dated February 7, 2005. The matter is pending.
 13. Kantilal Karia and Company ("**Opponent**") has filed a notice of opposition dated November 17, 2003 ("**Notice**") before the Registrar of Trade Marks against application number 1186624 for trade mark 'REFUEL' in class 28 filed by IIL. The Opponent claims that they have adopted the trade mark 'FUEL' in the year 2002 and has been in use since then. The Opponent further claims that the trade mark 'REFUEL' for which the applicants are seeking registration under application number 1186624 is confusingly and deceptively similar to the reputed trade mark 'FUEL'. Hence aggrieved the Opponent has filed the Notice praying that the impugned application be refused, the Notice be allowed and ILL be ordered to pay costs. ILL filed its counter statement dated April 27, 2004. The matter is pending.
 14. Kantilal Karia and Company ("**Opponent**") has filed a notice of opposition dated May 4, 2004 ("**Notice**") before the Registrar of Trade Marks against application number 1186611 for trade mark 'REFUEL' in class 14 filed by IIL. The Opponent claims that they have adopted the trade mark 'FUEL' in the year 2002 and has been in use since then. The Opponent further claims that the trade mark 'REFUEL' for which the applicants are seeking registration under application number 1186611 is confusingly and deceptively similar to the reputed trade mark 'FUEL'. Hence aggrieved the Opponent has filed the Notice praying that the impugned application be refused, the Notice be allowed and ILL be ordered to pay costs. ILL filed its counter statement dated December 22, 2004. The matter is pending.
 15. Kantilal Karia and Company ("**Opponent**") has filed a notice of opposition dated May 22, 2004 ("**Notice**") before the Registrar of Trade Marks against application number 1186613 for trade mark 'REFUEL' in class 16 filed by IIL. The Opponent claims that they have adopted the trade mark 'FUEL' in the year 2002 and has been in use since then. The Opponent further claims that the trade mark 'REFUEL' for which the applicants are seeking registration under application number 1186613 is confusingly and deceptively similar to the reputed trade mark 'FUEL'. Hence aggrieved the Opponent has filed the Notice praying that the impugned application be refused, the Notice be allowed and ILL be ordered to pay costs. ILL filed its counter statement dated February 7, 2005. The matter is pending.
 16. IPCA Laboratories Limited ("**Opponent**") has filed a notice of opposition dated May 6, 2004 ("**Notice**") before the Registrar of Trade Marks against application number 1126785 for trade mark 'INOX' in class 5 filed by ILL. The opponent claims that they have adopted and commenced the use of trade mark 'IMOX' in the year 1982 and have registered the same in the year 1986. The Opponent further claims that the trade mark 'INOX' for which the applicants are seeking registration under application number 1126785 is confusingly similar to the reputed trade mark 'IMOX'. Hence aggrieved the Opponent has filed the Notice praying that the impugned application be refused, the Notice be allowed and ILL be ordered to pay costs. ILL filed its reply dated December 22, 2004. The matter is pending.
 17. K Suresh Kumar ("**Complainant**") filed a consumer complaint number 96/2011 dated May 18, 2011 before the Alternate Consumer Dispute Redressal Cell against ILL. The Complainant alleges that he was cheated by the outer box office counter ticket issuer of ILL to take the ticket against the Complainant's will. Further, the Complainant claims that the food items are being sold at rates higher than the M.R.P. Aggrieved, the complainant filed the complaint praying for a refund of ₹5,000. The matter is pending.
 18. Mr. Surendra Kohli (the "**Complainant**") filed a consumer complainant bearing No. 1051 of 2010 ("**Complaint**") before the District Consumer Disputes Redressal Forum at Jaipur against ILL alleging that a rat bit him while he was watching a movie at INOX – Vaishali Nagar, Jaipur. The Complainant

further alleged that due to the rat bite he fell down rupturing his ligament. Aggrieved the Complainant filed the Complaint claiming compensation amounting to ₹0.08 million for expenditure incurred towards medical treatment, mental distress, shock, etc. ILL received a notice from District Consumer Disputes Redressal Forum demanding appearance on August 24, 2011. ILL filed its reply dated August 24, 2011. The matter is pending.

19. Sheikh Mohammed Shafi Qureshi (“**Complainant**”) has filed a consumer complaint bearing no 512 of 2012, dated December 22, 2012 (“**Consumer Complaint**”) (“**C**”), before the District Consumer Disputes Redressal Forum at Raipur (“**Consumer Court**”) against Coca Cola India Private Limited, Gurgaon, Haryana (“**Coca Cola**”), ILL, One97 Communications Limited, Noida, Uttar Pradesh (“**OCL**”) and Thomas Cook India Limited, Gurgaon, Haryana (“**Thomas Cook**”) (together referred to as “**the Respondents**” claiming *inter alia* compensation amounting to ₹0.22 million on account of deficiency of services. The Complainant *vide* communication dated October 19, 2012 (“**Communication**”) stated that Coca Cola and ILL had floated a scheme in participating multiplexes of ILL all over India, called ‘Refreshing the Olympic Spirit Offer’ which provided an opportunity to consumers to watch the 2012 London Olympics through a contest and lucky draw (“**the Scheme**”). The Complainant had been selected pursuant to the Scheme. The Complainant was however unable to avail of the Scheme on account of his visa application being rejected. The Complainant in his Communication claimed compensation from Coca Cola, ILL and OCL for the mental agony, financial loss and physical stress suffered by him. ILL filed its written statement, seeking dismissal of the Consumer Complaint with costs. The Consumer Court *vide* its order dated March 29, 2014 (“**Order**”) directed the Respondents to pay a sum of ₹0.02 million along with interest, ₹0.20 million and ₹0.01 million towards mental harassment and litigations expenses to the Complainant. Being aggrieved by the Order, ILL preferred First Appeal bearing number 300 of 2014 dated April 24, 2014 before the State Consumer Disputes Redressal Commission, Raipur (“**State Commission**”), praying that the State Commission be pleased to set aside the Order. The matter is pending.
20. ILL filed a writ petition dated May 14, 2012 (“**Petition**”) before the High Court of Judicature at Allahabad, Lucknow (“**High Court**”) against State of Uttar Pradesh (“**Respondent 1**”), Additional District Magistrate (Finance and Revenue), Lucknow (“**Respondent 2**”), Deputy Inspector General (Registration), Lucknow (“**Respondent 3**”), M/s Amrit Bottlers Private Limited (“**Respondent 4**”) (together referred to as the “**Respondents**”). ILL had entered into an agreement with M/s Amrit Bottlers Private limited (“**Amrit Bottlers**”) for the purpose of running of multiplex cinema theatre in River side Mall (a mall constructed by Amrit Bottlers on the land taken on lease by Amrit Bottlers from Lucknow Development Authority for a period of 90 years, pursuant to a free hold deed dated October 7, 2001). Subsequently, Lucknow Development Authority submitted a report stating therein that the leave and license agreement had been deficiently stamped for the value of ₹9.4 million and on the basis of the said report a stamp case bearing number 687 of 2008, under section 47A/33 of the Indian Stamp Act, was registered and a notice dated June 24, 2011 was issued to ILL. ILL *vide* its reply stated that the agreement dated December 8, 2006 between ILL and Amrit Bottlers cannot be termed as lease agreement. Subsequently, Respondent 2 *vide* order dated December 29, 2011 (“**Order**”) held that the agreement entered into between ILL and Amrit Bottlers is a lease agreement and an amount of ₹8.79 million has been less paid on the said document and also imposed exorbitant penalty of 200 % i.e. ₹17.59 million. Aggrieved, ILL filed a writ petition bearing number 1306 (M/S) of 2012 before the High Court. The High Court *vide* order dated March 12, 2012 (“**Order 1**”) disposed of the writ petition directing ILL to avail the alternate remedy by filing appeal under section 56 of the Indian Stamp Act, 1899. As per the direction of High Court, ILL preferred an appeal before the Board of Revenue against the Order and also filed an application for stay of recovery proceedings. ILL has also filed an application for furnishing the bank guarantee of 1/3rd of the disputed amount i.e. ₹2.93 million. Subsequently, the Board of Revenue by its order dated April 9, 2012 (“**Order 2**”) admitted the appeal but however refused to grant any order of stay of the recovery proceedings. Aggrieved, ILL filed the Petition, praying for quashing of Order 2. The High Court *vide* its order dated May 16, 2012 (“**Order 3**”) granted stay of Order and also remanded the matter back to Board of Revenue for deciding the same on merits.

The matter thereafter was kept before the Board of revenue as per Order 3. The Board of Revenue by its order dated October 18, 2012 (“**Order 4**”) directed the payment of the deficient stamp amount of ₹8.79 million along with penalty amount of ₹17.59 million without considering the submission of ILL.

Aggrieved, ILL filed a writ petition number 842 of 2013 dated January 2013, wherein the High Court

by its order dated February 6, 2013 set aside the Order 4 and directed the appellate authority to reconsider the appeal in accordance with law and also stayed the Order till the disposal of the appeal. The matter is pending before the Board of Revenue.

21. Hemant Gajraj (“Complainant”) files a consumer complaint bearing number 72 of 2013 dated December 13, 2012 (“Complaint”) before the District Consumer Protection Forum, Jaipur against ILL alleging deficiency in service at their multiplex, INOX Cinema, Vaibhav Complex, Vaishali Nagar, Jaipur. The Complainants in their complaint alleged that, he along with his 3 friends went to watch a movie and one of the seat occupied by the Complainant was totally broken and inspite of his repeated request the seat was neither replaced nor was he allotted substitute place to sit and therefore he had no other option but to watch movie by resting on the very same broken seat which resulted in him having severe back pain and for which he had to undergo medical treatment for seven days. The Complainants demanded ₹0.16 million as compensation. The matter is pending.
22. Archana Shah (“Complainant”) filed a consumer complaint bearing number 1216 of 2012 (“Complaint”) against ILL before the District Consumer Dispute Redressal Forum, Indore for deficiency in service by ILL at their multiplex, INOX Cinema, Central Mall, Indore. Complainant in her Complaint alleged that she was charged extra for the movie ticket she had purchased. Aggrieved the Complaint has filed the Complaint praying for an amount of ₹0.02 million as compensation. The matter is pending.
23. Ram Pratap Singh, owner of Shail Food (Food Kiosk Operator at Faridabad Multiplex) has filed a civil suit before the Court of Civil Judge (Senior Division) Faridabad (Haryana) against ILL for declaring the termination notice dated March 31, 2013 as illegal, a decree of permanent injunction restraining the defendants from interfering in the smooth business of his food counter, a decree of mandatory injunction directing the defendants to withdraw the termination notice dated March 31, 2013. ILL has filed its written statement and the matter is pending.
24. Ram Pratap Singh, owner of Shail Food (Food Kiosk Operator at Faridabad Multiplex) (“**Plaintiff**”) has filed a civil suit before the Court of Civil Judge (Senior Division) Faridabad (Haryana) (“**Court**”) against ILL and its employees for declaring the termination notice dated September 19, 2013 as illegal. The suit has been filed praying for a decree of permanent injunction restraining the defendants from interfering in the smooth business of his food counter and a decree of mandatory injunction directing the defendants to withdraw the termination notice dated September 19, 2013. Subsequently the Court *vide* interim order dated October 17, 2013 held that ILL be restrained from evicting the Plaintiff from the premises except in due course of law till the disposal of the suit. The matter is pending.
25. Ram Partap Singh, owner of Shail Food (Food Kiosk Operator at Faridabad Multiplex) has filed an application dated May before the Civil Judge, Faridabad (Haryana) against ILL under Order 39 Rule 2-A of Civil Procedure Code read with Section 151 of Civil Procedure Code and Section 2(b) of Contempt of Courts Act for initiating contempt proceedings against ILL and its employees for violating the order dated October 17, 2013. The matter is pending.
26. Sunil Prem Lalla has filed a public interest litigation dated May 8, 2013 (“PIL”) before the High Court of Judicature, Bombay (“High Court”) against the refusal on the part of the state to take appropriate action/proceedings against cinema houses and online ticket booking websites for unauthorized charging of internet handling fee/ convenience fee/ service fee for online booking of cinema tickets when such a fee is prohibited by the government by and under the government order no. ENT 2013/P.K. 91/T-1 dated April 4, 2013 issued by the Government of Maharashtra, Revenue and Forest Department. The PIL was filed praying inter-alia for issuance of a writ of mandamus or any other appropriate writ, order and direction directing the state to take appropriate action to ensure that the practice prevalent amongst cinema houses and online ticket booking websites of charging internet handling fee/ service fee for online booking of cinema tickets, stops immediately etc. ILL has filed its Affidavit in Reply. The matter is pending.
27. Mr. Pariwesh Piyush (“**Complainant**”) filed a consumer complaint bearing number CC. No. 378 of 2013 dated September 12, 2013 before District Consumer Forum at Udaipur , Rajasthan, against ILL for selling mineral water at higher MRP at INOX Multiplex Theatre, Udaipur. Complainant alleged deficiency of service and unfair trade practice by ILL and has demanded a total compensation of ₹0.05 million and the cost of the complaint for inconvenience caused. The matter is pending.

28. Jet Co. (“**Complainant**”) has filed a criminal complaint bearing no. 110/13 of 2013 (“**Complaint**” before the court of the Additional Chief Judicial Magistrate at Sealdah against (1) Inox Leisure Limited (2) Mr. Alok Tandon – Chief Executive Officer (3) Mr. Somnath Ghosh (the ex. Assistant Manager, Information Technology and (4) Mr. Subhasish Ganguly (Regional Director) (together referred to as the “**Accused**”). The Complaint was filed to refer the Complaint to the Phool Bagan Police Station to investigate the matter and to take necessary action against the Accused, as the Accused have failed and neglected to pay the due amount of ₹0.47 million to the Complainant in respect of supply of computers, Ups, Rack, Lan Peripherals etc. The matter is pending.
29. Mr. N. Murugesan (“**Complainant**”) filed a consumer complaint bearing number CC. No.84 of 2014 dated April 21, 2014 (“**Complaint**”) before District Consumer Disputes Redressal Forum, Madurai against M/s Hindustan Coco-Cola Beverages Private Limited and ILL (together referred to as “**Accused**”) for selling one litre ‘KINLEY’ water bottle at higher MRP in INOX Multiplex Theatre situated at Vishaal De Mall, 313, Gokhale Road, Madurai. Complainant alleged unfair trade practice by the Accused. The Complainant has demanded a total compensation of ₹0.10 million and the cost of the Complaint for inconvenience caused. Subsequently, ILL has filed its reply on December 17, 2014 praying the dismissal of complaint. The matter is pending.
30. Jagrut Nagrik (“Complainant - 1”) & Trupti S. Parikh (“Complainant - 2”) filed a consumer complaint number 335/2011 before the Vadodara District Disputes Redressal Forum against ILL. The Complainant -2 alleges that she went to watch a movie in INOX multiplex situated near Indraprastha, Ellora Park, Vadodara and while admitting to the multiplex she was informed by the security, not to carry any luggage including water bottle inside the multiplex and she was also informed that free water is available inside the multiplex lobby. During the interval she searched for the free water however she was informed that free water is not available & she was asked to buy the mineral water from the counter & at the relevant time she found that ILL is selling the mineral water at rates higher than the M. R. P. She was also insisted to buy the food from the counter inside the multiplex. Thus being cheated by ILL she approached Complainant – 1 and thus in turn Complainant – 1 and Complainant – 2 filed the complaint against ILL praying for a refund of ticket amount and ₹5,000. The matter is pending.
31. Mr. Anand Pareek (“Complainant”) filed a consumer complaint bearing number CC. No. 1030 of 2014 (“Complaint”) before the District Forum, Consumer Protection, Jaipur (First) at Jaipur against ILL for deficiency of service, alleging that the seat allotted to the Complainant was wet which caused inconvenience at INOX Multiplex Theatre, Jaipur. Complainant has demanded a total compensation of ₹0.13 million and the cost of the complaint for inconvenience caused. The matter is pending.
32. Mr. Devendra Kumar Sahasi (“Complainant”) filed a consumer complaint bearing number CC. No. 128 of 2014 dated May 26, 2014 before the Court of District Consumer Dispute Redressal Forum at Bhubaneswar, against ILL for alleged cancellation of show of movie ‘Hasee Toh Phasee’ at INOX Multiplex Theatre, Bhubaneswar. Complainant alleged deficiency of service by ILL. Complainant has demanded a total compensation of ₹0.01 million for inconvenience, refund the cost of ticket and pay the cost of the complaint. The matter is pending.
33. Fame India received statements of claims of various employees filed through ‘Akhil Gujarat General Labour’ (“**Union**”) before the labour court Anand, for reinstatement & re-employment, the details of the same areas under:

Sr. No.	Name of the employee	Reference case no.	Court
1	Mukeshbhai P. Mahida	Ref. (L.C.A.) No.48/2012	Labour Court, Anand
2	Sakirmiya S. Thakor	Ref. (L.C.A.) No.50/2012	Labour Court, Anand
3	Ajitbhai B. Chaudhari	Ref. (L.C.A.) No.51/2012	Labour Court, Anand
4	Varshaben R. Jain	Ref. (L.C.A.) No.51/2012	Labour Court, Anand
5	Rameshbhai R. Parmar	Ref. (L.C.A.) No.52/2012	Labour Court, Anand
6	Rasikbhai R. Makwana	Ref. (L.C.A.) No.53/2013	Labour Court, Anand
7	Rajendrabhai R. Parmar	Ref. (L.C.A.) No.54/2013	Labour Court, Anand
8	Abid U. Kureshi	Ref. (L.C.A.) No.55/2012	Labour Court, Anand

Fame India filed reply on January 9, 2014 denying all the claims in respect of 6 employees except

Ajitbhai B. Chaudhari and Varshaben R. Jain and again filed another reply in respect of Ajitbhai B. Chaudhari and Varshaben R. Jain, on April 9, 2014. Subsequently, on May 21, 2014, the Union has submitted revised statement of claims on behalf all the above employees including Manishaben V. Vanker with reference number (L.C.A.) No.49/2012 for praying dismissal of decision of termination of employees from job and subsequent to name change, ILL has been added as third party. On July 23, 2014 ILL filed revised reply accepting the reply filed by Fame India. The matter is pending.

34. Mr. K J Saravanan (“**Plaintiff**”) has filed a writ petition bearing number 4349 of 2014 (“Writ Petition”) before the High Court of Judicature, Madras (“**Court**”) against ILL. Plaintiff watched movie Kayal and paid ₹120 for an exempted movie and was denied the benefit of tax exemption. Thus, Plaintiff filed a Writ Petition praying a writ of certiorari, calling for the records relating to circular dated May 6, 2014 which states that theatre owner should not collect entertainment tax in case of exempted movies and to quash the circular and direct secretary to the Government of Tamil Nadu Home (Cinema Department) to fix the rate of tickets for admission in each class in each theatre within the state of Tamil Nadu such that the admission rate prescribed is inclusive of entertainment tax and consequently when the tax is exempted, the reduced price of admission after giving the benefit of tax exemption should be printed on the tickets and ensure that theatre owner reduce the price charged on the consumer proportionate to the exempted tax amount. The matter is pending.

Tax Litigations

35. The Directorate General of Central Excise Intelligence (“**DGCEI**”) initiated enquiry on payment of architect fee to foreign architects by ILL and receipt of pouring and signing fee from Coca Cola India Private Limited (“**CC IPL**”), during the year 2007. During the course of investigation, ILL deposited a sum of ₹1.42 million, which includes ₹1.07 million towards service tax on architect fee and ₹0.35 million towards interest *vide* challan dated 28 April 2007 for the period from 2002-2003 to 2004-2005. On completion of the investigation, ILL was served a show cause notice F. No. DGCEI/MZU/I&IS'D/12(4)102/2007/7054 dated October 6, 2008 (“**Notice 1**”) alleging that signing fee and pouring fee were taxable under the business auxiliary services (“**BAS**”), and that ILL was liable to pay service tax on import of architect service. ILL was asked to show cause to the Commissioner of Service Tax, Mumbai as to why, *inter alia*, service tax should not be demanded on BAS and architect services. Subsequently, ILL was served one more show cause notice F.No. ST/MUM/DIV.III/GR-I/INOX/08 dated 23 July 2009 by the Commissioner of Service Tax, Mumbai (“**Notice 2**”) demanding service tax on pouring fee received by ILL during the financial year 2008-09.

ILL submitted detailed reply to both Notice 1 and Notice 2, and also appeared for personal hearing before the Commissioner of Service Tax, Mumbai (“**Adjudicating Authority**”). The Adjudicating Authority passed a common order-in-original number 39-40/STC-I/BR/10-11 (“**Order**”) dated January 18, 2011 for both Notice 1 and Notice 2, wherein the learned Commissioner has confirmed the demand of service tax of ₹5.42 million on signing fee, pouring fee and architect services and also levied penalty under section 76, 77 and 78 of the Finance Act. On April 27, 2011 ILL has filed an appeal at Customs Excise and Service Tax Appellate Tribunal (“**CESTAT**”). The CESTAT *vide* order dated February 2, 2012 waived the requirement of pre-deposit of balance amount of service tax, interest and various penalties, considering the fact that out of a total demand of ₹5.42 million, ILL has already paid a sum of ₹1.42 million and stayed the recovery of the demand. The matter is pending.

36. The Deputy Commissioner of Income Tax, Circle 1-(2) (“**Assessing Officer**”), Baroda has filed an appeal number 441/Ahd/2010 dated February 10, 2010 (“**Appeal**”) before the Income Tax Appellate Tribunal, Ahmedabad (“**ITAT**”) for setting aside the order of Commissioner of Income Tax (Appeals) I, Baroda (“**CIT (A)**”) and for restoring the order passed by the Assessment Officer in respect of assessment year 2006-2007. ILL had filed revised return of income on February 01, 2008 declaring income of ₹56.79 million and deemed income under section 115JB at ₹198.17 million. The Assessing Officer *vide* assessment order dated December 29, 2008 passed under section 143 (3) of the Income Tax Act computed the total income as ₹96.77 million and deemed income under section 115JB at ₹198.17 million. Further, a demand notice was issued demanding payment of ₹5.73 million. Subsequently, the CIT (A) *vide* order dated October 27, 2009 partly allowed the appeal filed by ILL against the assessment order dated December 31, 2007. Aggrieved, the Assessing Officer has filed the present appeal *inter alia* on the ground that the CIT (A) erred, in deleting addition of ₹146.89 million on account of treating the entertainment tax as revenue receipt as against the claim as capital receipt. Subsequently, the Assessing Officer *vide* authorization memo dated December 11, 2012 raised an

additional ground of appeal before the ITAT stating that the CIT (A) erred in not appreciating the fact that even though ILL has claimed the entertainment tax subsidy as capital receipt during the year, it has not reduced the value of the receipt from the cost of assets in view of explanation X of section 43 (1) of the Income Tax Act. ITAT *vide* order dated August 05, 2014 dismissed the Appeal.

37. The Deputy Commissioner of Income Tax, Circle 1-(2) (“**Assessing Officer**”), Baroda has filed an appeal number 1097/Ahd/2010 dated April 7, 2010 (“**Appeal**”) before the Income Tax Appellate Tribunal, Ahmedabad (“**ITAT**”) for setting aside the order of Commissioner of Income Tax (Appeals) I, Baroda (“**CIT (A)**”) in respect of assessment year 2007-2008. ILL had filed a revised return of income on March 30, 2009 declaring income of ₹19.17 million and deemed income under section 115JB at ₹30.08 million. The Deputy Commissioner of Income Tax, Circle 1-(2), Baroda *vide* assessment order dated October 21, 2009 passed under section 143 (3) of the Income Tax Act computed the total income as ₹211.10 million. Further, a demand notice was issued demanding payment of ₹31.63 million. Subsequently, the CIT (A) *vide* order dated December 30, 2009 partly allowed the appeal filed by ILL against the assessment order dated October 21, 2009. Aggrieved, the Assessing Officer has filed Appeal *inter alia* on the ground that the CIT (A) erred, in deleting addition of ₹167.76 million on account of treating the entertainment tax as revenue receipt as against the claim as capital receipt and direction to allow deduction under section 80 IB as claimed by ILL. Subsequently, the Assessing Officer *vide* authorisation memo dated December 11, 2012 raised an additional ground of appeal before the ITAT stating that the CIT (A) erred in not appreciating the fact that even though ILL has claimed the entertainment tax subsidy as capital receipt during the year, it has not reduced the value of the receipt from the cost of assets in view of explanation X of section 43 (1) of the Income Tax Act. ITAT *vide* order dated August 05, 2014 partly allowed for statistical purpose. The matter is pending.
38. Commissioner of Service Tax, Kolkata filed an appeal bearing number V/(30) 424/Inx-Appeal/ST/T&R/Kol/11/26254 dated December 14, 2011 before the Customs Excise and Service Tax Appellate Tribunal (“**CESTAT**”) against order bearing number 286/ST/Kol/2011 dated September 9, 2011 (“**Order 1**”) passed by the Commissioner of Central Excise (Appeals-I). ILL was charged service tax by its landlord Wellside Infrastructure Private Limited for the premises rented by them at City Centre, Salt Lake City, Kolkatta. The service tax collected by the landlord from ILL was paid to the Central Government. ILL filed a refund application of ₹0.30 million to the Deputy Commissioner, DIV-II, Service Tax Commissionerate, Kolkata on May 11, 2009. The Deputy Commissioner *vide* its order bearing C.No.V(18)82/Refund/D-II/ST/Kol/2009/6071 dated July 15, 2009 (“**Order**”) rejected the refund claim stating that the landlord had earlier made a similar claim for refund which was being dealt separately by the department. Aggrieved, ILL filed an appeal bearing stamp number 214/KOI/09/3764 dated September 16, 2011 before the Commissioner of Central Excise (Appeals-I) against the Order. The Commissioner of Central Excise (Appeals-I) *vide* Order 1 remanded the case back to Deputy Commissioner, DIV-II, Service Tax Commissionerate, Kolkata to decide the matter afresh. Aggrieved by Order 1, ILL filed the Appeal praying that the CESTAT be pleased to determine whether the decision of the Commissioner (Appeal) remanding the case to the original authority for a fresh order is legal and proper and for passing such order as it may deem fit. The matter is pending before the CESTAT.
39. ILL received an assessment order dated June 18, 2009 bearing no. POL/MNR/WS/2054 to 2058, issued by the Designated Officer and Extra Chitnis, Office of the Collector of Entertainment Tax, Bharuch (“**Assessment Order**”) for the multiplex cinema theatre of ILL located at Bharuch, Gujarat. Under the Assessment Order, the Designated Officer and Extra Chitnis made an assessment of the service charge amount collected by ILL during February 24, 2006 to February 04, 2009 (“**Period**”) and ILL was called upon to make a payment of ₹1.92 million (its share in the total service liability of ₹3.87 million) within 14 days of receipt of the Assessment Order. ILL challenged the Assessment Order by filing an appeal no. 7 of 2009 (“**Appeal**”) before the Entertainment Tax Collector & District Magistrate, Bharuch praying to set aside the Assessment Order. The Entertainment Tax Collector & District Magistrate, Bharuch *vide* order dated July 3, 2010 (“**Order**”) rejected the Appeal. ILL has filed a revision application no. 14 of 2011 on August 16, 2010 (“**Revision Application**”) before the Secretary, Information and Broadcasting Department, Gandhinagar against the Assessment Order and Order. The Commissioner, Entertainment Tax, *vide* order dated September 11, 2012 rejected the Revision Application and directed ILL to deposit ₹3.87 million. Aggrieved, ILL has preferred an appeal bearing special civil application no. 13434 of 2012 before the High Court of Gujarat at Ahmedabad (“**Gujarat High Court**”). Subsequently, the Gujarat High Court passed an interim order dated October 8, 2012,

directing ILL to deposit 50% (fifty percent) of amount within 30 (thirty) days. ILL has complied with the directions and accordingly deposited ₹1.93 million *vide* challan dated October 31, 2012. The matter is pending before the Gujarat High Court.

40. ILL has filed a writ petition bearing no 981 of 2013, on January 21 2013 (“**Writ Petition**”) before the High Court of Madhya Pradesh, principal seat at Jabalpur Bench at Indore (“**Madhya Pradesh High Court**”), against the State of Madhya Pradesh, through its Principal Secretary, Commercial Tax Department), the Commissioner, Commercial Tax Department, the Assistant Commissioner, Commercial Tax Department, Division - 1 (“**Assistant Commissioner**”) and the Commercial Tax Officer, Professional Tax Circle (Acting as Recovery Officer under the Madhya Pradesh Land Revenue Code, 1956 (“**Respondents**”) under Article 226 of the Constitution of India, 1940, the Madhya Pradesh Entertainment Duty and Tax Act 1936 (“**MP Entertainment Duty Act**”) and the Madhya Pradesh Vilasita Manoranjan, Amod Evam Vigyapan Kar Adhinyam, 2011. ILL has been operating multiplexes in Sapna Sangeeta and Central Mall in Indore, Madhya Pradesh (“**Units**”) since February 2006. Entertainment duty is payable in Madhya Pradesh under the MP Entertainment Duty Act, on the fees charged and collected by multiplex operators from its patron, for entertainment. Certain concessions including *inter alia* exemption from levy of entertainment duty (“**Exemption**”), was provided by the Government of Madhya Pradesh, to multiplex operators, *vide* its policy (effective from October 25, 2001) on Integrated Family Entertainment Multiplex Centres (Multiplex Complexes) (“**Multiplex Policy**”). The Multiplex Policy was effectuated in the state of Madhya Pradesh *vide* 2 (two) notifications dated October 25, 2001 and October 7, 2008, subject to certain conditions. ILL had availed of and was granted such Exemption post 2006 and 2010 for the Units and accordingly did not deposit entertainment duty thereafter. It was however alleged, pursuant to inspections of the Units by the Value Added Tax Department that, despite claiming the Exemption, ILL had been collecting entertainment duty and had not paid the same to the Commercial Tax Department. The Assistant Commissioner *vide* its demand notice dated December 21, 2012 bearing no. 3470 demanded payment of ₹54.30 million (“**Demand Amount**”) as and by way of entertainment duty for the period starting February 2006 to March 2011 for ILL’s Units (“**Order 1**”). An application was filed by ILL dated December 27 2012 seeking setting aside of Order 1, dropping of the demand and assessment be conducted as per the provisions of law and by giving ILL a reasonable opportunity of being heard, which was rejected by the Assistant Commissioner, by its order dated January 3, 2013 (“**Order 2**”). Consequently a recovery notice for the Demand Amount was issued by the Assistant Commissioner on January 4, 2013 (“**Recovery Notice**”). The Writ Petition was filed by ILL challenging Order 1, Order 2 and the Recovery Notice, seeking *inter alia* (a) issuance of the a writ, order or direction in the nature of the writ of certiorari or any other direction for quashing and setting aside Order 1, Order 2 and the Recovery Notice; (b) issuance of a writ of mandamus or any other order or direction directing the Respondents from taking any measures or steps including recovery pursuant to Order 1, Order 2 and the Recovery Notice; and (c) interim order in the nature of stay of operation and / or implementation of Order 1, Order 2 and Recovery Notice and restraining the Respondents from initiating recovery of the entertainment duty or taking any steps pursuant to Order 1, Order 2 and Recovery Notice. By order dated January 22, 2013 the Madhya Pradesh High Court set aside the order dated December 21, 2012 and further ordered the Respondents to provide the documents to ILL and remanded the case back to the Assistant Commissioner to take a fresh decision and pass a speaking order (“**High Court Order**”). ILL on February 4, 2013 filed its objections / written submissions against the High Court Order, seeking *inter alia*, that (a) the Commercial Tax Department should drop the proceedings against ILL as it did not have jurisdiction over the matter; (b) the proceedings are void; (c) the specific documents based on which the allegations against ILL were made be made available to ILL, ILL be given a reasonable and proper opportunity to respond to these allegations and be given an opportunity of being heard. ILL on March 4, 2013 received a fresh query from the Assistant Commissioner questioning the basis on which ILL entitled to the exemption from payment of entertainment duty as such exemption is in the name of Entertainment World Developers Private Limited, Treasure Island Multiplex (“**Fresh Order Sheet**”). ILL has filed its objections / written submissions against the Fresh Order Sheet dated March 25, 2013 seeking *inter alia* (a) dropping of the proceedings by the Assistant Commissioner under the Fresh Order Sheet; (b) basis for the Assistant Commissioner’s power to review the exemption from payment of entertainment duty granted to ILL; and (c) speaking order be passed by the Assistant Commissioner on the objection under the Fresh Order Sheet before proceeding with the matter. The Assistant Commissioner *vide* its order dated June 25, 2013 (“**Order 3**”) has ordered ILL to pay an amount of ₹54.30 million towards entertainment tax within 30 days from the date of the said order. Aggrieved by Order 3, ILL has filed a writ petition number 8776/2013 dated July 16, 2013 (“**Petition**”) before the High Court of Madhya Pradesh praying that the court be please to inter-alia issue a writ in

the nature of certiorari or other appropriate writ/order quashing and setting aside Order 3 along with recovery notice dated June 25, 2013 and for interim relief seeking stay of Order 3 and recovery notice till disposal of writ petition. The Madhya Pradesh High Court *vide* its interim order dated July 25, 2013 directed the Respondents not to take any coercive action in pursuance to the order dated April 18, 2013. The matter is pending.

41. ILL filed an application for entertainment tax refund subsidy for the period from April 1, 2011 to March 31, 2011 for an amount aggregating to ₹9.40 million. Subsequently the Upper Commissioner Bewrage, Raipur *vide* order dated March 30, 2013 (“**Order**”) rejected the application for entertainment tax refund subsidy. Aggrieved, ILL filed a writ petition bearing number 80 of 2013 dated August 30, 2013 (“**Petition**”) before the High Court of Chhattisgarh at Bilaspur (“**High Court**”). The Petition was filed praying inter-alia for a writ of certiorari to call upon the State of Chhattisgarh, the Excise Commissioner and the Collector Cum District Magistrate (together referred to as the “**Respondents**”) to produce before the High Court records pertaining to ILL, so that justice is done to ILL by quashing the Order; a writ of mandamus be issued to the Respondents commanding them to refund and disburse to ILL the subsidy of ₹9.74 million for the period from April 01, 2010 to March 31, 2011 as subsidy along with interest at the rate of 18% per annum till the date of disbursement. The matter is pending.
42. The Deputy Commissioner of Income Tax, Circle 1-(2) (“Assessing Officer”), Baroda has filed an appeal number 523/Ahd2012 dated December 5, 2011 before the Income Tax Appellate Tribunal, Ahmedabad for setting aside the order of Commissioner of Income Tax (Appeals) I, Baroda (“CIT (A)”) in respect of assessment year 2008-2009. ILL had filed a revised return of income on March 12, 2010 declaring income as Nil and deemed income under section 115JB at ₹328.46 million. The Assessment Officer *vide* assessment order dated August 31, 2010 passed under Section 143 (3) of the Income Tax Act computed the total income as Nil and the book profit as ₹328.46 million. Subsequently, the CIT (A) *vide* order dated December 5, 2011 partly allowed the appeal filed by ILL against the assessment order dated October 21, 2009. Aggrieved, the Deputy Assessing Officer has filed the present appeal *inter alia* on the ground that the CIT (A) erred, in deleting addition of ₹152.73 million on account of treating the entertainment tax as revenue receipt as against the claim as capital receipt and deletion of disallowance of ₹6.93 million pertaining to print expenses. The matter is pending.
43. The Deputy Commissioner of Income Tax, Circle 1-(2) (“Assessing Officer”), Baroda has filed an appeal number 2522/Ahd2012 dated August 22, 2012 before the Income Tax Appellate Tribunal, Ahmedabad for setting aside the order of Commissioner of Income Tax (Appeals) I, Baroda (“CIT (A)”) in respect of assessment year 2009-2010. ILL had filed a revised return of income on September 22, 2010 declaring total loss of ₹549.47 lacs and deemed income under section 115JB at ₹328.46 million. The Assessment Officer *vide* assessment order dated August 31, 2010 passed under Section 143 (3) of the Income Tax Act computed the total income as Nil and the book profit as ₹199.99 million. Subsequently, the CIT (A) *vide* order dated August 22, 2012 partly allowed the appeal filed by ILL against the assessment order dated October 21, 2009. Aggrieved, the Deputy Assessing Officer has filed the present appeal *inter alia* on the ground that the CIT (A) erred, in deleting addition pertaining to Entertainment Tax subsidy of ₹104.46 million on August 22, 2012. The matter is pending.
44. Commissioner of Central Excise and Service Tax-Jaipur (“**Authority**”) has filed an appeal bearing number ST/51118/2014-ST [SM] dated February 18, 2014 (“**Appeal**”) before the Customs, Excise and Service Tax Appellate Tribunal (“**CESTAT**”) against the order dated October 28, 2013 (“**Order**”) passed by the Commissioner of Customs, Central Excise (appeals)-I. The Appeal was filed *inter-alia* on the ground that the Commissioner of Customs, Central Excise (appeals)-I erred in setting aside the demand of ₹1.17 million pertaining to disallowance of cenvat credit of input services used exclusively in provision of exempted output services viz., “Movie Theater Operation” for the period July 01, 2006 to September 30, 2009 as the same are not admissible to the assessee under Rule 2(1) and 6(1) of the Cenvat Credit Rules, 2004 and the interest and penalties arising thereon under section 76 and 78. The Appeal was filed praying the CESTAT be pleased to set aside the Order. The matter is pending.
45. The Commissioner of Income Tax has filed a special leave petition bearing number CC 15773/13 (“**Petition**”) before the Supreme Court of India (“**Supreme Court**”) against the order dated January 08, 2013 (“**Order**”) of High Court of Gujarat in income tax appeal number 167 of 2012 for the assessment year 2003-2004. The Appeal was filed inter-alia on the grounds that the High court erred in holding that the object of subsidy was to promote construction of multiplex theater complexes and therefore,

the receipt of subsidy, even though not meant for repaying the loan taken for construction of multiplexes, would be on capital account. The Petition was filed seeking grant of special leave to appeal against the Order and for interim stay of the Order. The matter is pending.

46. The Deputy Commissioner of Income Tax has filed a special leave petition bearing number CC 19599/13 (“**Petition**”) before the Supreme Court of India (“**Supreme Court**”) against the order dated January 08, 2013 (“**Order**”) of High Court of Gujarat in income tax appeal number 168 of 2012 for the assessment year 2004-2005. The Appeal was filed inter-alia on the grounds that the High court erred in holding that the entertainment tax exemption in respect of various multiplexes is a capital receipt, not eligible to tax without appreciating the fact that the subsidy received by the assessee was after the completion of the cinema house and commencement of operation and used entirely for the business operation and therefore revenue in nature. The Petition was filed seeking grant of special leave to appeal against the Order and for interim stay of the Order. The matter is pending.
47. The Deputy Commissioner of Income Tax has filed a special leave petition bearing number CC 13881/13 (“**Petition**”) before the Supreme Court of India (“**Supreme Court**”) against the order dated January 08, 2013 (“**Order**”) of High Court of Gujarat in income tax appeal number 169 of 2012 for the assessment year 2005-2006. The Appeal was filed inter-alia on the grounds that the High court erred in holding that the entertainment tax exemption in respect of various multiplexes is a capital receipt, not eligible to tax without appreciating the fact that the subsidy received by the assessee was after the completion of the cinema house and commencement of operation and used entirely for the business operation and therefore revenue in nature. The Petition was filed seeking grant of special leave to appeal against the Order and for interim stay of the Order. The matter is pending.
48. ILL filed an appeal dated March 28, 2013 (“**Appeal**”) before the Commissioner of Income Tax (Appeals) against the assessment order dated February 26, 2013 (“**Assessment Order**”) passed by the Deputy Commissioner of Income Tax, Circle 1-(2), Baroda (“**Assessment Officer**”) in respect of assessment year 2010-2011. ILL had filed a revised return of income on September 30, 2012 declaring income as Nil and deemed income under section 115JB at ₹184.87 million. The Assessment Officer *vide* Assessment Order passed under section 143 (3) of the Income Tax Act (“**Act**”) computed the total income as ₹116.96 million and the book profit as ₹184.87 million. Aggrieved, ILL has filed the Appeal *inter alia* on the grounds that the Assessing Officer erred in, not excluding the amount of ₹106.99 million being incentive by way of exemption from entertainment tax, from total income, not allowing deduction for the amount of ₹1.62 million being remuneration to employees by way of employee’s stock option plan and disallowing ₹8.36 million under section 14A of the Act. CIT (A) *vide* order dated February 17, 2014 partly allowed the Appeal. Aggrieved, ILL filed an appeal No 1378/Ahd-2014 before ITAT, Ahmedabad inter-alia on the ground that the CIT (A) erred, in affirming the disallowance of ₹8.36 million under section 14A and non-exclusion of ₹5.73 million being incentive by way of exemption from entertainment tax in respect of Multiplex at Crystal Palm- Jaipur, from total income. The matter is pending.
49. On January 19, 2015 ILL received notice under section 263 of the Act to show cause as to why the assessment made by the Assessment Officer should not be enhanced or cancelled with a direction to make fresh assessment. The matter is pending.

Litigations by ILL

Criminal Litigations

50. On April 1, 2010 ILL filed a criminal complaint under section 138 of the Negotiable Instruments Act, 1881 before the Metropolitan Magistrate, Andheri bearing number 1853/SS/of 2010 against Worldlink Public Relations (Mr. Sachin Borker, the Proprietor of Worldlink and signatory of cheques) for dishonor of two cheques for amounts aggregating to ₹0.09 million. The matter is pending.
51. ILL filed two criminal complaints bearing numbers 488/2012 and 489/2012 dated December 31, 2012 (“**Complaints**”) before the Judicial Magistrate 1st class under section 138 of the Negotiable Instruments Act, 1881 against M/s U Drive Amusement Co (“**Accused 1**”) and Mr. Pavan Lakhani (“**Accused 2**”) (together referred to as the “**Accused**”) for dishonor of two cheques for an amount of ₹0.25 million and ₹0.3 million respectively. The matter is pending.

52. ILL filed a criminal complaint bearing number 3094/2013 ("Complaint") before the Court of Judicial Magistrate (FC), Vadodara ("Court") under section 138 of the Negotiable Instruments Act, 1881 against M/s U Drive Amusement Co ("Accused 1") and Mr. Pavan V. Lakhani ("Accused 2") (together referred to as the "Accused") for dishonour of cheque for an amount of ₹0.2 million. The matter is pending.
53. ILL filed one criminal complaint bearing number 3340/SS of 2012 ("Complaint") before the Metropolitan Magistrate 44th Court at Andheri, Mumbai under section 138 read with section 141 of the Negotiable Instruments Act, 1881 against M/s Virtual Voyage Educational Services Private Limited ("Accused") for dishonor of a cheque for an amount of ₹0.03 million. The matter is pending.
54. ILL filed three criminal complaints bearing numbers 3010/SS of 2012, 3013/SS of 2012 and 3014/SS of 2012 ("Complaints") before the Metropolitan Magistrate 48th Court at Andheri, Mumbai under section 138 read with section 141 of the Negotiable Instruments Act, 1881 against M/s Virtual Voyage Educational Services Private Limited ("Accused") for dishonor of three cheques for an amount of ₹0.03 million each. The matter is pending.
55. ILL filed a criminal complaint of 2013 dated January 2, 2013 ("Complaint") before the Metropolitan Magistrate at Vishakhapatnam under section 190 (1) of the Criminal Procedure Code for the offence punishable under section 138 read with section 142 of the Negotiable Instruments Act, 1881 against M/s Kebabri, a sole proprietorship concern ("Accused 1") and Ms. Poonam Khanna ("Accused 2") (together referred to as the "Accused") for dishonor of a cheque for an amount of ₹0.5 million. The matter is pending.
56. ILL filed a criminal complaint bearing number 3366/SS of 2013 ("Complaint") before the Metropolitan Magistrate, 44th Court at Andheri, Mumbai under section 138 read with section 141 of the Negotiable Instruments Act, 1881 against M/s Only Parathas and Ms. Bhavna Abhishek Sharma, sole proprietor of M/s Only Parathas (together referred to as the "Accused") for dishonor of a cheque for an amount of ₹0.14 million. The matter is pending.
57. ILL filed a criminal complaint bearing no. 4080 of 2014 ("Complaint") before the Additional Chief Metropolitan Magistrate at Vishakapatnam under section 190 (1) of the Criminal Procedure Code for the offence punishable under section 138 read with section 142 of the Negotiable Instruments Act, 1881 against M/s NCR Fashions, a sole proprietorship concern ("Accused 1") and Mr. N. C. Rayudu ("Accused 2") (together referred to as the "Accused") for dishonor of a cheque for an amount of ₹0.11 million. The matter is pending.

Civil Litigations

58. Multiplex Association of Gujarat (of which ILL is a member) (the "Petitioners") filed a Writ Petition, being special civil application number 5391 of 2004 dated April 29, 2004 before the High Court of Gujarat (the "High Court") against the State of Gujarat and others (the "Respondents"), challenging the manner of assessment and calculation of the entertainment tax exempted by the State of Gujarat (the "State").

ILL approached Tourism Corporation of Gujarat Limited (the "TCGL") for availing of tax benefits under the Incentive for Tourism Project 1995-2000 (the "Scheme"). The State Level Committee under the Scheme passed an order dated February 16, 2006 (the "State Order"), rejecting eligibility on the ground that ILL did not start its commercial operations on or before July 31, 2002. ILL filed a special civil application number 4319 of 2006 against the State Order. Since both these petitions and several other petitions have common cause of action they were heard together.

The High Court passed a common order dated June 26, 2009 (the "Order"), *inter alia* holding that, ILL was entitled for availing of tax benefits under the Scheme and remanded the matter to the State authorities with a direction to decide afresh, to issue final eligibility certificate and raise the demand or grant refund, as the case may be. The State *vide* their order dated June 28, 2010 upheld that the State Order (the "Second State Order"). ILL filed miscellaneous petition number 1791 of 2010 dated July 7, 2010 before the High Court requesting to give directions to the State as contained in the Order. The High Court *vide* its order dated August 18, 2010, *inter alia*, quashed and set aside the Second State Order and directed to decide issue of eligible capital investment made up to November 30, 2002 in

terms of the directions issued in the Order. The TCGL *vide* their letter dated December 9, 2010 again rejected ILL's claim for entitlement of eligibility certificate.

ILL filed a miscellaneous civil application number 3642 of 2010 dated December 28, 2010 ("Application") in High Court seeking directions against the State to grant final eligibility certificate and determine amount of eligible capital investment. The High Court *vide* its interim order dated February 4, 2011 directed the State to grant final eligibility certificate and determine amount of eligible capital investment. Subsequently, the High Court *vide* order dated April 28, 2011 disposed the Application directing ILL to furnish expenditure details of the extended four months along with chartered accountants certificate, and State was directed to extend the benefit of eligible capital investment up to a period of November 30, 2002. The State filed a special leave petition number 27456 of 2009 before the Supreme Court of India against the Order, in respect of the manner of assessment and method of calculation of entertainment tax. The State has also filed special leave petition No. 26706 of 2011 in relation to the Application. The Supreme Court of India has *vide* order dated September 16, 2011 stayed the operation of the order dated April 28, 2011. The matter is pending.

59. The inquiry officer of Brihanmumbai Municipal Corporation (the "BMC"), passed four orders bearing numbers ACR/212 of 2004-05, ACR/422 of 2005-06, ACR 216 of 2006-07 and ACR/234 of 2008-09 on March 26, 2010 (the "Orders"), fixing the ratable value of the ILL's multiplex situated at Nariman Point, Mumbai (the "Property") at ₹11.18 million per annum. ILL filed four appeals bearing numbers 1817 of 2010, 1818 of 2010, 1819 of 2010 and 1820 of 2010 dated April 9, 2010 before the Court of Small Causes, Mumbai (the "Court") against the Orders challenging the ratable value of the Property. The Court directed BMC to file property tax computation sheet and on December 7, 2010 BMC filed the property tax computation sheet. On March 15, 2011, ILL filed an affidavit in reply. Subsequently BMC *vide* letter dated January 11, 2012 called for an out of court settlement. Our Company *vide* its reply dated August 3, 2012 showed its inclination to settle the property tax dispute under the settlement advisory board. The matter is pending.
60. On October 4, 2007, ILL filed a civil suit number 57 of 2007 before the District and Sessions Court, Panaji (the "Court") against State of Goa and the Commissioner of Entertainment Tax, Goa ("State") challenging the order dated June 27, 2007 rejecting ILL's refund claim of ₹44.80 million passed by Commissioner of Entertainment Tax, Goa and the Chief Secretary, Government of Goa under the Goa Entertainment Tax Subsidy for Cinema Houses (Theatres) Scheme, 2004 (the "Scheme") for non applicability of the Scheme to ILL.
61. The Additional District Judge at Panaji, Goa on April 30, 2008 passed a judgment decree (the "Decree") in favour of ILL, directing the State to refund ₹44.80 million under the Scheme. The State filed an appeal no. 207 of 2008 dated August 1, 2008 against the Decree before the High Court of Bombay at Goa (the "High Court") and the appeal was admitted on September 17, 2008. ILL filed an application bearing number EXA/15/2010 dated March 30, 2010 for execution of the Decree. The State filed civil application number 147 of 2010 dated August 23, 2010 for stay on the execution of Decree. The said application was allowed by the High Court on August 25, 2010 with a direction to the State to deposit the decree amount being ₹44.80 million within eight weeks. The State filed a miscellaneous civil application number 719 of 2010 praying for extension of the period for deposit of ₹44.80 million for further three weeks and the High Court on October 25, 2010 granted such extension. Subsequently, the State deposited the said amount in the High Court *vide* cheque bearing number 183227 dated November 12, 2010. Subsequently, the High Court *vide* order dated August 4, 2014 permitted ILL to withdraw an amount of ₹22.50 million, on furnishing bank guarantee of any nationalised bank in the like amount. Bank guarantee is to be kept alive till the disposal of the appeal and further for a period of 6 months after the disposal of the appeal. ILL filed a Miscellaneous Civil Application no.859 of 2014 before the High Court praying the modification of order dated August 4, 2014 for furnishing bank guarantee of Axis Bank. Subsequently, High Court *vide* order dated February 2, 2015 allowed ILL to submit the bank guarantee of Axis Bank in terms of order dated August 4, 2014 subject to keeping the bank guarantee alive during the pendency of the proceeding and 6 months thereafter. The matter is pending.
62. ILL entered into an agreement ("Agreement") and memorandum of understanding (the "MOU") both dated April 21, 2004 with Goa State Infrastructure Development Corporation Limited (the "GSIDCL") for construction and development of multiplex and appurtenant services at Panaji, Goa. On April 18, 2008 ILL made an application for appointment of arbitrator and the High Court of Bombay at Goa

appointed an arbitrator to resolve the dispute between the parties. ILL in its statement of claim dated July 21, 2008 claimed that GSIDCL has failed and neglected to fulfill its various obligations under the said Agreement and MOU. ILL also claimed that there were disputes inter-alia on, the deduction and retention of a sum of ₹60.00 million already paid to ILL as bonus, deduction and retention of a sum of ₹1.29 million as fair rent for the premises occupied by ILL based on rates issued by the Public Works Department etc. GSIDCL in its counter claim dated September 09, 2008 inter-alia claimed that an amount of ₹2.00 million was advanced by GSIDCL to ILL as preoperative expenses and ILL have retained the same even after completion of work. The counter claim was later withdrawn.

The arbitrator passed an award on December 28, 2009 (the “Award”) allowing the claims of ILL against GSIDCL towards ₹6.0 million, as bonus for completing the project before the deadline along with interest at the rate of 15% on the same from the date of deduction till its realization, ₹3.82 million towards service tax with interest at the rate of 15% per annum from the date of the submission of the invoice till its realization, ₹1.29 million towards rent charged to ILL along with interest at the rate of 15% per annum from the date such amount was withheld till its realization, claim of ₹1.05 million towards civil and structural work along with interest thereon at the rate of 15% per annum from the date payment was withheld till its realization.

GSIDCL filed an application under section 34 of the Arbitration and Conciliation Act, 1996 bearing miscellaneous civil application number 66/2010 dated March 25, 2010 before the Court of Principal District Judge, North Goa at Panaji for setting aside the Award. ILL filed a reply on August 3, 2010 and GSIDCL served a copy of the rejoinder to ILL on September 23, 2010. The matter is pending.

63. ILL filed a writ petition number 28898 of 2010 (the “Writ Petition”) before the High Court at Hyderabad (the “High Court”) against Government of Andhra Pradesh and others (the “Respondents”) on November 18, 2010 praying to issue a writ of mandamus declaring the action of the Respondents in conducting the inspection and seizing the fast food items packaged and sold by ILL within its Multiplex at GVK One Mall for the purported violation of provisions of the Standards of Weights and Measures Act, 1976 as illegal, arbitrary and unconstitutional, quash all the proceedings initiated thereof and consequently direct the Respondents not to conduct any further inspection or seizure in relation to the fast food items being sold by ILL within its Multiplex. The High Court *vide* its order dated November 22, 2010 granted interim stay and directed to issue a show cause notice to the Respondents as to why ILL’s application to stay all further proceedings pending the disposal of the Writ Petition should not be complied with. The matter is pending.
64. ILL filed a writ petition bearing number 21290 of 2011 dated July 28, 2011 (‘Petition’) before the High Court of Judicature at Hyderabad (“Court”) against Government of Andhra Pradesh (“Respondent 1”) and Commissioner of Police (“Respondent 2”) (together referred to as the “Respondents”). The Respondent 1 *vide* G.O. M.S number 110 dated February 19, 2009 purported to restrict the agency rights of conducting the online business to one agency appointed by it. The Respondent 2 *vide* notice dated May 4, 2011 directed ILL to suspend the sale of tickets through online agencies. ILL claims that on account of the action of the Respondents, ILL is not only being restricted from using the services of online agencies, but also is stopped from conducting sale of its tickets directly through online mechanism. Aggrieved ILL filed the Petition praying that an interim order restraining the Respondents from interfering with the ILL’s sale and conduct of business through on-line ticket booking pending disposal of the Petition. Further, ILL also prayed the Court be pleased to declare an order in the nature of ‘mandamus’ directing the Respondents from interfering with the business rights of ILL for conducting online booking of tickets by insisting upon a separate license as illegal and arbitrary as per the provisions of the Andhra Pradesh Cinemas (Regulations) Rules, 1970 and also to direct the Respondents not to interfere with the business of ILL and to consider and grant the petitioner’s request for issue of online agency license under Rule 11 (c) of the Andhra Pradesh Cinemas (Regulations) Act, 1955 and the Andhra Pradesh Cinemas (Regulations) Rules, 1970. Subsequently, the Court *vide* order dated July 28, 2011 allowed the interim relief restricting the Respondents from interfering with ILL’s sale and conduct of business through on-line ticket booking. The matter is pending.
65. ILL has filed notice of opposition dated March 22, 2004 before the Registrar of Trade Marks against application number 1133315 in class 16 filed by Proactive Overseas (“Applicant”). ILL claims that they are the original adopters, users and proprietors of the trade mark ‘Inox’ under number 1126796 in class 16 and the adoption of trade mark ‘Inox’ by Applicant is illegal and dishonest. ILL has stated that it has registered the trademark “INOX” in all 34 classes and in service category in class 42. ILL further

claims that the registration of mark under the impugned application in the name of the Applicant will be contrary to the provisions of sections 9, 11(1), 11(2), 11(3), 11(10) and 18(1) of the Trade Marks Act, 1999. Aggrieved ILL filed the present opposition praying that the impugned application be rejected and the notice of opposition be allowed. The Applicant has filed the counter statement dated August 31, 2004. The matter is pending.

66. ILL has filed notice of opposition dated March 22, 2004 before the Registrar of Trade Marks against application number 1180405 in class 25 filed by Inox Shoes ("Applicant"). ILL claims that they have adopted the trade mark 'Inox' in the year 2002 and has been in continuous use since then. ILL claims that it has filed necessary registrations under number 1126805 in class 25 and the adoption of trade mark 'Inox' by the Applicant is deliberately done to trade on the goodwill and reputation of ILL. ILL further claims that the registration of mark under the impugned application in the name of the Applicant does not qualify for registration under section 9 of the Trade Marks Act, 1999. Aggrieved ILL filed the present opposition praying that the impugned application be rejected and the notice of opposition be allowed. The matter is pending.
67. ILL has filed notice of opposition dated July 30, 2009 before the Registrar of Trade Marks against application number 1670005 in class 19 filed by Inox Ceramics ("Applicant"). ILL claims that they have adopted the trade mark 'Inox' in the year 2002 and has been in continuous use since then. ILL claims that it has filed necessary registrations under number 1126799 in class 19 and the adoption of trade mark 'Inox' by the Applicant is deliberately done to trade on the goodwill and reputation of ILL. ILL further claims that the registration of mark under the impugned application in the name of the Applicant does not qualify for registration under section 9 of the Trade Marks Act, 1999. Aggrieved ILL filed the present opposition praying that the impugned application be rejected and the notice of opposition be allowed. The Applicant has filed the counter statement dated November 23, 2010. The matter is pending.
68. ILL filed a special leave application dated November 1, 2011 ("Petition") before the High Court of Gujarat at Ahmedabad against State of Gujarat ("Respondent 1"), Vadodara Municipal Corporation ("Respondent 2") and Municipal Commissioner of Vadodara ("Respondent 3") (together referred to as the "Respondents"). ILL has filed the Petition under article 226 of the Constitution of India challenging the legality and validity of (i) resolution number 98/10-11 dated February 19, 2011 of the General Board of Respondent 2 to the extent that it amends the weightages prescribed for imposing taxes and rates, (ii) the public notices published under section 455(1) of the Bombay Provincial Municipal Corporation Act 1949 ("Act") dated March 05, 2011 by Respondent 3 (iii) the resolution dated August 03, 2011 published in the Government Gazette dated August 04, 2011 whereby the weightages as proposed to be increased by the Respondent 2 are sanctioned by the Respondent 1 under the provisions of section 455(1) of the Act and (iv) the provisos in Rule 8(a) sub-rules (2),(3), (4) and (5) and Rule 8(b) sub-rules (2),(3),(4) and (5) of the Rules 2003. ILL has thus filed the Petition inter-alia praying that the Court be pleased to issue a writ of mandamus or any other writ for quashing and setting aside the resolution number 98/10-11 dated February 19, 2011 of the General Board of Respondent 2 to the extent that it amends the weightages prescribed for imposing taxes and rates, and consequential public notices dated March 05, 2011 under section 455(1) of the Act, the resolution dated August 03, 2011 published in the Government Gazette dated August 04, 2011, the provisos in Rule 8(a) sub-rules (2),(3), (4) and (5) and Rule 8(b) sub-rules (2),(3),(4) and (5) of the Rules 2003, as published in Government Gazette dated March 25, 2003. ILL has also prayed for an interim stay of the increase in weightages for imposing property taxes and rates *vide* resolution number 98/10-11 dated February 19, 2011. The matter is pending.
69. The Office of Collector, Mumbai by its notice dated February 15, 2005 issued to ILL stated the requirements of shows of marathi films in the multiplex. The Office of the Additional Collector, Mumbai by its notice dated July 12, 2010 issued to ILL thereby to show cause as to why an action should not be taken against ILL under section 5 (c) and 9 (c) of the Mumbai Amusement Fees Act, 1923 for exhibiting the Marathi movie less than the statutory limit which contravenes the provisions laid down under Section 3 (13) (kh) (ii) of the Mumbai Amusement Fees, Act, 1923. The Office of the Collector, Mumbai by its notice dated September 20, 2010 issued to ILL thereby to show cause as to why an action should not be taken against ILL for exhibiting the Marathi movie less than the statutory limit which contravenes the provisions laid down under Section 3 (13) (kh) (ii) of the Bombay Entertainments Duty Act, 1923 and why penalty of ₹2000/- per shows less shown should not be charged. ILL has replied the said show cause notice by its reply letter dated September 4, 2011 and

thereby submitted the screen wise data for the calendar year 2005 to 2009 for Marathi Films screened at the Multiplex in the format as required by the office of the Additional Collector, Mumbai City. The Additional Collector, Mumbai *vide* order dated January 11, 2012 has concluded that, the Nariman point, Mumbai 21, Multiplex of ILL has by exhibiting less Marathi shows contravenes the provisions of Section 3 (13) (C) (2) of the Mumbai Amusement Fees Act, 1923 and therefore imposes fine of ₹2,000 per show amounting to ₹0.53 million on ILL. Being aggrieved by the order dated January 11, 2012 passed by the Additional Collector, Mumbai City, on February 10, 2012, the ILL (“Appellant”) has filed an appeal under section 10 of the Mumbai Amusement Tax Act, 1923 being ENT appeal no. 81 of 2012 (“Appeal”) before the Divisional Commissioner, Konkan Division, Mumbai, (the “Court”) against the Additional Collector, Mumbai City, Old Custom House, Mumbai (the “Respondent”), challenging the interpretation of Section 3 (13) (d) (ii) of the Bombay Entertainments Duty Act, 1923 and imprisonment of fine of ₹2000/- per show *inter alia* on the ground that the INOX has exhibited the Marathi Films for more than 30 days in a year as per the norm prescribed in Section 3 (13) (d) (ii) of the Bombay Entertainments Duty Act, 1923 and the Additional Collector has made an error in counting the number of shows rather than counting the number of days in a year as per the provisions of law and further the Additional Collector has not made any observation in its impugned order with regard to the reply dated October 5, 2012 submitted by the ILL and the Additional Collector has issued the said alleged notice after a period of 5 years, inspite of the facts that the ILL has submitted all the particulars of their shows to the office of the Additional Collector regularly and periodically and during those period the Additional Collector has not pointed out any anomaly in the periodical reports submitted by the ILL and therefore the action on the part of the Additional Collector is barred by law of limitation and among the other grounds more particularly stated in the said Appeal. The Divisional Commissioner, Konkan Division, Mumbai by its order dated October 3, 2012 rejected the appeal filed by ILL. Being aggrieved by the said Order, ILL has filed a revision application dated November 26, 2012 (“Revision Application”) before the Government of Maharashtra, Revenue and Forest Department, Mantralaya, Mumbai (“Appellate Authority”). The matter is pending.

70. The Green Valley Homes Developers Private Limited, the owner of the Glomax Mall, Kharghar (“Mall”) entered into an agreement for leave & license, executed and registered on June 25, 2010 before the sub-registrar, Panvel – 1, I with Inox Leisure Ltd (“ILL”) and Ms. Megha Hitesh Pandya and Hitesh Labhshankar Pandya and agrees to grant licensed premises comprised of Multiplex Cinema Theatre comprising area of approximately 30,344 sq. ft. Subsequently, ILL received order of attachment dated February 3, 2014 under the recovery certificate dated July 24, 2013 issued by the Special Recovery & Sales Officer, Co-Operative Department (“Order”) against M/s. Sharda Medical & General Stores. The Order held that the property at T-22, Glowmax Mall, Sector 2, Plot No. 17, 18, 19 Kharghar, Navi Mumbai – 410 210 (“Property”) was attached on the ground that judgement debtors Ms. Megha Hitesh Pandya & Mr. Hitesh Labhshankar Pandya and their guarantors, Ms. Malti Pramod Ranpura and M/s Makvis Enterprises (India) Pvt. Ltd., have failed to discharge the entire decretal claims in stipulated time and attached the property in favour of the Greater Bombay Cooperative Bank Ltd. Aggrieved, ILL through its letter dated February 2, 2014 *inter alia* raised the objection on the attachment. However, the Special Recovery and Sales Officer *vide* order dated March 3, 2014 held that the objections raised by ILL stands disposed off. Being aggrieved by the Orders dated February 3, 2014 and March 10, 2014, ILL has filed Revision Application being no 146 of 2014 (“Revision Application”) dated April 2, 2014 before the Divisional Joint Registrar of Co-op Societies, Mumbai Division praying that orders dated February 3, 2014 and March 10, 2014 be set aside, quashed and reversed and prayed interim relief. The matter is pending for hearing.
71. ILL has filed a civil appeal on November 26, 2014 (“Appeal”) before the District Court, Pune, against Chief Executive Officer, Pune Cantonment Board (“Respondent 1”) and Pune Cantonment Board (“Respondent 2”) (together referred to as “Respondents”) under section 93 of the Cantonments Act, 2006 (“Act”). The Respondents had raised property tax bill bearing number 11293 (“Bills”) under section 99 of the Act to Fame India demanding payment of ₹3.6 million for the period of 2014 -15. Aggrieved, ILL filed the Appeal praying that the court be pleased to quash and set aside the undated bill number 11293. Further, ILL prayed for an interim order restraining the Respondents from taking any steps against Fame India. The matter is pending.
72. ILL has filed a Special Civil Application bearing no. 17270 of 2014 before the High Court of Gujarat at Ahmedabad (“High Court”) against the notice dated November 10, 2014 issued by the Vadodara Municipal Corporation directing ILL to stop collecting parking charges from the vehicle owners of the vehicles parked in the INOX mall at Vadodara, failing which action would be taken to seal the mall.

The High Court *vide* its interim order dated December 11, 2014 directed that the notice dated November 10, 2014 issued by the Vadodara Municipal Corporation shall remain in abeyance subject to ILL charging ₹10 for the parking of two wheelers and ₹25 for four wheelers. The matter is pending.

73. Maharashtra Samarth Kamgar Sanghatana (“Complainant”) filed a complaint bearing ULP no. 390 of 2013 (“Complaint”) against ILL before the Industrial Court at Mumbai (“Court”) under section 28(1) read with item 6, 9 and 10 of schedule IV of the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 (“Act”) praying *inter alia* to direct ILL to cease and desist from indulging into unfair labour practices. Subsequently, Complainant filed an application for interim reliefs under section 30(2) of the Act. On January 21, 2014 ILL filed reply praying rejection of application for interim relief and dismissal of complaint. ILL has also filed its written statement on January 23, 2015. Subsequently, the Court *vide* order dated September 2, 2014 rejected application for interim relief. The matter is pending.

Tax Litigations

74. ILL filed a writ petition bearing number 3783 of 2010 on May 28, 2010 against Union of India and others before the High Court of Delhi (the “High Court”) challenging the constitutional validity and the amendment made to section 65(105) (zzzz) by the Finance Act, 2010 on the levy of service tax on renting of immovable property. The High Court passed interim order dated July 16, 2010 stating that till further orders, there shall be no recovery of service tax in respect of renting of immovable properties for the properties held by ILL situated in Delhi. Subsequently, the High Court *vide* order dated September 23, 2011 (“Order”) dismissed the Petition. Aggrieved ILL filed a special leave petition before the Supreme Court of India (“Supreme Court”) against the Order, praying that the Supreme Court be pleased to grant special leave to appeal against the Order. ILL also prayed for an interim relief i.e., to ex-parte stay the operation of the Order till the pendency of the litigation before the Supreme Court and direct the Respondent authorities not to take any coercive action against ILL. The Supreme Court *vide* order dated October 21, 2011 granted the leave and with regard to stay directed ILL to deposit 50% of the arrears of service tax, due from ILL prior to September 30, 2011 within six months in three equated instalments and further clarified that there is no stay on imposition of service tax under sub-clause (zzzz) of clause (105) of section 65 read with section 66 of the Finance Act, 1994 (as amended), insofar as the future liability towards service tax with effect from October 1, 2011 is concerned. The matter is pending.
75. ILL filed a writ petition bearing number 35967 of 2010 dated November 18, 2010 against Union of India and others before the High Court of Karnataka (the “High Court”), challenging the constitutional validity and the amendment made to section 65(105) (zzzz) by the Finance Act, 2010 on the levy of service tax on renting of immovable property. The High Court passed an interim order dated December 3, 2010 stating that there shall be no recovery of service tax in respect of renting of immovable property, for the properties held by ILL, located in Karnataka and if there is any other service other than what is regarded as the service of renting, the service provider would be liable to pay service tax on such service and in respect of such service. The High Court by an interim order dated December 12, 2011 had directed the revenue not to take coercive steps for recovery of arrears of tax due upto September 30, 2011. Further, the High Court *vide* an order dated April 15, 2013 (“Final Order”) finally disposed of the matter and directed ILL to furnish security to the satisfaction of the jurisdictional commissioner of service tax in so far as the arrears of tax prior to September 30, 2011 and to await decision of Apex Court and reserving liberty to the petitioners to make necessary applications to recall the Final Order. The matter is pending.
76. ILL filed a writ petition bearing number 9214 of 2010 dated October 30, 2010 (“Petition”) against Union of India and others before the High Court of Bombay challenging the constitutional validity and the amendment made to section 65(105) (zzzz) by the Finance Act, 2010 on the levy of service tax on renting of immovable property. The High Court passed interim order dated April 21, 2011 stating that till further orders, there shall be no coercive steps to be taken for recovery of service tax in respect of renting of immovable properties for the properties held by ILL situated in Mumbai. Subsequently, the High Court *vide* order dated August 4, 2011 (“Order”) dismissed the Petition. Aggrieved, ILL filed a special leave petition before the Supreme Court of India (“Supreme Court”) against the Order, praying that the Supreme Court be pleased to grant special leave to appeal against the Order. ILL also prayed for an interim relief i.e., to ex-parte stay the operation of the Order till the pendency of the litigation before the Supreme Court and direct the Respondent authorities not to take any coercive action against

- ILL. The Supreme Court *vide* order dated October 21, 2011 granted the leave and with regard to stay directed ILL to deposit 50% of the arrears of service tax due from ILL prior to September 30, 2011 within six months in three equated instalments and further clarified that there is no stay on imposition of service tax under sub-clause (zzzz) of clause (105) of section 65 read with section 66 of the Finance Act, 1994 (as amended), insofar as the future liability towards service tax with effect from October 1, 2011 is concerned. The matter is pending.
77. On October 10, 2010, the Inspector and District Inspector from Legal Metrology, Weights & Measures, Secunderabad ("Authorities") visited and inspected ILL's Multiplex at Hyderabad and conducted a panchnama and seized five packages each of "Veg. Sandwich" and "Veg. Burgers". The Panchnama report, drawn by the Authorities, accuses and alleges that ILL has violated Rules 4, 6(1)(a)(d)&(f), 6(1)A, 23(1) of the Standards of Weights and Measures (Packaged Commodities) Rules, 1977 ("1977 Rules") and section 33 read with section 51 and section 39 of the Standards of Weights and Measures (Enforcement) Act, 1985. ILL filed a Writ Petition No. 6673 of 2011 before the High Court at Hyderabad on March 15, 2011 praying to issue a writ order or directions, one more particularly in the nature of a writ of mandamus. In the Writ Petition, ILL has stated *inter alia* that the food items seized by the Authorities are 'fast foods' that are exempt from the provisions of the 1977 Rules. ILL has therefore sought a declaration that the actions of the Respondents as illegal, arbitrary and unconstitutional and quash all the proceedings initiated thereof and consequently direct the Respondents not to conduct any further inspection or seizure in relation to the fast food items being sold by ILL within its multiplex. The High Court has by its order dated March 16, 2011 stayed all further proceedings pursuant to the Panchnama. The matter is pending.
78. ILL filed an appeal dated November 22, 2010 before the Commissioner (Appeals) against the order number 399/R/2010 dated October 25, 2010 ("**Order**") passed by the Assistant Commissioner. ILL was charged service tax by its landlord OM-Cineplex, Kota for the premises rented by them. The service tax collected by the landlord from ILL was paid to the Central Government. ILL *vide* their letter dated May 22, 2009 filed a refund claim of ₹0.33 million before the Office of the Assistant Commissioner, Central Excise Division, Kota. The Assistant Commissioner *vide* his letter C.No.IV(16)(10)/Misc/Refd/07/162 dated May 26, 2009 rejected the claim. ILL filed an appeal before the Commissioner (Appeal) dated August 31, 2009, Central Excise, Raipur and simultaneously again filed the refund claim before the Assistant Commissioner. The Assistant Commissioner disposed off the claim and returned the papers on October 20, 2009 to ILL for non-submission of relevant documents. The Commissioner (Appeal) *vide* its order number 45(DK)ST/JPR-I/2010 dated February 02, 2010 remanded back the matter to Assistant Commissioner to decide the case afresh on principle of natural justice. ILL filed a fresh refund application on July 16, 2010 before the Assistant Commissioner but the same was rejected by the Assistant Commissioner *vide* Order. Aggrieved, ILL filed the present appeal. The matter is pending.
79. ILL filed an appeal dated December 10, 2010 before the Commissioner (Appeals) against the order of the Assistant Commissioner bearing number C.No. V (STD) 18/60/Ref-Inox/09/2935 dated September 9, 2009 ("**Order**"). ILL was charged service tax by its landlord Showtime Entertainment Private Limited ("SEPL") for the premises rented by them at Space Cinema, Jaipur. The service tax collected by the landlord from ILL was paid to the Central Government. ILL filed a refund application dated May 30, 2009 to the Assistant Commissioner of Central Excise, Jaipur for ₹0.44 million. The Assistant Commissioner *vide* Order rejected the refund application on the ground that service tax was paid by SEPL and not ILL, and ILL was not entitled to file the refund claim. Aggrieved, ILL filed the present appeal before the Commissioner (Appeal). The matter is pending.
80. ILL was charged service tax by its landlord Amrit Bottlers for the premises rented by them at Plot number 3, Vipin Khand, Gomtinagar, Lucknow. The service tax collected by the landlord from ILL was paid to the Central Government. A refund application dated May 24, 2009 was made to the Assistant Commissioner, Central Excise and Service Tax Division-I, Lucknow for ₹0.37 million. The Assistant Commissioner *vide* his letter 71/Refund/Inox/Gr-5/2009 dated June 10, 2009 requested ILL to re-submit the refund claim along with relevant documents evidencing that the service tax was paid by ILL. The matter is pending.
81. ILL filed an appeal dated March 7, 2011 before the Customs, Excise and Service Tax Appellate, Tribunal, Delhi against the order of the Commissioner (Appeals) bearing number IND/398/2010 dated November 26, 2010 ("**Order**"). ILL was charged service tax by its landlord Suresh Chandra

- Khandelwal and Company for the premises rented by ILL at Sapna Sangeeta Mall, Indore (MP). The service tax collected by the landlord from ILL was paid to the Central Government. A refund application dated May 21, 2009 was made to the Assistant Commissioner for ₹0.54 million. The Assistant Commissioner *vide* its order number 35/Ref/AC/ST/2010-11 dated June 8, 2010 ("Order 1") rejected the refund application. ILL filed an appeal before the Commissioner (Appeals) bearing number 399-ST/IND/APPL/2010 and the Commissioner (Appeals) *vide* Order upheld Order 1 and dismissed the appeal. Aggrieved, ILL filed the present appeal. The matter is pending.
82. ILL filed an appeal dated April 15, 2010 before the Commissioner of Central Excise (Appeals) against the order number C.NoV/18/27/2008-Refunds dated December 18, 2009 ("Order") passed by the Assistant Commissioner. ILL was charged service tax by its landlord Urvasi Theatre Private Limited ("UTPL") for the premises rented by ILL at Urvasi Trio Theatres Complex, Vijayawada. The service tax collected by the landlord from ILL was paid to the Central Government. ILL submitted the refund claim on July 17, 2009 amounting to ₹0.30 million. The Assistant Commissioner *vide* Order rejected the refund claim inter-alia on the ground that service tax was paid by UTPL, and UTPL has neither protested nor challenged the levy and hence the tax assessed has attained finality. Aggrieved, ILL filed the present appeal before the Commissioner (Appeals). The matter is pending.
 83. ILL filed a refund application for ₹0.49 million to the Assistant Commissioner, Central Excise on May 25, 2009. ILL was charged service tax by its landlord Kalpana Forgings Limited for the premises rented by them at 3rd floor, 12/7, Crown Interiorz Mall, Sector -35, Delhi Mathura Road, Faridabad. The service tax collected by the landlord from ILL was paid to the Central Government. The matter is pending.
 84. ILL has filed an appeal dated July 02, 2010 before the Commissioner of Central Excise (Appeals)-I, Kolkata under section 85 of the Finance Act, 1994 against the order bearing number R/282/ST/DIV-III, 2009-2010 dated March 31, 2010 ("Order 1") passed by the Deputy Commissioner of Service Tax, Division III, Kolkata. ILL has taken the multiplex situated at 'Forum Mall', 5th Floor, 10/3 Elgin Road, Kolkata on lease from SSB Properties, at a monthly licensee fee of ₹0.52 million exclusive of service tax as applicable. ILL paid service tax as charged by the landlord on their monthly lease rent bills till July, 2008. Subsequently, the High Court in the case of Home Solution Retail India Limited *vide* a judgment dated April 18, 2009 held that renting of immovable property by itself is not a service and hence, not a taxable service within the meaning of section 65(105)(ZZZZ) of the Finance Act, 1994. ILL relying on the judgment dated April 18, 2009 has filed an application for refund of service tax amounting to ₹0.26 million for the period from April 2008 to July 2008. The Deputy Commissioner of Service Tax, Division III, Kolkata *vide* Order 1 rejected the refund claim. Aggrieved, ILL has filed the present appeal seeking to set aside the Order 1. The matter is pending.
 85. ILL was charged service tax by its landlord Ganpati Parks Limited for the premises rented by ILL at Swabhami, Kolkatta. The service tax collected by the landlord from ILL was paid to the Central Government. A refund application dated May 21, 2009 was made to the Assistant Commissioner of Service Tax Division-I, Kolkatta for ₹0.02 million. The Assistant Commissioner *vide* his letter number V(13)6/Refund/ST/D-I/Kol/09-10/2012 issued a show cause notice dated July 23, 2009 as to why the claim of refund should not be rejected. ILL replied to the show notice August 28, 2009 stating that they were entitled to the refund claim as they had complied with the provisions of section 11B of the Central Excise Act, 1944 as made applicable to service tax in terms of section 83 of the Finance Act, 1944 and requested to cancel the show cause notice issued by the Assistant Commissioner. The matter is pending.
 86. ILL filed an appeal dated December 10, 2010 before the Commissioner Appeal, Kolkatta-IV against the order V(18)02/ST/Refund/INOX/GTK-DIVN/09-10/3119 dated September 15, 2010 ("Order") passed by the Deputy Commissioner. ILL was charged service tax by its landlord Maryland Resorts Limited for the premises rented by ILL at Rink Mall, Darjeeling. The service tax collected by the landlord from ILL was paid to the Central Government. A refund application dated May 21, 2009 was made to the Central Excise Division Office, Gangtok Division, Siliguri for ₹0.26 million. The Range officer *vide* his letter number V(18)02/ST/Refund/INOX/GTX-DIVN/09-102191 issued a show cause notice dated July 13, 2009 stating that the landlord has defaulted in payment of service tax for the period from April 2008 to September 2008 and therefore the ILL's refund application cannot be considered and the refund claim is time-barred. ILL replied to the show notice July 27, 2010 requesting to cancel the show cause notice issued by the department and to keep the refund claim in abeyance till

the issue of service-tax on immovable is decided in the Delhi High Court or the Supreme Court of India. The Deputy Commissioner *vide* its order V(18)02/ST/Refund/INOX/GTK-DIVN/09-10/3119 dated September 15, 2010 rejected ILL's refund claim and request to keep the claim in abeyance. ILL filed an appeal dated December 10, 2010 before the Commissioner Appeal, Kolkatta-IV. The matter is pending.

87. ILL filed a refund application for ₹1.95 million to the Assistant Commissioner, Central Excise on July 31, 2009. ILL was charged service tax by its landlord Entertainment Society for the premises rented by them at Panjim, Goa. The service tax collected by the landlord from ILL was paid to the Central Government. The Deputy Commissioner *vide* letter number CX-ST/6/Refund/Inox dated July 31, 2009 replied to the refund claim stating that pending the disposal of special leave petition filed by their department before the Supreme Court in Home Solution Retail India Limited v/s Union of India, the refund claim would be kept in abeyance. The matter is pending.
88. ILL has filed an appeal number 272/Ahd2010 dated January 21, 2010 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad for setting aside the order of Commissioner of Income Tax (Appeals) I, Baroda ("CIT (A)") in respect of assessment year 2006-2007. ILL had filed revised return of income on February 01, 2008 declaring income of ₹56.79 million and deemed income under section 115JB at ₹198.17 million. The Deputy Commissioner of Income Tax, Circle 1-(2), Baroda *vide* assessment order dated December 29, 2008 passed under section 143 (3) of the Income Tax Act computed the total income as ₹9,676.7 million and deemed income under section 115JB at ₹198.17 million. Further, a demand notice was issued demanding payment of ₹5.73 million. Subsequently, the CIT (A) *vide* order dated October 27, 2009 partly allowed the appeal filed by ILL against the assessment order dated December 31, 2007. Aggrieved, ILL has filed the present appeal *inter alia* on the ground that the CIT (A) erred, in confirming the disallowance of ₹0.45 million in respect of abandoned projects in Andheri, Mumbai and confirming the non-allowance of deduction of ₹148.89 million being incentive by way of exemption from entertainment tax. ITAT *vide* order dated August 05, 2014 allowed the Appeal. The matter is pending.
89. ILL has filed an appeal number 273/Ahd2010 dated January 27, 2010 before the Income Tax Appellate Tribunal, Ahmedabad for setting aside the order of Commissioner of Income Tax (Appeals) I, Baroda ("CIT (A)") in respect of assessment year 2007-2008. ILL had filed a revised return of income on March 30, 2009 declaring income of ₹19.17 million and deemed income under section 115JB at ₹30.08 million. The Deputy Commissioner of Income Tax, Circle 1-(2), Baroda *vide* assessment order dated October 21, 2009 passed under section 143 (3) of the Income Tax Act computed the total income as ₹211.10 million. Further, a demand notice was issued demanding payment of ₹31.63 million. Subsequently, the CIT (A) *vide* order dated December 30, 2009 partly allowed the appeal filed by ILL against the assessment order dated October 21, 2009. Aggrieved, ILL has filed the present appeal *inter alia* on the ground that the CIT (A) erred, in disallowing deduction of ₹24.43 million being incentive by way of exemption from entertainment tax. ITAT *vide* order dated August 5, 2014 allowed the Appeal. Subsequently, ILL filed a miscellaneous application number 159/Ahd/2014 under section 254(2) for rectification of order dated August 5, 2014. Subsequently, ITAT *vide* order dated December 12, 2014 disposed miscellaneous application in favour of ILL. The matter is pending.
90. ILL filed an appeal bearing number 374/Ahd2012 dated December 5, 2011 ("Appeal 1") before the Income Tax Appellate Tribunal, Ahmedabad ("ITAT") against the order of the Commissioner of Income Tax (Appeals 1) Baroda ("CIT (A)") dated December 5, 2011 ("Order 1") for the assessment year 2008-09. ILL had filed a revised return of income on March 12, 2010 declaring income as Nil and deemed income under section 115JB at ₹328.46 million. The Deputy Commissioner of Income Tax, Circle 1 (2) ("Assessment Officer") *vide* assessment order dated August 31, 2010 ("Order") passed under section 143 (3) of the Income Tax Act computed the total income as Nil and the book profit as ₹328.46 million. Aggrieved, ILL has filed an appeal dated October 18, 2010 ("Appeal") CIT (A) for setting aside the Order *inter alia* on the ground that the Assessment Officer erred in, not excluding the amount of ₹152.73 million being incentive by way of exemption from entertainment tax, from total income and, not allowing deduction for the amount of ₹19.71 million being remuneration to employees by way of employee's stock option plan. Disallowing expenditure of ₹6.93 million on prints considering the same as capital expenditure. The CIT (A) *vide* Order 1 partly allowed the Appeal. Aggrieved, ILL has filed Appeal 1 *inter alia* on the ground that the CIT (A) erred, in affirming the non allowance of ₹15.89 million being remuneration to employees by way of employee's stock option plan. The matter is pending.

91. ILL filed an appeal dated April 17, 2014 (“Appeal”) before the Commissioner of Income Tax (Appeals) (“Authority”) against the assessment order dated March 18, 2014 (“Assessment Order”) passed by the Deputy Commissioner of Income Tax, Circle 1 (2) for the assessment year 2011-2012. The Appeal was filed on the grounds that the assessing officer inter-alia erred in not excluding the amount of ₹102.28 million being incentive by way of exemption from entertainment tax, from total income; not allowing deduction for the amount of ₹0.99 million being remuneration to employees by way of Employees Stock Option Plan debited to profit and loss account in accordance with the guidelines of regulatory authorities; disallowing ₹59.39 million under section 14 A; giving credit for only ₹14.30 million for tax deducted at source, although the amount of tax deducted at source was ₹14.52 million; making wrong total of various components of business income computing business income at ₹88.03 million instead of ₹83.85 million; calculating interest under section 234C at ₹2.44 million instead of ₹0.02 million as per return filed and raising demand of ₹2.63 million. The matter is pending.
92. ILL has filed an appeal dated January 18, 2010 before the Commissioner of Central Excise (Appeals) Vadodara II against order bearing number OIO-09/VDR-II/S.Tax/ADC/122/BRH/09-10, dated September 30, 2009 (“Order”) passed by the Assistant Commissioner of Central Excise and Customs, Vadodara (“Assessing officer”). The Assessing officer *vide* Order confirmed inter-alia, the recovery of the wrongly availed Cenvat Credit amounting to ₹2.04 million, recovery of the service tax short paid amounting to ₹0.02 million during the period August 2007 to September 2008, recovery of interest at the appropriate rates on the amount of service tax of ₹0.02 million, further imposition of penalty of ₹2.04 million and ₹0.02 million. Aggrieved ILL has filed the present appeal dated January 18, 2010 along with a stay application for dispensation with the requirement of pre-deposit of the dues and an unconditional stay on the recovery of the said dues and operation of the Order. Subsequently, the Commissioner of Central Excise (Appeals), Vadodara II *vide* order bearing number Commr.(A)/23/VDR-II/2011 dated January 21, 2011 upheld the Order. On April 20, 2011 ILL has filed an appeal before the Customs Excise and Service Tax Appellate Tribunal. CESTAT *vide* its order S/1045/WZB/AHD/2012 dated June 19, 2012 allowed waiver of pre-deposit and stayed recovery till disposal of appeal. The matter is pending.
93. ILL has filed a refund claim for ₹0.44 million in Form R dated June 11, 2009 to the Assistant Commissioner of Central Excise and Service Tax for the period April 2008 to July 2008, stating that they have paid service tax on the service of renting of premises at ILL, Milan Mall, Mumbai. The Deputy Commissioner of Service Tax-I, Division III *vide* order number Refund/SJ/33/11 dated February 28, 2011 (“Order”) rejected the refund claim under section 11B of the Central Excise Act, 1944 as made applicable to service tax *vide* section 83 of the Finance Act, 1994. Subsequently, ILL filed an appeal dated June 3, 2011 before the Commissioner of Central Excise (Appeal), Mumbai under section 85 of the Finance Act, 1994 to set aside the Order. The matter is pending.
94. ILL has filed a refund claim in Form R dated October 25, 2010 before the Assistant Commissioner of Service Tax, Div I- Mumbai (“Assessing Authority”) on the ground that ILL Nariman Point multiplex paid excess service tax for the month of October 2007 for ₹0.24 million. ILL had received a sum of ₹18 million from Future Media (I) Limited for display of advertisement in ILL’s various multiplexes. Further due to calculation errors in allocation of amount in various units, ILL Nariman Point unit had paid excess payment of ₹0.29 million. Hence the refund application was made ILL. The Deputy Commissioner *vide* order number DMD/R-83/2011 dated March 28, 2011 (“Order”) rejected the refund application. Subsequently, ILL filed an appeal dated July 6, 2011 before the Commissioner of Central Excise (Appeals) under section 85 of the Finance Act, 1994 to set aside the Order and for grant of refund claimed. The matter is pending.
95. ILL has filed an appeal dated December 10, 2009 before the Commissioner (Appeals), Central Excise, Jaipur against order bearing number C.No. V (STD) 18/60/Ref-Inox/09/2935 dated September 09, 2009 (“Order”) passed by the Assistant Commissioner, Service Tax Division, Jaipur. ILL claimed that service tax has been charged on rent of the premises at Crystal Palm, Sardar Patel Marg, Shankar Bhawan, C-Scheme, Jaipur by the landlord Jaipur Need Nirman Private Limited, Jaipur and the same has been deposited with the department. ILL further claimed that, service tax on rent has been illegally charged by the landlord and unconstitutionally paid to the Central Government. The Assistant Commissioner, Service Tax Division, Jaipur *vide* Order rejected the refund claim for ₹0.51 million. Aggrieved, ILL filed the present appeal before the Commissioner (Appeals). The matter is pending.

96. ILL was charged service tax by its landlord M/s Euromer Gaurda Resorts (India) Private Limited for the premises rented by them at Garuda Mall, Bangalore. The service tax collected by the landlord from ILL was paid to the Central Government. ILL filed a refund application of ₹0.61 million to the Deputy Commissioner, DIV-III, Central Excise and Service Tax Department dated May 11, 2009. The matter is pending.
97. ILL was charged service tax by its landlord M/s Chennai Citi Centre Holding Private Limited for the premises rented by them at Chennai Citi Centre, Mylapore, Chennai. The service tax collected by the landlord from ILL was paid to the Central Government. ILL filed a refund application of ₹0.49 million to the Assistant Commissioner of Central Excise, Chennai dated May 28, 2009. The matter is pending.
98. ILL filed an appeal dated June 26, 2010 ("Appeal") before the Customs, Excise and Service Tax Appellate Tribunal, GOA ("CESTAT") against the order number ST/03/Commr.Goa/2005-06 dated March 28, 2006 ("Order") passed by the Commissioner of Customs and Central Excise, Panaji-Goa ("Commissioner"). ILL is the holder of registration number C-Eng/Panaji/Goa/123/04-05 dated April 27, 2004, issued as per section 69 of chapter V of the Finance Act, 1994 ("Act") for rendering services of consulting engineer, advertising, business auxiliary, event management and business exhibition. The Commissioner issued a show cause notice number F.No. CX-ST/INOX/5200/05-06 dated October 21, 2005 to ILL demanding ILL to show cause as to why service tax amounting to ₹2.82 million and education cess amounting to ₹0.06 million totalling to ₹2.87 million not paid by ILL on the taxable construction service rendered from September 10, 2004 onwards and the value of said taxable received up to September 10, 2005 should not be recovered and further interest and penalty should not be imposed. Subsequently, the Commissioner *vide* Order confirmed the demand of service tax totalling to ₹2.87 million, interest of ₹0.34 million and penalty of ₹0.04 million and ₹2.87 million under sections 76 and 78 respectively. Aggrieved, ILL filed the Appeal before the CESTAT praying that the Order and the demand of tax, interest and penalty be set aside. ILL also filed a stay application dated June 26, 2010 for dispensing with deposit of ₹2.15 million and stay of recovery. The CESTAT *vide* order dated September 4, 2006, remanded the case back to the Commissioner after waiving pre deposit of ₹2.15 million. The matter is pending.
99. ILL filed an appeal dated August 18, 2011 ("Appeal") before the Commissioner (Appeals), Central Excise and Customs for setting aside the order in original number D/STC/AC/AB/04/INOX/2011-12 dated May 9, 2011 ("Order") and for grant of stay against recovery arising out of Order. The Assistant Commissioner of Central Excise and Customs issued a show cause notice number STCG-I/INOX/BCH/56/10-11 dated December 15, 2010 seeking ILL to show cause as to why the wrongly availed cenvat credit amounting to ₹0.19 million should not be recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 73 of the Finance Act, 1994 and why interest under Rule 14 of the Cenvat Credit Rules, 2004 read with section 75 of the Finance Act, 1994 should not be levied on ₹0.19 million. Further, the service tax short paid amounting to ₹0.07 million during the period from October 2009 to March 2010 should not be recovered under section 73 (1) of Finance Act, 1994 and why interest under section 75 of the Finance Act, 1994 should not be levied in respect of the same. ILL was also asked to show cause as to why penalty should not be imposed under Rule 15(3) of Cenvat Credit Rules, 2004 and under section 76 and 77 of the Finance Act, 1994. ILL *vide* its reply notice dated January 29, 2011 claimed that the show cause notice dated December 15, 2010 is illegal and void ab-initio, hence the same should be dropped and further ILL should be given a personal hearing before the case is decided. Subsequently the Assistant Commissioner of Central Excise and Customs *vide* Order confirmed the recovery of the wrongly availed cenvat credit amounting to ₹0.19 million, recovery of the service tax short paid amounting to ₹0.07 million, recovery of interest and penalty. Aggrieved ILL filed the Appeal. Subsequently, the Commissioner (Appeals), Central Excise and Customs *vide* order bearing number PJ/441/VDR-II/2012-13 dated February 12, 2013 ("Order 1") upheld the Order. Aggrieved, ILL filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal. CESTAT *vide* Order No M/14085/WZB/AHD/2013 dated August 30, 2013 passed a stay on recovery of dues and penalties till disposal of appeal. The matter is pending.
100. ILL filed an appeal number 2302/Ahd2012 dated August 22, 2012 ("Appeal") before the Income Tax Appellate Tribunal, Ahmedabad against the order of Commissioner of Income Tax (Appeals) I, Baroda ("CIT (A)") in respect of assessment year 2009-2010. ILL had filed a revised return of income on September 22, 2010 declaring total loss of ₹54.95 million and deemed income under section 115JB at ₹199.99 million. The Deputy Commissioner of Income Tax Circle -1 (2) ("Assessment Officer") *vide*

assessment order dated March 28, 2011 passed under section 143 (3) of the Income Tax Act computed the total income as 35.70 million and the book profit as ₹199.99 million. Aggrieved ILL filed an appeal before the CIT (A). The CIT (A) *vide* order dated August 22, 2012 partly allowed the appeal. Aggrieved, ILL has filed an appeal before the ITAT *inter alia* on the ground that CIT (A) erred, in affirming the non allowance of ₹1.24 million being remuneration to employees by way of employee's stock option plan on vesting basis. ILL has also raised an alternative ground praying that if the amount of ESOPs is not allowed on vesting basis ₹1.06 million maybe allowed adopting the valuation on the date of exercising the option. The matter is pending.

101. ILL filed an appeal bearing number 1412 of 414 dated May 08, 2014 ("Appeal") before the Income Tax Appellate Tribunal ("ITAT") against the Commissioner of Income tax (Appeals) ("CIT (A)") order dated March 11, 2014 ("Order") in respect of assessment year 2010-2011. ILL had filed the Appeal *inter-alia* on the grounds that the CIT (A) erred in allowing entertainment tax subsidy amounting to ₹101.26 million as capital receipt not eligible to tax; and allowing disallowance of ESOP expenses amounting to ₹1.62 million. ILL had filed a revised return of income on September 30, 2012 declaring income as Nil and deemed income under section 115JB at ₹184.87 million. The Assessment Officer *vide* order dated February 26, 2013 passed under section 143 (3) of the Income Tax Act ("Act") computed the total income as ₹116.96 million and the book profit as ₹184.87 million. Aggrieved, ILL had filed the appeal before CIT(A) *inter alia* on the grounds that the Assessing Officer erred in, not excluding the amount of ₹106.99 million being incentive by way of exemption from entertainment tax, from total income, not allowing deduction for the amount of ₹1.62 million being remuneration to employees by way of employee's stock option plan and disallowing ₹8.36 million under section 14A of the Act. The CIT (A) *vide* order dated February 17, 2014 partly allowed the appeal filed by ILL. Aggrieved, the Deputy Assessing Officer has filed the Appeal.
102. ILL filed an appeal dated April 23, 2012 ("Appeal") before the Commissioner (Appeals), Central Excise and Customs for setting aside the order in original number Service Tax/AC/37/INOX/11-12 dated February 3, 2012 ("Order") and for grant of stay against recovery arising out of Order. The Assistant Commissioner of Central Excise and Customs, Vadodara -II ("Authority") issued a show cause notice number STCG-I/INOX/BCH/18/2011-12 dated June 15, 2011 ("SCN") seeking ILL to show cause as to why the wrongly availed cenvat credit amounting to ₹0.20 million should not be recovered under rule 14 of the Cenvat Credit Rules, 2004 read with section 73 of the Finance Act, 1994 and why interest under Rule 14 of the Cenvat Credit Rules, 2004 read with section 75 of the Finance Act, 1994 should not be levied on ₹0.20 million. Further, the service tax short paid amounting to ₹0.09 million during the period from April 2010 to September 2010 should not be recovered under section 73 (1) of Finance Act, 1994 and why interest under section 75 of the Finance Act, 1994 should not be levied in respect of the same. ILL was also asked to show cause as to why penalty should not be imposed under Rule 15(3) of Cenvat Credit Rules, 2004 and under section 76 and 77 of the Finance Act, 1994. ILL *vide* its reply notice dated August 8, 2011 claimed that the SCN is illegal and void ab-initio, hence the same should be dropped and further ILL should be given a personal hearing before the case is decided. Subsequently the Authority *vide* Order confirmed the recovery of the wrongly availed Cenvat Credit amounting to ₹0.20 million, recovery of the service tax short paid amounting to ₹0.09 million and recovery of interest and penalty. Aggrieved ILL filed the Appeal and the matter is pending.
103. ILL filed an appeal dated August 3, 2012 ("Appeal") before the Commissioner (Appeals), Central Excise and Customs for setting aside the order in original number Service Tax/AC/08/INOX/12-13 dated May 31, 2012 ("Order") and for grant of stay against recovery arising out of Order. The Assistant Commissioner of Central Excise and Customs ("Authority") issued a show cause notice number STCG-I/INOX LEISURE/BRCH/43/11-12 dated February 7, 2012 ("SCN") seeking ILL to show cause as to why the wrongly availed cenvat credit amounting to ₹0.24 million should not be recovered under rule 14 of the Cenvat Credit Rules, 2004 read with section 73 of the Finance Act, 1994 and why interest under Rule 14 of the Cenvat Credit Rules, 2004 read with section 75 of the Finance Act, 1994 should not be levied on ₹0.24 million. Further, the service tax short paid amounting to ₹0.11 million during the period from October 2010 to March 2011 should not be recovered under section 73 (1) of Finance Act, 1994 and why interest under section 75 of the Finance Act, 1994 should not be levied in respect of the same. ILL was also asked to show cause as to why penalty should not be imposed under Rule 15(3) of Cenvat Credit Rules, 2004 and under section 76 and 77 of the Finance Act, 1994. ILL *vide* its reply notice dated March 29, 2012 claimed that the show cause notice dated February 7, 2012 is illegal and void ab-initio, hence the same should be dropped and further ILL should be given a personal hearing before the case is decided. Subsequently the Authority *vide* Order confirmed the recovery of

the wrongly availed cenvat credit amounting to ₹0.24 million, recovery of the service tax short paid amounting to ₹0.11 million and recovery of interest and penalty. Aggrieved ILL filed the Appeal and the matter is pending.

104. ILL has filed an entertainment appeal dated May 4, 2013 ("Appeal") before the Divisional Commissioner, Pune for setting aside the order bearing number *vide* no. ETO/WS/52220/12 dated March 30, 2013 ("Order") passed by the Additional Collector, Pune ("Authority"). ILL received a notice dated September 15, 2012 from the office of the Collector, Pune – Entertainment Tax Department alleging that ILL has collected an amount of ₹99.42 million towards entertainment tax despite grant of 100% exemption for initial three years under the eligibility certificate and that it has not fully deposited with the Authority, the entertainment tax collected during the subsequent two years, when ILL was entitled to a 75% exemption. Subsequently, the Additional Collector, Pune by its Order directed ILL to pay the amount of ₹104.08 million within a period of one month from the date of the Order. Aggrieved the Appeal was filed. Subsequently, the Divisional Commissioner passed an order dated April 29, 2014 ("Order 1"), rejecting the Appeal filed by ILL and confirming Order. Aggrieved by Order 1, ILL has filed entertainment tax appeal number 07/2013 before the State Government of Maharashtra, Appellate Jurisdiction ("Appellate Authority") on July 01, 2014 praying that Order and Order 1 be set aside, as the same are based purely on conjectures and was passed without any authority. The matter is pending.
105. Shouri Properties Private Limited, run by ILL ("Appellant") has filed an entertainment tax appeal dated August 30, 2014 ("Appeal") before the Revenue Minister, State Government of Maharashtra ("Appellate Authority") against the order dated May 07, 2014 ("Order") passed by the Divisional Commissioner, Konkan Division, Mumbai ("Authority"). The Appeal was filed inter-alia on the grounds that the Authority has passed the Order ignoring the facts and ignoring the revised chartered accountant certificate dated November 11, 2011 certifying Appellant's eligible expenses of ₹9.09 million etc. The Appellant has prayed for setting aside the Order and for grant of interim stay till the final disposal of the Appeal. The matter is pending.
106. ILL has filed an appeal bearing no. 294 of 2014 LT dated September 15, 2014 ("Appeal") before the Appellate Deputy Commissioner, Indore ("Appellate Authority") against the order dated July 31, 2014 passed by the Commercial Tax Officer, Indore demanding ₹8.2 million towards Entertainment Tax and Advertisement Tax for INOX – Sapna Sangeeta Theatre, Indore and INOX Naman Mall, Jaipur. The Commercial Tax Officer, Indore issued a demand notice dated November 18, 2014 under section 149 of Madhya Pradesh Land Revenue Code, 1959 for recovery of ₹8.2 million. ILL *vide* its letter dated November 27, 2014 to the Appellate Authority informed that 25% of the demanded amount has been deposited and requested for grant of stay of recovery proceedings. Subsequently, Appellate Authority *vide* its order dated November 27, 2014 has granted stay on recovery. The matter is pending.
107. ILL has filed a tax appeal bearing number 76 of 2003 dated November 29, 2003 ("Appeal") under section 406 of the Bombay Provincial Municipal Corporation Act ("Act") against Vadodara Municipal Corporation ("Corporation") before the court of Civil Judge (S. D.) at Vadodara ("Court"). Corporation has issued a tax bill for ₹0.66 million for the entire property, which was paid by ILL. Subsequently, another tax bill of ₹4967 was raised for a part of property. Further another revised bill was issued by Corporation of ₹0.89 million. ILL filed Appeal *inter alia* praying for quashing the revised bill of ₹0.89 million and directing Corporation to determine correct value in accordance of the Act. According to the provisions of the Act, 75% amount of the bill is required to be deposited with the Corporation at the time of filing of the Appeal. On November 29, 2003 ILL has filed an application to dispense with the deposit before the Court. ILL deposited only 25% of the disputed bill amount. Subsequently, the Court *vide* order dated October 20, 2004, ("Order") directed ILL to deposit remaining 50% of the disputed bill amount to the Corporation within 30 days of the Order. Aggrieved by the Order, ILL filed a miscellaneous tax appeal bearing number 241 of 2004 dated November 25, 2004 ("Appeal 2") under section 411 (BB) of the Act before the Court *inter alia* praying to set aside and quash the Order. The Joint District Judge and Additional Sessions Judge *vide* order dated April 30, 2005 confirmed the Order and dismissed Appeal 2. The matter is pending.
108. ILL has filed a tax appeal bearing number 77 of 2003 dated November 29, 2003 ("Appeal") under section 406 of the Bombay Provincial Municipal Corporation Act ("Act") against Vadodara Municipal Corporation ("Corporation") before the court of Civil Judge (S. D.) at Vadodara ("Court"). Corporation has issued a tax bill for ₹0.66 million for the entire property, which was paid by ILL. Subsequently,

another tax bill of ₹0.12 million was raised for a part of property. Further another revised bill was issued by Corporation of 0.091 million. ILL filed a tax appeal *inter alia* praying for quashing the revised bill of 0.091 million and directing Corporation to determine correct value in accordance of the Act. According to the provisions of the Act, 75% amount of the bill is required to be deposited with the Corporation at the time of filing of the Appeal. On November 29, 2003 ILL has filed an application to dispense with the deposit before the Court. ILL deposited only 25% of the disputed bill amount. Subsequently, the Court *vide* order dated October 20, 2004, (“Order”) directed ILL to deposit remaining 50% of the disputed bill amount to the Corporation within 30 days of the Order. Aggrieved by the Order, ILL filed a miscellaneous tax appeal bearing number 241 of 2004 dated November 25, 2004 (“Appeal 2”) under section 411 (BB) of the Act before the Court *inter alia* praying to set aside and quash the Order. The Joint District Judge and Additional Sessions Judge *vide* order dated April 30, 2005 confirmed the Order and dismissed Appeal 2. The matter is pending.

Notices received by Inox Leisure Limited

Criminal Notices

NIL

Civil Notices

109. ILL received a letter dated August 20, 2013 from Tapadia Cine Market Private Limited (“Tapadia”), invoking the arbitration for non-payment of service tax. The erstwhile Fame India Limited (now Inox Leisure Limited) had entered into a sub-lease deed dated November 29, 2006 with Tapadia in respect of a theatre complex in Aurangabad. As per the sub-lease deed, it has been specifically provided that the amount being paid as lease rent is inclusive of all applicable taxes and hence Fame India is not liable to pay service tax separately to the Lessor. Subsequently, Fame India Limited entered into deed of correction to the sub lease deed dated December 19, 2006. On receipt of letter from Tapadia, invoking the arbitration, the same was replied *vide* letter dated September 19, 2013 by ILL stating the grounds on which ILL is not liable for the payment of service tax and suggesting names of the possible sole arbitrator. The matter is pending.
110. Kavita Mudra (“Complainant”) issued a consumer notice bearing number 508 of 2014 dated January 12, 2014 under section 12 of Consumer Protection Act, 1986 against ILL. ILL published an advertisement in the newspaper announcing I ticket free on purchase of two tickets for the movie Happy New Year. Complainant purchased 4 tickets but ILL refused to give two free tickets which caused inconvenience at INOX Theatre. The Complainant has demanded a total compensation of ₹0.16 million including the cost of the complaint for inconvenience caused. The matter is pending.
111. Mr. Arijit Saha (“Complainant”) filed a consumer complaint bearing number CC. No. 2189 of 2014 dated February 16, 2015 (“Complaint”) before the Consumer Affairs & Fair Business Practices against ILL alleging that the practice of ILL not allowing water bottles in the theatre is very distressing. Complainant has demanded that the rule directing people to submit their water bottles at the entrance, must be discarded. Subsequently, ILL *vide* letter dated February 23, 2015 responded to the complaint addressing the complaints made. The matter is pending.

Tax Notices

112. The Commissioner of Customs, Central Excise and Service Tax (“Authority”) issued a show cause notice dated March 25, 2014 (“Show Cause Notice”) to ILL to show cause as to why an amount of ₹26.78 million towards service tax should not be paid by them under the category of “Business Support Services” during the period May 09, 2009 to March 31, 2012 under section 73 (1) of the Finance Act, 1994 along with interest under section 75 of the Finance Act, 1994 on the amount demanded along with penalty under section 77 and 78 of the Finance Act, 1994. ILL had replied to the Show Cause Notice *vide* letter dated March 25, 2014. The matter is pending.
113. The Commissioner of Customs, Central Excise and Service Tax (“Authority”) issued a show cause notice dated May 22, 2014 (“Show Cause Notice”) to ILL to show cause as to why an amount of ₹3.28 million towards service tax should not be paid by them under the category of “Business Support Services” during the period April 01, 2012 to March 30, 2012 under section 73 (1A) of the Finance

- Act, 1994 along with interest under section 75 of the Finance Act, 1994 on the amount demanded along with penalty under section 76 and 77 of the Finance Act, 1994. ILL had replied to the Show Cause Notice *vide* letter dated May 25, 2014. The matter is pending.
114. Assistant Commissioner, Central Excise and Customs, Service Tax Cell, Vadodara-II (“Authority”), has issued a show cause notice (F.No./STC/Brch/Inox/SCN/AC/25/2012) dated July 16, 2012 (“Show Cause Notice”) to ILL demanding ILL to show cause as to why the wrongly availed cenvat credit amounting to ₹0.22 million should not be recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with section 73 of Finance Act, 1994, the service tax short pad amounting to ₹0.07 million during the period April 2011-September 11 should not be recovered from them under section 73 (1) of Finance Act, 1994 along with interest at appropriate rate should not be demanded/recovered from them under section 75 of the Finance Act, 1994 on the amount of cenvat credit and on the amount of service tax, penalty should not be imposed upon them under Rule 15(3) of Cenvat Credit Rules, 2004 and under section 76 and 77 of the Finance Act, 1994. ILL filed its reply dated July 16, 2013. The matter is pending.
 115. Additional Commissioner, Central Excise Commissionerate, Jaipur-I, has issued a show cause notice number V(H) Adj-I/ST/331/2010/1325 dated September 23, 2011 calling upon ILL to show cause as to why the cenvat credit amounting to ₹1.17 million should not be disallowed and recovered under Rule 14 of the Cenvat Credit Rules, 2004 read with proviso to section 73(1) of the Finance Act, 1994 along with interest and penalty should not be imposed. Subsequently, ILL replied *vide* letter dated January 27, 2012. The matter is pending.
 116. Additional Collector, Nagpur issued a show cause notice dated December 16, 2014 (“SCN”) to Indo Pacific Software and Entertainment Limited (“IPSEL”) and ILL to show cause as to why the entertainment tax amount of ₹57.47 million collected from patrons and not deposited with government should not be recovered at the interest of 18% per annum for the first 30 days and thereafter 24% as penalty. IPSEL has appointed ILL to manage, conduct and operate multiplex cinema theatre. ILL has filed its reply on December 30, 2014 stating that IPSEL has been exempted to pay the entertainment for certain periods and ILL has been paying the taxes only on behalf of IPSEL. The matter is pending.
 117. Entertainment Tax Officer, Chinawalatair Circle, Visakhapatnam issued a notice bearing number 416/14 SA-2 dated October 18, 2014 calling upon ILL to furnish the evidence of payment of stamp duty on the lease deed entered between Sea Valley Resorts Private Limited and ILL. ILL filed a reply dated November 11, 2014 stating that the document in question is not a lease deed and hence does not attract any further duty.
 118. Collector & District Registrar, Visakhapatnam issued notice bearing No.G1/914-11/2014 dated November 17, 2014 (“Notice”) requesting ILL to pay deficit stamp duty of ₹5.88 million on the agreement dated September 3, 2009 executed between Chandana Brothers Multi Complex Private Limited and ILL. Subsequently, ILL has *vide* letter dated December 24, 2014 sought additional 15 days time to reply to the Notice and find another letter dated February 2, 2015 for extension of 15 days.
 119. Commercial Tax Officer, Jaipur issued a notice dated December 10, 2014 under section 10(3)(b) of Entertainment Tax Act, 1957 for the multiplex situated at Crystal Palm, Jaipur. The notice mentions that the benefits of Raj Investment Promotion Scheme – 2003 (“RIPS”) has been allowed to Jaipur Need Nirman Private Limited whereas the benefit of the same is being taken by ILL. ILL has been directed to submit a reply stating reasons for availing the benefits under RIPS and non-deposit of entertainment tax of 30% with the government. Further another notice dated December 15, 2014 was issued by the Commercial Tax Officer, Jaipur asking details about the benefit being availed under RIPS. ILL has replied to the notice dated December 15, 2014 *vide* its letter dated January 8, 2015 requesting the Commercial Tax Officer to drop the proceeding. On January 30, 2015, ILL received notice to remain present in commercial tax office. Subsequently, ILL had filed reply dated February 3, 2015 requesting to issue certified copies of inquiry report and thereafter grant atleast one month’s time for submission of final reply. The matter is pending.
 120. The Commissioner of Customs and Central Excise (“Authority”) issued a show cause notice dated October 16, 2014 (“Show Cause Notice”) to ILL to show cause as to why an amount of ₹15.50 million towards service tax should not be paid by them under the category of “Business Support Services” during the period April 01, 2009 to July 31, 2013 under section 73 (1) of the Finance Act, 1994 along

with interest under section 75 of the Finance Act, 1994 on the amount demanded along with penalty under section 76, 77 and 78 of the Finance Act, 1994. The matter is pending.

121. The Additional Director General of Central Excise (“Authority”) issued a show cause notice dated October 10, 2014 (“Show Cause Notice”) to ILL to show cause as to why an amount of ₹72.01. million towards service tax should not be paid by them under the value of service portion in supply of food or other article of human consumption or drink during the period April 01, 2013 to February 28, 2014 under section 73 (1) of the Finance Act, 1994 along with interest under section 75 of the Finance Act, 1994 on the amount demanded along with penalty under section 76, 77 and 78 of the Finance Act, 1994. The matter is pending.
122. The Commissioner of Customs and Central Excise (“Authority”) issued a show cause notice dated October 20, 2014 (“Show Cause Notice”) to ILL to show cause as to why an amount of ₹12.67 million towards service tax should not be paid by them under the category of “Business Support Services” during the period August 19, 2011 to July 8, 2013 under section 73 (1) of the Finance Act, 1994 along with interest under section 75 of the Finance Act, 1994 on the amount demanded along with penalty under section 76, 77 and 78 of the Finance Act, 1994. The matter is pending.
123. The Commissioner of Service Tax, Mumbai (“Authority”) issued a show cause notice bearing number ST/MUM/Dn- III/G.XI/82/IOX/2014 (“Show Cause Notice”) to ILL to show cause as to why an amount of ₹265.19 million towards service tax should not be paid by them under the category of “Business Support Services” during the period July 2012 to September 2013 under section 73 (1A) of the Finance Act, 1994 along with interest under section 75 of the Finance Act, 1994 on the amount demanded along with penalty under section 76 and 77 of the Finance Act, 1994. The matter is pending.
124. ILL has received a Notice dated February 5, 2015 from Entertainment Tax Division, Office of Entertainment Tax Officer, Jaipur, demanding an amount of ₹16.84 million towards Entertainment Tax including penalty for the period from August 2014 to January, 2015 alleging that the benefit under RIPS 2003 is not available to ILL. ILL had *vide* letter dated filed an application for stay on the aforementioned notice. The Entertainment Tax Officer, Appeals – II has *vide* order dated March 3, 2015 has currently stayed the matter. The matter is pending.

Fame Motion Pictures Limited (since merged with Inox Leisure Limited. For further details please refer the chapter “Our Promoter, Promoter Group and Group Companies on page 199 of the RHP)

Litigations against Fame Motion Pictures Limited (“FMPL”)

Criminal Litigation

NIL

Civil Litigation

1. Shree Karma Productions Private Limited (“**Plaintiff**”) has filed a civil suit number 44 of 2007 dated December 24, 2007 before the principal district judge, Vadodara against FMPL and Percept Picture Company Private Limited (together referred to as the “**Defendants**”). The Plaintiff claims that they are the registered copyright owners of ‘Bal Hanuman’ and also the proprietor of the said character. The Plaintiff further claims that the Defendants and Silvertoon had produced, released, published and were distributing a cinematographic film based on the story and script in which the Plaintiffs had a copyright, in the Telugu language. Hence, aggrieved the Plaintiff had filed the present suit inter-alia praying for perpetual injunction restraining the defendants from infringing Plaintiffs copyright in the artistic work “Bal Hanuman” and from using the character “Bal Hanuman”. The Plaintiff has also filed an application under Order 39 Rule 1 and Rule 2, Section 151 of the Code of Civil Procedure Code, 1908 dated December 24, 2007 seeking an order of injunction restraining the defendant from infringing Plaintiff copyright in the artistic work “Bal Hanuman” and for using the character “Bal Hanuman” pending hearing and final disposal of the case. The Principal District Judge, Vadodara *vide* order dated December 24, 2007 granted the interim injunction as sought in the application dated December 24, 2007 for a period up to January 17, 2008 (**Order 1**). Aggrieved, Percept Picture Company Private Limited has filed a civil application number 15737 of 2007 in appeal from order number 467 of 2007 before the High Court of Gujarat, Ahmedabad against order 1. Subsequently, the High Court of

Gujarat, Ahmedabad *vide* order dated December 28, 2007 vacated the injunction in favour of Percept Picture Company Private Limited (**Order 2**) and directed the trial court to decide the application Ex. 5 on its merits. Subsequently Ex. 5 has been heard by the learned Principal District Judge, Vadodara and by an order dated October 15, 2008 allowed the application and granted interim injunction (**Order 3**). Aggrieved Percept Picture Company Private Limited has filed appeal against Order 3 being Appeal from Order No. 356/08 and also filed civil application no. 12864/08 for interim reliefs before the High Court of Gujarat, Ahmedabad. Subsequently, the High Court of Gujarat, Ahmedabad *vide* order dated July 19, 2010 has dismissed the Appeal from Order, civil application and also vacated ad-interim stay granted earlier (**Order 4**).

Tax Litigation

NIL

Litigations by Fame Motion Pictures Limited ("FMPL")

Criminal Litigations

NIL

Civil Litigations

2. FMPL filed a complaint dated March 4, 2003 before the Indian Motion Picture Distributors Association ("IMPDA") against Surya Movies for not refunding the unrecouped portion of the print costs, publicity expenses, commission etc., as per the Memorandum of Understanding dated April 20, 2000 ("MOU"). Surya Movies entered into an MOU with FMPL and granted distribution rights to FMPL for their film "Dil Hi Dil Mein" for Bombay circuit. FMPL claimed that as per clause 5 of the MOU, if FMPL did not recover exploitation commission at the rate of 20%, cost of prints, publicity expenses and other expenses within 3 months from date of the MOU, then the producer shall make immediate payment of all the shortfall amounts. Accordingly an amount of ₹0.22 million was recoverable from Surya Movies. Surya Movies failed to pay the said amount and hence the present complaint was filed. Subsequently, IMPDA *vide* award dated September 19, 2003 admitted the complaint and Surya Movies was called upon to pay the aforesaid amount along with interest at the rate of 24% per annum from July 19, 2000.
3. FMPL filed a complaint before the Indian Motion Picture Distributors Association ("IMPDA") against Oasis Enterprises. Oasis Enterprises have entered into an agreement dated December 15, 2007 with FMPL for grant of the distribution, exhibition and exploitation rights for the movie "AL RISALAH" for Mumbai circuit and FMPL had released the movie on January 04, 2009. FMPL has claimed balance advance of ₹0.71 million along with interest at the rate of 24%. The present complaint with IMPDA for recovery of the aforesaid amount along with interest. Subsequently, an award dated September 02, 2010 was passed by IMPDA inter-alia admitting the claim of FMPL and calling upon Oasis Enterprises along with two other persons to pay the sum of ₹0.71 million in 7 monthly installments starting from September 18, 2010. Further, if Oasis Enterprises fails to remit even single installment on due date then Oasis Enterprise shall pay entire amount in one lump sum within seven days along with interest at the rate of 24% from the date of default till date of final payment. The matter is pending.
4. A Memorandum of Understanding dated October 20, 2003 ("MOU") was entered between Movie World ("MW") and Shree Vijay Raj Entertainment and Software Limited ("SVRESL") for distribution, exhibition and exploitation right of the movie Ab Tumhare Hawale Wattan Sathiyon. SVRESL assigned all the right, title and interest in favour of FMPL by a MOU dated October 20, 2003 ("MOU1"). FMPL filed a complaint dated April 26, 2005 against MW and Mr. Anil Sharma ("Respondents") with the Indian Motion Picture Distributors Association ("IMPDA") for un-recouped portion of refundable advance amount of ₹25.34 million along with interest at the rate of 24 per cent per annum from May 23, 2005 till receipt and ₹500 for complaint fees. An ex-parte award dated August 26, 2005 was passed by IMPDA, whereby the Respondents were jointly and severally liable to pay FMPL the balance un-recouped portion of refundable advance. FMPL filed an execution application number 483 of 2006 dated July 20, 2007 before High Court of Bombay for attachment of immovable property of the respondents. The High Court *vide* its order dated November 16, 2006 issued a warrant attaching the immovable properties, the office and residential premises of Mr. Anil Sharma. Respondents filed chamber summons numbers 1663 of 2006 on December 21, 2006 and chambers

summons numbers 40 and 41 of 2007 dated January 11, 2007 (“Chamber summonses”) in execution application number 483 of 2006 *inter alia* praying for raising attachment and stay of the execution application number 483 of 2006. The High Court has passed an order dated March 2, 2009 recording that the Chamber Summonses are allowed to be withdrawn with liberty to file afresh in case the decretal claim is not settled. The matter is pending.

Tax Litigations

5. FMPL filed seven appeals dated February 03, 2006 before the Commissioner of Customs (Appeals) under section 128 of the Customs Act against the orders bearing numbers CA/HSN/872/JC/SVC/05-06 (“Order 1”), CA/HSN/873/JC/SVC/05-06 (“Order 2”), CA/HSN/874/JC/SVC/05-06 (“Order 3”), CA/HSN/875/JC/SVC/05-06 (“Order 4”), CA/HSN/876/JC/SVC/05-06 (“Order 5”), CA/HSN/877/JC/SVC/05-06 (“Order 6”) and CA/HSN/878/JC/SVC/05-06 (“Order 7”) respectively issued on December 05, 2005 passed by the Joint Commissioner of Customs. FMPL imported cinematographic films from Alliance Atlantis Pictures International Inc, Canada (“Atlantis”), Multi Video Services, Burke Virginia (“Multi Video”), Capitol Films Limited (“Capitol Films”), Rosellini and Associates, Inc, Canada (“Rosellini”), Lions Gate Films International, Canada (“Lions Gate”), Leela Productions, USA (“Leela Productions”) and Amsell Entertainment Inc, USA (“Amsell”) and Atlantis respectively for the purpose of distribution, exhibition and exploitation rights of the cinematographic films in India for a fixed period from the date of its first release. The Joint Commissioner of Customs *vide* Order 1, Order 2, Order 3, Order 4, Order 5, Order 6 and Order 7 held that FMPL, Atlantis, Multi Video, Capitol Films, Rosellini, Lions Gate, Leela Productions and Amsell respectively are related under rule 2(2) of Customs Valuation Rules, 1988. Further, the invoice value was rejected and ordered payment of customs duty based on intrinsic value of imported films as determined under rule 7(A) of the Customs Valuation Rules, 1988 by the assessing groups with additions under rule 9(2) if any. The Joint Commissioner of Customs also ordered inclusion of payments made by FMPL and any royalty/license fee/deposits, in the assessable value under rule 9 (1) of the Customs Valuation Rule, 1988. Hence, aggrieved FMPL filed the present appeals to dismiss Order 1, Order 2, Order 3, Order 4, Order 5, Order 6 and Order 7. The matter is pending.

Satyam Cineplexes Limited

Litigations against Satyam Cineplexes Limited

Criminal Litigations

NIL

Civil Litigations

NIL

Tax Litigations

NIL

Litigation by Satyam Cineplexes Limited

Criminal Litigations

NIL

Civil Litigations

NIL

Tax Litigations

1. Satyam Cineplexes Limited (“SCL”) has filed a writ petition bearing no. 4694 of 2014, on June 27, 2014 (“**Writ Petition**”) before the High Court of Madhya Pradesh (“**High Court**”), against the State of Madhya Pradesh and Others (“**Respondents**”). The Writ Petition has been filed against order 11/2013

(Vilasita), (Entertainment Tax) dated May 05, 2014 (“**Impugned Order**”) passed by the Commercial Tax Officer, Indore Circle, Indore (“**Assessment Officer**”) wherein the Assessment Officer imposed tax of ₹12.01 million for the period from April 01, 2012 to March 31, 2013 towards Entertainment Tax and Advertisement Tax along with interest and penalty. SCL has claimed that certain concessions including *inter alia* exemption from levy of entertainment duty (“**Exemption**”), was provided by the Government of Madhya Pradesh, to multiplex operators, *vide* its policy on Integrated Family Entertainment Centers (Multiplex Complexes) (“**Multiplex Policy**”). Aggrieved by the Impugned Order, SCL has filed the Writ Petition praying that the Impugned Order be quashed and set aside and SCL be entitled to the exemptions under the Multiplex Policy. The matter is pending.

2. Satyam Cineplexes Limited (“**SCL**”) filed a writ petition bearing number WP 6357 of 2013 (“**Petition**”) before the High Court of Madhya Pradesh (“**High Court**”) against the Assistant Commissioner of Commercial Tax, Audit Wing, Indore-I, Indore (“**Assessment Officer**”) and Others (“**Respondents**”). SCL is challenging the legality and validity of order dated July 21, 2013 as well as Summary Appeal Rejection Memo dated April 08, 2013 (“**Rejection Memo**”) passed by the Assessment Officer. The State of Madhya Pradesh levied tax on luxuries and entertainment in consequence of which SCL appeared time to time and produced all required books of accounts as directed by the Assessment Officer. The Assessment Officer passed an order dated January 21, 2013 (“**Order**”) levying entertainment tax. Aggrieved, SCL filed an appeal before the Appellate Authority & Deputy Commissioner, Commercial Tax, Indore – 1 (“**AADC**”). However, the AADC by order dated April 08, 2013 (“**Order 1**”) has summarily rejected the said Appeal on grounds of non-payment of pre-deposit of 10% which is a non-compliance of section 46(5) of the Madhya Pradesh VAT Act, 2002. SCL has filed the Petition and has sought that the High Court quash the Rejection Memo and Order. The High Court passed an Interim Order dated May 16, 2013 granting stay in this matter. The matter is pending.

Notice received by Satyam Cineplexes Limited

Criminal Notices

NIL

Civil Notices

3. On December 3, 2014 the divisional investigation team made a surprise visit at the cinema theatre located at Aurangabad, Maharashtra and inspected the food, online ticket selling network, advertisement and e-taxes etc. The Deputy Collector, Aurangabad (“**Collector**”) served a notice dated January 31, 2015 to Satyam Cineplexes Limited suggesting some corrective actions with respect to the price at which food was being sold, connection of ticketing network with collector’s office, payment of taxes with respect to the advertisements displayed, delay in payment of entertainment tax and levied penalties aggregating to ₹0.08 million against Satyam Cineplexes Limited. The matter is pending.

Tax Notices

4. Satyam Cineplexes Limited (“**SCL**”) received a show cause notice dated April 21, 2014 (“**SCN**”) alleging that SCL provided interconnected services with predominance of the service of ‘Renting of Immovable Property Service’ to the distributor when the copyrights of the movie/ film were not transferred/ sold by the distributor either temporary or otherwise to the SCL. The SCN also alleged non-payment of service tax on convenience charges, pouring fees, miscellaneous other operating and non-operating incomes, lease rent income, parking fees, service charges, advertisement income, professional charges (Architect fees) in foreign currency. The SCN was issued for a period from 2008 to 2013. The SCN calls upon SCL to show cause to the Commissioner of Service Tax, New Delhi within 30 days of receipt of SCN as to why the service tax amounting to ₹234.37 million should not be demanded and recovered under the proviso to the section 73(1) read with section 66, 66A, 66B, 67A, 68, 95 and 140 of the Finance Act, 1994 and also as to why the aforesaid tax along interest and penalty should not be paid by SCL. SCL is in the process of filing reply to the SCN. SCL has filed its reply on October 20, 2014 praying to drop the proceedings. The matter is pending
5. Satyam Cineplexes Limited (“**SCL**”) received a show cause notice dated June 7, 2014 under Section 10 (a) of the Central Sales Tax Act, 1956 and under Section 74 (1) of The Karnataka Value Added Tax

Act, 2003 (“SCN”) alleging that interstate purchases of material against Form C which is used for exhibition of cinema is not eligible for input tax credit. The SCN also alleged that purchase turnovers have been declared without declaration of sales turnover in VAT-100 monthly returns as required under VAT scheme. The SCN calls upon SCL to show cause to the Joint Commissioner of Commercial Taxes as to why the penalty of ₹2.33 million should not be levied against SCL. Subsequently, SCL filed a reply dated July 3, 2014, stating that penalty should not be levied as contravention was not intentional.

6. Satyam Cineplexes Limited (“SCL”) received a show cause notice dated June 7, 2014 under Section 21 read with Section 23 of the Karnataka Tax on Entry of Goods Act, 1979 (“SCN”) alleging that SCL purchases certain machineries and fabrics liable for entry tax during the period from 2011 to 2014 but liability has not discharged. The SCN calls upon SCL to show cause to the Commercial Tax Officer, Mysore as to why proceedings should not be initiated against SCL for non-payment of Entry Tax liability of ₹0.05 million for the period from 2010 to 2014. Subsequently, SCL filed a reply dated July 23, 2014 and agreed to pay compounding fees. Further *vide* letter dated July 28, 2014 SCL paid entry tax of ₹0.02 million.

Other Confirmations

1. There have been no instances of continuing default or nonpayment of material amounts in respect of undisputed statutory dues by our Company.
2. There are no reservations, qualifications or adverse remarks in the Auditors Report issued by the Statutory Auditors.
3. There are no material frauds committed against our Company in the last five years

Material developments since the last balance sheet date

Except as stated below, in the opinion of our Board, there have not arisen, since nine months ended December 31, 2014, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our consolidated assets or its ability to pay its material liabilities within the next 12 months:

Post December 31, 2014, our Company has entered into a term loan agreement with Ratnakar Bank Limited for foreign currency term loan of ₹ 600 million or USD 10 million (whichever is lower) on January 30, 2015. This loan has a tenor of 60 months and is to be utilised towards capital expenditure for the Barwani Unit (including reimbursement of expenditure done).

LICENSES AND APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government, various governmental agencies and other statutory and/or regulatory authorities, required for carrying out its present business and except as mentioned below, no further material approvals are required for carrying on our Company's present business. Certain approvals have elapsed in their normal course and our Company has made applications to the appropriate authorities for renewal of such licenses and/or approvals. The object clause and objects incidental to the main objects of the Memorandum of Association enable our Company to undertake its existing activities.

APPROVALS IN RELATION TO OUR COMPANY'S INCORPORATION

1. Certificate of incorporation of our Company dated April 9, 2009.
2. Certificate of commencement of business dated April 15, 2009.

APPROVALS FOR THE ISSUE

Corporate Approvals

1. Our Board has, pursuant to resolutions passed at its meeting; held on May 6, 2013 authorised the Issue, subject to approval by the shareholders of our Company under section 81(1A) of the Companies Act, 1956.
2. Our shareholders have pursuant to a resolution dated May 6, 2013 under section 81(1A) of the Companies Act, 1956, authorised the Issue.
3. The Offer for Sale has been authorized by GFL pursuant to the resolutions by the committee of directors of GFL dated June 24, 2013.

Approvals from Stock Exchanges

1. Our Company has received an in-principle approval from NSE pursuant to letter no. NSE/LIST/212730-W dated August 8, 2013 for listing of Equity Shares issued pursuant to the Issue.
2. Our Company has received an in-principle approval from the BSE pursuant to letter no. DCS/IPO/NP/IP/120/2013-14 dated August 12, 2013 for listing of Equity Shares issued pursuant to the Issue.

APPROVALS IN RELATION TO THE BUSINESS OF OUR COMPANY

Type Certifications

1. C-WET provisional type certificate no. C-WET/S&C/RLMM/2013-14/01 for the WT2000DF model dated May 13, 2013 valid until March 18, 2015.
2. Germanischer Lloyd WindEnergie type certificate no. 05.01.13.13.05 for the WT2000DF/93 Wind Turbine model dated March 19, 2013 and valid until March 18, 2015.
3. Germanischer Lloyd WindEnergie type certificate no. 005.02.2.01.14.01 for the WT2000DF/100 Wind Turbine model dated July 17, 2014 and valid until June 1, 2019.

Tax Related Registrations

1. Permanent Account Number: AACCI0597B
2. Tax Payers Identification Number: 02030100080

Factory/ Unit Approvals**1. Manufacturing unit situated at UNA, Himachal Pradesh**

Sr. No.	License	Registration Number	Date of Issuance	Validity Period
1.	Entrepreneurs Memorandum Part II for the manufacture of Renewable Energy Devices Wind Turbine (Wind Operated Electricity Generator Set including Nacelle, Hub and Accessories) with a capacity of 400 M.P.A.	EM No. 02/007/13/00006/medium	March 25, 2010	Until revoked
2.	Acknowledgement for manufacturing of wind turbines generators nacelle and hub for proposed capacity of 550 sets issued by Secretariat for Industrial Assistance, Ministry of Commerce and Industry, GoI	1132/SIA/IMO/2009	September 18, 2014	NA
3.	Consent to operate unit for the manufacture of wind turbines issued by Himachal Pradesh State Pollution Control Board	PCB (323)Inox Wind Limited, Una/14-3461-64	May 21, 2014	March 31, 2016
4.	License issued by Himachal Pradesh State Pollution Control Board for authorization for operating a facility for generation and storage of hazardous waste	PCB/HWMR/(2108) Inox Wind Limited -Una/09-13167/14	June 2, 2014	March 31, 2019
5.	Registration and License to work a Factory by Chief Inspector of Factories	L&E(FAC)9-2014642-324	January 1, 2010 (renewed as on February 13, 2015)	December 31, 2015
6.	Sanction by Himachal Pradesh State Electricity Board for release of 999.920 KW load with contract demand of 800 KVA on 11 KV supply voltage for the manufacture of wind turbine	Letter No. 260.DB 15/09 13421-22	February 11, 2010	Until revoked
7.	Central Excise Registration Certificate	AACCI0597BEM001	March 1, 2012	Until revoked
8.	Certificate of Registration, issued by the government of Himachal Pradesh, Regional Transport Office	HP72 8662	November 24, 2012	November 23, 2027
9.	Fire NOC, issued by Directorate of Fire Service Himachal Pradesh, Shimla	HOM(FS)(HQ)6-10/76-XL-Sml-NOC-6996	July 31, 2013	July 30, 2015
10.	Certificate of Registration of the ground water source issued under section 8 of Himachal Pradesh Ground Water (Regulation and Control of Development and Management) Act, 2005 by the Himachal Pradesh Ground Water Authority, Shimla	HPGWA-Eu/121	October 20, 2011	Until revoked
11.	Registration certificate under sub-section 1 of section 12 of the Contract Labour (Regulation and Abolition) Act, 1970 and Rules framed thereunder	L.O./Una/CLA/168/2010	June 3, 2010	June 3, 2015
12.	Annual lease fee for factory land situated at khasra nos. 265, 266 and 267	IWL/DIC/2014-15	July 30, 2014	payable annually
13.	Annual lease fee for factory land situated at khasra no 264	IWL/DIC/2014-15	September 24, 2014	
14.	Certificate of Registration under the Central Sales Tax Act, 1956	TIN 02030100080	July 28, 2009	Until revoked
15.	Certificate of Registration under Himachal Pradesh Value Added Tax Act, 2005	TIN 02030100080	July 28, 2009	Until revoked
16.	Permission to install Diesel Generating Set issued by Chief Engineer, Himachal	HPSEB/CE(Comm)/PC-DGS(North Zone)- Vol (1)/	March 15, 2010	Until revoked

Sr. No.	License	Registration Number	Date of Issuance	Validity Period
	Pradesh State Electricity Board	2009-10-21613-19		
17.	Tehsildar order for demarcation of land in favour of our Company	0162214	December 8, 2009	Until revoked
18.	Ex-post facto approval for undertaking substantial expansion of Inox Wind Limited, Plot No. 1, Industrial Area, Basal Tehsil & District Una, HP	No. Ind / U / Dev. / IAM / 2-B/ 4708	January 01, 2015	Until revoked

2. Manufacturing unit situated at Rohika, Gujarat

Sr. No	License	Registration Number	Date of Issuance	Validity Period
1.	Approval for construction of approach road issued by Deputy Forest Protection Officer, Social Forest Department	B/FCA/7/12-B and B/FCA/5830/33/12-13	September 14, 2012	Until revoked
2.	Acknowledgment for manufacturing of wind turbine generator blades and wind turbine steel tower for proposed capacity of 400 sets issued by Secretariat for Industrial Assistance, Ministry of Commerce and Industry, GoI.	1437/SIA/IMO/2009	May 21, 2014	NA
3.	Registration certificate under sub-section 2 of section 7 of the Contract Labour (Regulation and Abolition) Act, 1970 and Rules framed thereunder	D.L.C/AV/C.L.A/Regis/AL C1/41/09	November 20, 2009	Until revoked
4.	License to work a Factory, issued by the Directorate Industrial Safety and Health Gujarat State	License no. 7767	February 7, 2014	December 31, 2015
5.	Sanction by Uttar Gujarat Vij Company Limited for release of 1000 KVA New power supply	UGVCL/Regd./Com/New/1 685	August 23, 2010	Until revoked
6.	Central Excise Registration Certificate	AACCI0597BEM002	June 21, 2012	Until revoked
7.	Certificate of stability	-	February 28, 2013	NA
8.	Report of examination of test of pressure vessel or plant issued by Gujarat Industrial Safety and Health Service	-	February 2, 2014	February 3, 2016
9.	Report of examination of lifting machines, ropes and lifting tackles in Blade and tower plant issued by Gujarat Industrial Safety and Health Service	-	August 20, 2014	August 19, 2015
10.	Weights and measurement certificate issued under Legal Metrology Act, 2009	G.P. BVC (V) 2023-5,000 Book-11-2007(7)	June 19, 2014	June 19, 2015
11.	Permission letter for construction work	360/2012	July 6, 2011	NA
12.	Consent to establish a manufacturing plant for the manufacturing of wind turbine generator blades and wind turbine steel tower with a capacity of 400 sets each, issued by the Gujarat Pollution Control Board	CTE - 34592	October 21, 2009 (amended on August 5, 2014)	One time
13.	Consent to operate the industrial plant for the manufacture of wind turbine generator blades and wind turbine steel tower (400 sets/ year each,) issued by the Gujarat Pollution Control Board	AWH 42105 (Amended GPCB/ID14664/CCA-ABD-634/221273	May 25, 2011 (amended on August 5, 2014)	December 15, 2015
14.	Membership certificate for common incineration facility for a quantity of 10 Metric Tonne/year issued by Bharuch Enviro Infrastructure Limited	CI/OBD/071	February 21, 2012	Until revoked
15.	Membership certificate for common solid waste disposal facility for a	Oth/200	September 18, 2012	Until revoked

Sr. No	License	Registration Number	Date of Issuance	Validity Period
	quantity of 216 Metric Tonne/year issued by Bharuch Enviro Infrastructure Limited			
16.	Water cess assessment order by Gujarat Pollution Control Board	-	September 18, 2012	NA
17.	Tax on factory land	-	June 15, 2012	NA
18.	Permission from Board of Apprenticeship Training, WR, Mumbai issued by Regional Central Apprenticeship Adviser	BOAT/IMP-IX/Notice/2013119/20182	March 30, 2012	Until revoked
19.	Certificate of Registration under the Central Sales Tax Act, 1956	24574701027	September 14, 2009	Until revoked
20.	Certificate of Registration under Gujarat Value Added Tax Act, 2003	24074701027	September 14, 2009	Until revoked
21.	Factory Director approval of revised plan	-	February 26, 2013	Until revoked
22.	DG set approval issued by the Electrical Inspector, Ahmedabad	337/2010	February 11, 2011	Until revoked

3. Manufacturing unit situated at Barwani, Madhya Pradesh

Sr. No.	License	Registration Number	Date of Issuance	Validity Period
1.	Acknowledgment for manufacturing of wind turbine generators, wind turbine generator blades and wind turbine steel tower for proposed capacity of 400, 400 and 300 sets, respectively issued by Secretariat for Industrial Assistance, Ministry of Commerce and Industry, GoI	1378/SIA/IMO/2014	January 27, 2015	NA
2.	Letter of Intent for allotment of plot no. 20 ID at Industrial Area Relwa Khurd (Khajuri), Barwani, M.P. by General Manager M.P. Audyogik Kendra Vikas Nigam (Indore) Limited	AKVN/IND//INFRA/2014/14819-20	December 3, 2014	-
3.	Registration for employing contract labour for construction activities in state of Madhya Pradesh by Registration and Labour Officer, Dist Barwani, M.P.	No/01/BWN/2014	December 16, 2014	March 31, 2015
4.	Registration for employing contract labour for construction activities through contractors in state of Madhya Pradesh by Registration and Labour Officer, Dist Barwani, M.P.	No/05/BWN/2014	December 16, 2014	March 31, 2015
5.	Sanction of temporary H.T. connection of 300 KVA on 33 KV for manufacturing of WTGs	SE/REV-HT/TC/COM/161	January 31, 2015	90 days from date of connection
6.	Sanction for blasting rocks at the construction site by the District Collector, Barwani	No/ Reader/2015/113	January 27, 2015	Until completion of construction

Other Approvals

1. Our Company is registered under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 pursuant to letter number PFRC/98 COMPL/DL/40488/Coverage/16367 dated November 9, 2009 issued by the Regional Provident Fund Commissioner, Delhi.
2. Our Company was issued Certificate of Importer-Exporter Code bearing IEC number 2209000939 dated June 1, 2009.
3. Our Company was issued ISO 9001:2008 certificate bearing registration number TUV100 07 1548 dated

May 15, 2012 by the Certification Body of TUV SUD Asia Pacific TUV SUD Group valid up to June 23, 2013 and further renewed up to June 23, 2016 *vide* letter dated June 17, 2013.

4. Our Company was issued ISO 14001:2004 certificate bearing registration number TUV104 07 1548 dated February 4, 2013 by the Certification Body of TUV SUD Asia Pacific TUV SUD Group. The Certificate is valid up to February 3, 2016.
5. Our Company was issued OHSAS 18001 certificate bearing registration number TUV116 07 1548 dated January 17, 2014 by the Certification Body of TUV SUD Asia Pacific TUV SUD Group. The Certificate is valid up to January 16, 2017.
6. Our Company was issued EN ISO 3834-2 certificate bearing registration number 7153630239/600 011 382 dated April 3, 2013 by the Certification Body of TUV SUD Asia Pacific TUV SUD Group. The Certificate is valid up to April, 2016.
7. Our Company is registered with Maharashtra Electricity Development Authority as a 'Developer for Installation and Development of Wind Power Projects in the State of Maharashtra' with number MEDA/Wind/2013-14/44 dated January 20, 2014 issued by the Director General, Maharashtra Electricity Development Authority. The Certificate is valid for a period up to 20 years from date of issue of the certificate i.e. January 20, 2014.

Licenses /Approvals which have expired and have been applied for renewal:

Nil


Licenses /Approvals for which applications are made:

Nil

Intellectual Property Applications

Trade Marks

Our Company has made the following applications for registration of trademarks.

Sr. No.	Application No.	Trade mark	Class	Status as on December 31, 2014	Application Date
1.	2539209		6	Applied and examination reports filed	May 27, 2013
2.	2539210		7		May 27, 2013
3.	2539211		9		May 27, 2013
4.	2539212		19		May 27, 2013
5.	2539213		37		May 27, 2013
6.	2539214		40		May 27, 2013
7.	2539215		42		May 27, 2013

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by a resolution passed by the Board on May 6, 2013, subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to section 81 (1A) of the Companies Act, 1956.

The shareholders of our Company have authorised the Issue by a special resolution pursuant to section 81(1A) of the Companies Act, 1956, passed at the AGM of our Company held on May 6, 2013.

The Issue consists of a Fresh Issue of [●] Equity Shares and an Offer for Sale of 10,000,000 Equity Shares. The Fresh Issue of Equity Shares has been authorized by the resolution of the Board of Directors at their meeting held on May 6, 2013. The shareholders have, at the Annual General Meeting of our Company held on May 6, 2013, approved the Issue. BSE is the Designated Stock Exchange.

The Offer for Sale has been authorized by GFL pursuant to the resolution by the committee of directors of GFL dated June 24, 2013. The Board of Directors pursuant to its resolution dated June 25, 2013 had taken on record the Offer for Sale by the Selling Shareholder and had approved and authorised the Draft Red Herring Prospectus. Board of Directors pursuant to its resolution dated March 8, 2015 has approved and authorised this Red Herring Prospectus.

BSE and NSE have given in-principle approval for the Issue pursuant to their letters DCS/IPO/NP/IP/120/2013-14 dated August 12, 2013 and letter no. NSE/LIST/212730-W dated August 8, 2013, respectively.

Prohibition by SEBI, RBI or other Governmental authorities

Our Company, our Directors, the Selling Shareholder (our Promoter, GFL), the Promoter Group, Group Companies, or natural persons in control of our Promoter have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Our Company, our Promoter, our Directors or our Group Companies have not been identified as willful defaulter by RBI or any other authority.

The companies, with which any of the Promoters, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control, have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or statutory or governmental authority.

Except as stated below, none of the Directors are associated in any manner with any entities, which are engaged in securities market related business and are registered with the SEBI for the same. No action has been initiated by SEBI against such entities:

Sr. No.	Name of Director	Name of the SEBI registered entity	Designation
1	S. Rama Iyer	Equirus Capital Private Limited	Non-Executive Director

The Selling Shareholder has confirmed that it has held the Equity Shares proposed to be offered and sold in the Offer for Sale for more than one year prior to the date of filing of the Draft Red Herring Prospectus and that the Selling Shareholder has not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities, in either case under any order or direction passed by SEBI or any other authority and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has also confirmed that it has not been identified as willful defaulter by RBI / government authorities and there are no violations of securities laws committed by them in the past or pending against it.

Eligibility for this Issue

Our Company is eligible for the Issue in accordance with Regulation 26(1) of the SEBI ICDR Regulations as explained under, with the eligibility criteria calculated in accordance with unconsolidated financial statements under Indian GAAP:

- Our Company has net tangible assets of at least ₹30 million in each of the preceding three full years (of 12 months each) of which not more than 50% are held in monetary assets;
- Our Company has a minimum average pre-tax operating profit of ₹150 million, calculated on restated and consolidated basis for the Financial Years 2013-14 and 2012-13 and on restated and unconsolidated basis for the Financial Years 2011-12, being the most profitable years of our Company from the Financial Years 2009-10, 2010-11, 2011-12, 2012-13 and 2014-14. Prior to the Financial Year 2012-13, our Company did not have any subsidiary and accordingly there were no consolidated financial statements for the financial years prior to the Financial Year 2011-12;
- Our Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each);
- The aggregate size of the proposed Issue size and all previous issues made in the same financial year in terms of issue size does not exceed five times the pre-Issue net worth of our Company as per the audited balance sheet of the preceding financial year;
- Our Company has not changed its name since incorporation.

Our Company's net tangible assets, monetary assets, pre-tax operating profit and net worth derived from our Unconsolidated Restated Financial Statements are set forth below:

(₹ in million)

Particulars	As at March 31,		
	2014	2013	2012
Net Tangible Assets*	4,350.40	2,954.50	1,340.13
Monetary Assets **	31.36	8.58	389.71
Monetary Assets as a percentage of Net Tangible Assets	0.72%	0.29%	29.08%
Net Worth***	4,297.03	2,928.38	1,348.49

(₹ in million)

Particulars	As at March 31,				
	2014	2013	2012	2011	2010
Pre-Tax Operating Profit ****	1,261.43	1,438.88	1,190.41	34.25	(13.75)

Our Company's net tangible assets, monetary assets, pre-tax operating profit and net worth derived from our Consolidated Restated Financial Statements since incorporation are set forth below:

(₹ in million)

Particulars	As at March 31, 2014	As at March 31, 2013
Net Tangible Assets*	4,171.78	2,981.75
Monetary Assets **	40.18	15.16
Monetary Assets as a % of Net Tangible Assets	0.96%	0.51%
Net Worth***	4,197.91	2,955.70
Pre-Tax Operating Profit ****	1,178.94	1,489.10

Note: We did not have any subsidiary until Financial Year 2012-13.

* "Net Tangible Assets" are defined as the sum of net assets of our Company excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

** Monetary Assets are defined as the sum of cash in hand, non-trade Investments, balance with scheduled bank in current accounts, fixed deposits and public deposit account with the Government, if any.

*** Net Worth has been computed as the aggregate of the paid up share capital, share premium account and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account

**** Pre-tax operating profits = profit before tax as per the restated financial statements less 'other income'

In accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted under the Issue shall not be less than 1,000 otherwise the entire application money will be refunded. If such money is not repaid within 12 Working Days of the Bid/Issue Closing Date or within 15 days of the Bid/Issue Closing Date, whichever is earlier, then our Company shall, on and from expiry of eight days, be liable to repay the money with interest at the rate of 15% per annum on the application money, as prescribed by applicable law.

The Issue is being made for at least 10% of the post Issue paid-up capital pursuant to Rule 19(2)(b)(iii) of the SCRR read with Regulation 41(1) of the SEBI ICDR Regulations. Our Company is eligible for the Issue in accordance with Regulation 26(1) of the SEBI ICDR Regulations. Further, the Issue is being made through the Book Building Process where in 50% of the Net Issue shall be available for allocation to QIBs on a proportionate basis. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. The allotment of Equity Shares to each Retail Individual Bidder shall not be less than minimum Bid Lot, subject to availability of Equity Shares in Retail Investor category, and the remaining available Equity Shares, if any, shall be allotted on proportionate basis. Our Company may, in consultation with the Managers, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

Our Company is in compliance with the following conditions specified under Regulation 4(2) of the SEBI ICDR Regulations:

1. Our Company had applied to the NSE and the BSE for obtaining their in-principle listing approval for listing of the Equity Shares under the Issue and has received the in-principle approvals pursuant to letter no. DCS/IPO/NP/IP/120/2013-14 dated August 12, 2013 and letter no. NSE/LIST/212730-W dated August 8, 2013 from BSE and NSE, respectively. For the purposes of the Issue, the BSE shall be the Designated Stock Exchange;
2. Our Company has entered into agreement dated June 6, 2013 with NSDL and Link Intime India Private Limited, respectively, for dematerialisation of the Equity Shares;
3. Our Company has entered into agreement dated June 8, 2013 with CDSL and Link Intime India Private Limited, respectively, for dematerialisation of the Equity Shares; and
4. The Equity Shares are fully paid.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, DSP MERRILL LYNCH LIMITED AND EDELWEISS FINANCIAL SERVICES LIMITED AND THE BOOK RUNNING LEAD MANAGER, YES BANK LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION

FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDER IS PRIMARILY RESPONSIBLE FOR ALL STATEMENTS IN THIS RED HERRING PROSPECTUS IN RELATION TO ITSELF IN CONNECTION WITH THE OFFER FOR SALE, AND THE EQUITY SHARES OFFERED BY IT IN THE OFFER FOR SALE, THE GLOBAL CO-ORDINATOR AND BOOK RUNNING LEAD MANAGERS AND BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, DSP MERRILL LYNCH LIMITED AND EDELWEISS FINANCIAL SERVICES LIMITED AND THE BOOK RUNNING LEAD MANAGER, YES BANK LIMITED, HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 5, 2013 WHICH READS AS FOLLOWS:

“WE, THE BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE ISSUE.
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS, AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:
 - a. THE DRAFT RED HERRING PROSPECTUS FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - b. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC., FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - c. THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT UNTIL DATE SUCH REGISTRATIONS ARE VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN, WILL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI UNTIL THE DATE OF

COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.

6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED, SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITOR' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION PROPOSED OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40(3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE EQUITY SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE, AS THE ISSUE SIZE IS MORE THAN ₹100 MILLION. HENCE UNDER SECTION 29 OF THE COMPANIES ACT, 2013 THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT MODE ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
 - a. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
 - b. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO

ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED, WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE

- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- 16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.**

The filing of this does not, however, absolve our Company and the Selling Shareholder from any liabilities under section 34 or section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up, at any point of time, with the Managers any irregularities or lapses in the Draft Red Herring Prospectus and this Red Herring Prospectus.

All legal requirements pertaining to the issue will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of section 26 and section 32 of the Companies Act, 2013.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26 of the Companies Act, 2013.

DISCLAIMER STATEMENT OF OUR COMPANY, THE SELLING SHAREHOLDER AND THE BOOK RUNNING LEAD MANAGERS

Our Company, the Selling Shareholder, the Directors and the Managers accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of our Company and that anyone placing reliance on any other source of information, including our Company's website 'www.inoxwind.com' would be doing so at his or her own risk.

The Managers accept no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the Managers, our Company, the Selling Shareholder and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company, the Selling Shareholder and the Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Our Company, its Directors and officers, the Selling Shareholder and any member of the Syndicate are not liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

The Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, affiliates or associates or Group Companies or third parties in the ordinary course of business and have engaged, or may in future engage, in investment banking transactions or other financial services with our Company, the Selling Shareholder, affiliates or associates or third parties, for which they have received, and may in future receive, compensation.

Caution

Investors who bid in this Issue will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder and the Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Selling Shareholder, the Managers and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares in the Issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with competent courts / authorities in New Delhi, India.

Disclaimer in respect of jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families (“HUFs”), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorized under their constitution to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, venture capital funds, permitted insurance companies and pension funds and, to permitted non-residents including Eligible NRIs, Eligible Qualified Foreign Investors (“QFIs”), Alternative Investment Funds (“AIFs”), Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors registered with SEBI (“FPIs”) and QIBs.

Any disputes arising out of this Issue will be subject to the jurisdiction of courts in New Delhi, India only. No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to U.S. persons that are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as “U.S. QIBs”, which, for the avoidance of doubt, does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs”) acting for its own account or for the account of another U.S. QIB (which meets the other requirements set forth herein), in reliance on the exemption from registration under the Securities Act provided by Rule 144A under the Securities Act or another available exemption, and (ii) outside the United States, to non-U.S. persons in reliance on Regulation S under the Securities Act.

IMPORTANT INFORMATION FOR INVESTORS – ELIGIBILITY AND TRANSFER RESTRICTIONS

The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United

States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Eligible Investors

The Equity Shares are being offered and sold (A) in the United States only to persons who

- (i) are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs”), in transactions exempt from, or not subject to, the registration requirements of the Securities Act; and
- (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and in each case who are deemed to have made the representations set forth immediately below.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring Equity Shares issued in this Issue within the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with the Company and the Underwriters that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- the purchaser is authorized to purchase the Equity Shares in compliance with all applicable laws and regulations;
- the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions on transfer;
- the purchaser (A) is a “qualified institutional buyer” (as defined in Rule 144A), (B) is not an affiliate (as defined in Rule 144 under the U.S. Securities Act) of the Company or a person acting on behalf of an affiliate; (C) is aware that the sale of the Equity Shares to it is being made in reliance on Rule 144A, and (D) is acquiring such Equity Shares for its own account or for the account of a “qualified institutional buyer” (as defined in Rule 144A), as the case may be, and not with a view to distribution within the meaning of the United States securities laws;
- the purchaser is aware that the Equity Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act;
- the purchaser understands and agrees that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any jurisdiction in the United States and may not be reoffered, resold, pledged or otherwise transferred except (A)(i) to a person who the seller reasonably believes is a “qualified institutional buyer” (as defined in Rule 144A) in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to any other available exemption from registration under the U.S. Securities Act, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in accordance with all applicable securities laws of the states of the United States and any other jurisdiction;
- the Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities

Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Equity Shares;

- the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
- the Company shall not recognize any offer, sale, pledge or other transfer of the Equity Shares made other than in compliance with the above-stated restrictions; and
- the purchaser acknowledges that the Company, the Underwriters and their respective affiliates, and others, will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations or agreements deemed to have been made by virtue of its purchase of our Equity Shares are no longer accurate, it will promptly notify us, and if it is acquiring any of our Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

All Other Equity Shares Offered and Sold in this Issue

Each purchaser that is acquiring the Equity Shares sold in this Issue outside the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares in this Issue, will be deemed to have acknowledged, represented to and agreed with the Company and the Underwriters that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- the purchaser is authorized to consummate the purchase of the Equity Shares in compliance with all applicable laws and regulations;
- the purchaser is purchasing the Equity Shares issued in this Issue in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the Securities Act;
- the purchaser acknowledges (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer acknowledges) that such Equity Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
- the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares issued in this Issue was located outside the United States at each time (i) an offer to purchase Equity Shares was made to it and (ii) when a buy order for Equity Shares was originated, and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;
- the Company shall not recognize any offer, sale, pledge or other transfer of the Equity Shares made other than in compliance with the above-stated restrictions; and
- the purchaser acknowledges that the Company, the Underwriters and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agrees that, if any of such acknowledgments, representations or agreements deemed to have been made by virtue of its purchase of the Equity Shares are no longer accurate, it will promptly notify us, and if it is acquiring any Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgments, representations and agreements on behalf of each such account.

Each person in a Member State of the EEA which has implemented the Prospectus Directive (each, a “Relevant Member State”) who receives any communication in respect of, or who acquires any Equity Shares under, the offers contemplated in this Red Herring Prospectus will be deemed to have represented, warranted and agreed to

and with each Underwriter and the Company that:

1. it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and
2. in the case of any Equity Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Equity Shares acquired by it in the placement have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Underwriters has been given to the offer or resale; or (ii) where Equity Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Equity Shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an “offer of Equity Shares to the public” in relation to any of the Equity Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

Price information of past issues handled by the Managers

I. Price information of past issues handled by Axis Capital Limited

Sr. No.	Issue name	Issue size (₹ in Million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	Closing price on listing date (in ₹)	% Change in price on listing date (closing) vs. issue price	Benchmark index on listing date (closing)	Closing price as on 10 th calendar day from listing day (in ₹)	Benchmark index as on 10 th calendar day from listing day (closing)	Closing price as on 20 th calendar day from listing day (in ₹)	Benchmark index as on 20 th calendar day from listing day (closing)	Closing price as on 30 th calendar day from listing day (in ₹)	Benchmark index as on 30 th calendar day from listing day (closing)
1.	Monte Carlo Fashions Limited	3,504.30	645.00	December 19, 2014	584.00	567.30	-12.05%	8,225.20	526.55	8,246.30	511.35	8,234.60	476.00	8,550.70
2.	Bharti Infratel Limited ¹	41,727.60	220.00	December 28, 2012	200.00	191.65	-12.89%	5,908.35	207.4	5,988.4	204.95	6,039.20	210.30	6,074.80
3.	Tara Jewels Limited	2,200.00	230.00	December 6, 2012	242.00	229.9	-0.04%	5,930.90	230.25	5,857.9	223.75	5,905.6	235.30	6,016.15
4.	MT Educare Limited	990.00	80.00	April 12, 2012	86.05	90.35	12.94%	5,276.85	107.9	5,200.6	107.1	5,239.15	91.15	4,928.90
5.	NBCC Limited ²	1,249.70	106.00	April 12, 2012	101.00	96.95	-8.54%	5,276.85	96.35	5,200.6	94.75	5,239.15	86.55	4,928.90

Source: www.nseindia.com

¹ Price for retail individual bidders was ₹210.00 per equity share and for anchor investors was ₹230.00

² Price for retail individual bidders and eligible employees was ₹100.70 per equity share.

Notes:

a. The S&P CNX NIFTY is considered as the Benchmark Index.

b. Price on NSE is considered for all of the above calculations.

c. In case 10th/20th/30th day is not a trading day, closing price on NSE of the next trading day has been considered.

Summary statement of price information of past issues handled by Axis Capital Limited

Financial year	Total no. of IPOs	Total funds raised (₹ in Million)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25%-50%	Less Than 25%	Over 50%	Between 25%-50%	Less Than 25%	Over 50%	Between 25%-50%	Less Than 25%	Over 50%	Between 25%-50%	Less Than 25%
2014-2015	1	3,504.30	-	-	1	-	-	-	-	1	-	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2012-2013	4	46,167.30	-	-	3	-	-	1	-	-	2	-	-	2

Note: In the event that any day falls on a holiday, the price/index of the next trading day has been considered.

The information for each of the financial years is based on issues listed during such financial year.

II. Price information of past issues handled by DSP Merrill Lynch Limited

Issue name	Issue size (₹ in Million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	Closing price on listing date (in ₹)	% Change in price on listing date (closing) vs. issue price	Benchmark index on listing date (closing)	Closing price as on 10 th calendar day from listing day (in ₹) ⁽²⁾⁽³⁾	Benchmark index as on 10 th calendar day from listing day (closing) ⁽²⁾⁽³⁾	Closing price as on 20 th calendar day from listing day (in ₹) ⁽²⁾⁽⁴⁾	Benchmark index as on 20 th calendar day from listing day (closing) ⁽²⁾⁽⁴⁾	Closing price as on 30 th calendar day from listing day (in ₹) ⁽²⁾⁽⁵⁾	Benchmark index as on 30 th calendar day from listing day (closing) ⁽²⁾⁽⁵⁾
Credit Analysis and Research Limited	5,399.8	750.00	December 26, 2012	940.00	922.55	23.0%	5,905.60	934.75	6,016.15	923.45	6,024.05	920.85	6,019.35
Bharti Infratel Limited	41,727.6	220.00 ⁽⁶⁾	December 28, 2012	200.00	191.65	(12.9%)	5,908.35	207.40	5,988.40	204.40	6,001.85	210.30	6,074.80

Source: www.nseindia.com

Notes

1. Benchmark index is CNX Nifty
2. In case 10th day, 20th day or 30th day is not a trading day, closing price on NSE of next trading day is considered
3. 10th listing day has been taken as listing date plus 9 calendar days
4. 20th listing day has been taken as listing date plus 19 calendar days
5. 30th listing day has been taken as listing date plus 29 calendar days
6. Issue price for non- institutional investors, QIB category: ₹220.00 per equity share; issue price for retail individual investors: ₹210.00; Issue price for anchor investors: ₹230.00

Summary statement of price information of past issues handled by DSP Merrill Lynch Limited:

Financial year	Total no. of IPOs ¹	Total funds raised (₹ in Million)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30 th calendar day from listing day			Nos. of IPOs trading at premium as on 30 th calendar day from listing day		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
FY13	2	47,127.40	-	-	1	-	-	1	-	-	1	-	-	1
FY14	-	-	-	-	-	-	-	-	-	-	-	-	-	-
YTD FY15	-	-	-	-	-	-	-	-	-	-	-	-	-	-

¹ Based on the date of listing

III. Price information of past issues handled by Edelweiss Financial Services Limited

Sr. No.	Issue name	Issue size (₹ in Million)	Issue price (in ₹)	Listing date	Opening price on listing date (in ₹)	Closing price on listing date (in ₹)	% Change in price on listing date (closing) vs. issue price	Benchmark index on listing date (closing)	Closing price as on 10 th calendar day from listing day (in ₹)	Benchmark index as on 10 th calendar day from listing day (closing)	Closing price as on 20 th calendar day from listing day (in ₹)	Benchmark index as on 20 th calendar day from listing day (closing)	Closing price as on 30 th calendar day from listing day (in ₹)	Benchmark index as on 30 th calendar day from listing day (closing)
1.	Monte Carlo Fashions Limited	3,504.3	645	December 19, 2014	585	566.40	(12.19%)	27,371.84	526.40	27,395.73	503.35	26,908.82	473.90	28,262.01
2.	Sharda Cropchem Limited	3,518.6	156	September 23, 2014	254.1	231.45	48.37%	26,775.69	256	26,271.97	255.7	26,384.07	250.75	26,787.23
3.	Wonderla Holidays Limited	1,812.5	125	May 9, 2014	164.75	157.6	26.08%	22,994.23	167	24,363.05	210.1	24,556.09	216	25,580.21
4.	Credit Analysis and Research Limited	5,399.8	750	December 26, 2012	949	923.95	23.19%	19,417.46	934.45	19,784.08	924.15	19,906.41	916.6	19,923.78

Source: www.bseindia.com

Summary statement of price information of past issues handled by Edelweiss Financial Services Limited

Financial year	Total no. of IPOs	Total funds raised (₹ in Million)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25%-50%	Less Than 25%	Over 50%	Between 25%-50%	Less Than 25%	Over 50%	Between 25%-50%	Less Than 25%	Over 50%	Between 25%-50%	Less Than 25%
2012-13	1	5,399.8	-	-	-	-	-	1	-	-	-	-	-	1
2013-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2014-15	3	8,835.4	-	-	1	-	2	-	-	1	-	2	-	-

IV. Price information of past issues handled by YES Bank Limited

Issue name	Issue size (₹mm)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in price on listing date (closing) vs. issue price	Benchmark index on listing date (closing) ⁽¹⁾	Closing price as on 10th calendar day from listing day (₹) ⁽²⁾	Benchmark index as on 10th calendar day from listing day (closing) ⁽¹⁾	Closing price as on 20th calendar day from listing day (₹) ⁽²⁾	Benchmark index as on 20th calendar day from listing day (closing) ⁽¹⁾	Closing price as on 30th calendar day from listing day (₹) ⁽²⁾	Benchmark index as on 30th calendar day from listing day (closing) ⁽¹⁾
Shemaroo Entertainment Limited	1,200	170.00*	October 1, 2014	180.00	171.00	0.59%	26,567.99	158.15	26,384.07	160.10	26,575.65	164.05	27,865.83

*A discount of 10% on the Issue Price was offered to the Retail Individual Investors

Source: www.bseindia.com

Summary statement of price information of past issues handled by YES Bank Limited

Financial year	Total no. of IPOs ⁽¹⁾	Total funds raised (₹million)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2014-2015	1	1,200	-	-	-	-	-	1	-	-	1	-	-	-
2013-2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2012-2013	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

1. Based on the date of listing

2. Wherever 30th calendar day from listing day is a holiday, the closing data of the next trading date / day has been considered.

Track record of past issues handled by Managers

For details regarding the track record of the Managers to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please refer to the websites of the Managers at www.axiscapital.co.in, www.dspml.co.in, www.edelweissfin.com and www.yesbank.in.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

A copy of this Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC.

Listing

The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received in-principle approvals pursuant to letter no. DCS/IPO/NP/IP/120/2013-14 dated August 12, 2013 and letter no. NSE/LIST/212730-W dated August 8, 2013 from BSE and NSE, respectively. Initial listing applications will be made to the BSE and the NSE for permission to list the Equity Shares and for an official quotation of the Equity Shares of our Company. BSE shall be the Designated Stock

Exchange.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in reliance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within 12 Working Days of the Bid/ Issue Closing Date. If our Company does not allot Equity Shares pursuant to the Offer within 12 Working Days from the Bid/ Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Our Company and the Selling Shareholder, with the assistance of the Managers shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges mentioned above are taken within 12 Working Days of Bid/Issue Closing Date.

Disclaimer Clause of the BSE

BSE has given *vide* its letter dated July 1, 2013 permission to this Company to use the BSE's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. BSE has scrutinised this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:

- (a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- (b) warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- (c) take any responsibility for the financial soundness of this Company, its promoters, its management or any scheme or project of this Company.

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or committed to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the NSE

As required, a copy of this offer document has been submitted to NSE. NSE has given *vide* its letter ref: NSE/LIST/212730-W dated August 8, 2013 permission to the Issuer to use the NSE's name in this offer document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. NSE has scrutinised the draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on NSE; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Sub-section (1) of section 38 of the

Companies Act which is reproduced below:

Any person who -

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447 of Companies Act, 2013.

Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of "imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud".

Consents

Consents in writing of the Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, the Auditor, the Domestic Legal Counsel to our Company, the Domestic Legal Counsel to the Managers, the International Legal Counsel to the Managers, the Bankers to our Company, the Managers, the Registrar to the Issue to act in their respective capacities, Syndicate Member, the Escrow Collection Banks, Monitoring Agency and the Refunds Bank(s) have been obtained and will be filed along with a copy of this Red Herring Prospectus with RoC and have agreed that such consents have not been withdrawn up to the time of delivery of the Prospectus for registration, as is required under section 26 of the Companies Act, 2013.

M/s Patankar & Associates, Chartered Accountants, our Statutory Auditor have given their written consent to the inclusion of their audit report in the form and context in which it appears in this Red Herring Prospectus and such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration to the RoC.

M/s Patankar & Associates, Chartered Accountants, our Statutory Auditor have given their written consent to the statement of tax benefits accruing to our Company and its members in the form and context in which it appears in this Red Herring Prospectus and will not withdraw such consent up to the time of delivery of the Prospectus for registration with the RoC.

As the Fresh Issue is for a value more than ₹5,000 million, our Company has appointed Axis Bank Limited as the Monitoring Agency pursuant to Regulation 16 of the SEBI ICDR Regulations and Axis Bank Limited has pursuant to their letter dated February 15, 2015 have given their consent to include their name as the Monitoring Agency in this Red Herring Prospectus and the Prospectus.

Expert Opinion

Except the Auditor's Report of the Statutory Auditor of our Company on the restated financial information and statement of tax benefits accruing to our Company and its members, our Company has not obtained any expert opinions. The term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Estimated Expenses of the Issue

The total expenses of the Issue are estimated to be approximately ₹[●] million. The expenses of the Issue payable by our Company includes, among others, brokerage, fees payable to the Managers to the Issue and Registrar to the Issue, legal fees, stamp duty, printing and distribution expenses and listing fees and other miscellaneous expenses estimated as follows:

(₹ in million)			
Activity	Issue Expense*	As a % of total Issue Expenses	As a % of Issue
Lead management fees	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission	[●]	[●]	[●]

Activity	Issue Expense*	As a % of total Issue Expenses	As a % of Issue
(including commissions to SCSBs for ASBA Applications and commissions to Non-Syndicate Registered Brokers), as applicable			
Processing fees to the SCSBs for processing Application Forms procured by the Syndicate at Syndicate ASBA Centres or Non-Syndicate Registered Brokers and submitted to the SCSBs [#]	[•]	[•]	[•]
Registrar fee and other related fees (postage of refunds etc.)	[•]	[•]	[•]
Advertising and marketing expenses, printing, stationery and distribution expenses	[•]	[•]	[•]
Other expenses (SEBI fees, monitoring agency fees, legal and auditor fees, stock exchanges' processing and listing fees etc.)	[•]	[•]	[•]
Total Issue Expenses	[•]	[•]	[•]

*To be completed upon finalisation of the Issue Price.

[#]The SCSBs would be entitled to a processing fees of ₹15 per Bid cum Application Form, for processing the Bid cum Application Forms procured by the members of the Syndicate or the Registered Brokers and submitted to the SCSBs.

Sharing of Expenses

Expenses relating to the Issue will be borne by our Company and the Selling Shareholder in proportion of the Equity Shares contributed to the Issue.

Fees payable to the Managers

The total fees payable to the Managers will be as per the Issue Agreement signed between our Company, the Selling Shareholder and the Managers, a copy of which is available for inspection at our Registered Office.

Fees payable to the Registrar to the Issue

The total fees payable to the Registrar to the Issue for processing of application, data entry, printing of Allotment Advise/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement signed with between our Company, the Selling Shareholder and the Registrar to the Issue, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will also be reimbursed with all relevant out-of-pocket expenses such as cost of stationery, postage, stamp duty, communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable them to make refunds to unsuccessful applicants.

Previous public or rights issues

Our Company has not made any public or rights issue since its inception.

Previous issue of shares otherwise than for cash

Our Company has not issued any Equity Shares for consideration otherwise than for cash, except for the Equity Shares allotted pursuant to Bonus Issue, for further details please refer to the chapter "Capital Structure - Equity shares issued for consideration other than cash" on page 88.

Commission or brokerage on previous issues

No sum has been paid or payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

Particulars in regard to our Company and other listed Group Companies which made any capital issue during the last three years

Our Company has not made any public/or rights issue.

Except, rights issue of equity shares by Fame India Limited (which has now amalgamated with Inox Leisure Limited, our Group Company, w.e.f. May 25, 2013), none of our other listed Group Company under the same management within the meaning of section 370(1B) of the Companies Act, 1956 is listed on any of the Stock Exchanges and has not made any capital issue since last three years.

*Rights issue by Fame India Limited**

Sr. No.	Particulars	Details
1.	Name of the company	Fame India Limited
2.	Year of issue	2012
3.	Type of issue (public/ rights/ composite)	Rights issue of equity shares
4.	Amount of issue	₹892.78 million
5.	Date of closure of issue	February 21, 2012
6.	Date of completion of delivery of share certificates	March 2, 2012
7.	Date of completion of the project, where object of the issue was financing the project	Not applicable
8.	Rate of dividend paid	Nil

**Fame India limited has since been amalgamated with Inox Leisure Limited.*

Promise vs. Performance – Previous Issues of our Company and our Group/ Subsidiary/ Associate Companies

Our Company has not made any public issue of Equity Shares since its incorporation. Except public issue of equity shares by Inox Leisure Limited and rights issue of equity shares by Fame India Limited none of our Subsidiary or Group Companies has under taken any capital issue in the last ten years. For details relating to promise vs. performance by Inox Leisure Limited please refer to the chapter “*Our Promoter, Promoter Group and Group Companies – Inox Leisure Limited - 1. Promise vis-à-vis Objects*” beginning on page 207.

Outstanding debentures or bond issues

As on the date of filing this Red Herring Prospectus, our Company does not have any outstanding debentures or bonds.

Outstanding Preference Shares

As on the date of filing this Red Herring Prospectus, our Company does not have any outstanding preference shares.

Stock Market Data

This being the first public issue by our Company, no stock market data is available.

Disclosure on Investor Grievances and Redressal System

The Agreement between the Registrar to the Issue, the Selling Shareholder and our Company entered on June 25, 2013 provides for retention of records with the Registrar to this Issue for a period of at least three years from the last date of dispatch of the Allotment Advice, demat credit and making refunds as per the modes disclosed to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed either to (i) the concerned member of the Syndicate and the relevant SCSB, in the event of a Bid submitted by an ASBA Bidder at any of the Syndicate ASBA Centres, or (ii) the concerned Non-Syndicate Registered Broker and the relevant SCSB, in the event of a Bid submitted by an ASBA Bidder at any of the Non-Syndicate Broker Centres, or (iii) the Designated Branch of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidder, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, in the event of a Bid submitted directly with a Designated Branch by an ASBA Bidder; in both cases with a copy to the Registrar to the Issue. All grievances relating to Bids submitted through the Non-Syndicate Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

Our Company estimates that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be ten business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Our Company has also constituted an Investors' Grievance Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares.

Our Company has appointed Ms. Ranju Goyal, Company Secretary and Compliance Officer, as the Compliance Officer of our Company and for redressal of any complaints she may be contacted at:

Ms. Ranju Goyal,
Company Secretary and Compliance Officer

Inox Towers, Plot No. 17,
 Sector-16A, Film City,
 Noida – 201 301,
 Uttar Pradesh, India

Tel No: +91 120 614 9600
Fax No: +91 120 614 9610
E-mail: investors.iwl@inoxwind.com

Changes in the auditors during last three years and reasons thereof

Except as stated below, there have been no changes in our auditors in three years prior to the date of the Draft Red Herring Prospectus:

Name of the Auditor	Date of Appointment/ Resignation	Nature of Appointment/ Resignation	Reason for change
Dewan P. N. Chopra & Co	May 6, 2013	Retirement*	Refer Note below
Patankar & Associates	May 6, 2013	Appointment*	Refer Note below

** As required under section (IX) of Part A of Schedule VIII of SEBI (ICDR) Regulation and Clause 41 (I) (c) (i) of the listing agreement, the Statutory Auditors of our Company have to be certified by the 'Peer Review Board' of the ICAI. The erstwhile auditors of our Company, M/s Dewan P. N. Chopra & Co., did not hold certificate issued by the 'Peer Review Board' of the ICAI and expressed unwillingness to be appointed as Statutory Auditors for the financial year 2013-14. Therefore, our Company had appointed M/s Patankar & Associates as the auditors, who hold the certificate issued by the 'Peer Review Board' of ICAI dated May 4, 2012. M/s Patankar & Associates have reaudited the financials for the financial year ended March 31, 2013.*

Capitalisation of reserves or profits during the last five years

Our Company has not capitalized its reserves since inception. It has however issued Bonus shares out of the surplus in the profit and loss accounts of our Company on May 7, 2013.

Revaluation of assets during the last five years

Our Company has not revalued its assets since inception.

SECTION VII: ISSUE INFORMATION

ISSUE STRUCTURE

Public Issue of [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including share premium of ₹[●] per Equity Share) aggregating ₹[●] million, through the Book Building Process. The Issue consists of a Fresh Issue of up to [●] Equity Share aggregating up to ₹7,000 million and an Offer for Sale of 10,000,000 Equity Shares aggregating up to ₹[●] million. The Issue consists of a Net Issue of [●] Equity Shares to the public and an Employee Reservation Portion of 500,000 Equity Shares for subscription by Eligible Employees on a competitive basis.

The Issue will constitute [●] % of the total post issue paid-up equity capital of our Company and the Net-Issue will constitute [●] % of the total post issue paid-up equity capital of our Company. The Issue is being made through the Book Building Process:

Particulars	Eligible Employees	Qualified Institutional Bidders [®]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares* available for allocation	500,000 Equity Shares.	[●] Equity Shares or Net Issue less allocation to Non-Institutional Bidders and Retail Individual Bidders.	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of the Issue Size available for allocation	Approximately [●] % of the Issue. The Employee Reservation Portion comprises approximately [●] % of our Company's post-Issue paid-up Equity Share capital.	50% of Net Issue Size shall be allocated to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Up to 60% of the QIB Portion may be available for allocation to Anchor Investors and one-third of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds.**	Not less than 15% of the Net Issue or Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than 35% of the Net Issue or Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.
Basis of allotment/allocation, if respective category is oversubscribed	Proportionate	Proportionate as follows: (a) [●] Equity Shares, constituting 5% of the Net QIB portion, shall be available for allocation on a proportionate basis to Mutual Funds; (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs including	Proportionate	Not less than the minimum Bid Lot (subject to availability of Equity Shares), and the remaining Equity Shares, if any, shall be allotted on a proportionate basis [#] .

Particulars	Eligible Employees	Qualified Institutional Bidders [®]	Non-Institutional Bidders	Retail Individual Bidders
		Mutual Funds receiving allocation as per (a) above		
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares and in multiples of [●] Equity Shares thereafter such that the Payment Amount exceeds ₹200,000.	Such number of Equity Shares that the Payment Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares in multiples of [●] so as to ensure that the Payment Amount does not exceed ₹200,000.	Not exceeding the size of the Net Issue subject to regulations as applicable to the Bidder.	Not exceeding the size of the Net Issue subject to regulations as applicable to the Bidder.	Such number of Equity Shares in multiples of [●] so as to ensure that the Payment Amount does not exceed ₹200,000.
Mode of bidding	Through ASBA and non-ASBA	Through ASBA only	Through ASBA only	Through ASBA and non-ASBA only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Bid Lot	[●] Equity Shares in multiples of [●] Equity Shares thereafter.	[●] Equity Shares in multiples of [●] Equity Shares thereafter.	[●] Equity Shares in multiples of [●] Equity Shares thereafter.	[●] Equity Shares in multiples of [●] Equity Shares thereafter.
Allotment Lot	[●] Equity Shares and in multiples of one Equity Shares.	[●] Equity Shares and in multiples of one Equity Shares thereafter.	[●] Equity Shares and in multiples of one Equity Shares thereafter.	[●] Equity Shares and in multiples of one Equity Shares.
Trading Lot	One Equity Share	One Equity Share	One Equity Share	One Equity Share
Who can Apply ***	Eligible Employees	(i) a Mutual Fund registered with SEBI; (ii) a FII and subaccount (other than a sub account which is a foreign corporate or foreign individual), registered with SEBI; (iii) a FPI other than Category III foreign portfolio investors, (iv) public financial institution as defined in Section 2(72) of the Companies Act, 2013; (v) AIFs, (vi) a scheduled commercial bank; (vii) a multilateral and bilateral development financial institution; (viii) a state industrial development corporation; (ix) an insurance company registered with the Insurance Regulatory and Development Authority; (x) a provident fund with	Resident Indian individuals, Eligible NRIs, HUF (applying through the Karta), companies, corporate bodies, scientific institutions, societies trusts, sub accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals and Eligible QFIs and category III foreign portfolio investors.	Resident Indian individuals, Eligible NRIs, HUF (applying through the Karta).

Particulars	Eligible Employees	Qualified Institutional Bidders [@]	Non-Institutional Bidders	Retail Individual Bidders
		minimum corpus of ₹250 million; (xi) a pension fund with minimum corpus of ₹250 million; (xii) National Investment Fund set up by resolution no. F. No. 2/3/2005 DDII dated November 23, 2005 of the Government of India published in the gazette of India; (xiii) insurance funds set up and managed by army, navy or air force of the Union of India; and (xiv) insurance funds set up and managed by the Department of Posts, India eligible for Bidding in the Issue.		
Terms of Payment ^{##}	Full Bid Amount at the time of submission of the Bid – cum-Application form either through ASBA or through the Non-ASBA Process.	Full Bid Amount at the time of submission of the Bid – cum-Application Form through the ASBA Process (other than for Anchor Investors).	Full Bid Amount at the time of submission of the Bid cum Application Form through the ASBA Process.	Full Bid Amount at the time of submission of the Bid – cum-Application form either through ASBA or through the Non-ASBA Process.

* Pursuant to Rule 19 (2) (b) (iii) of the SCRR, the Net Issue is being made for at least 10% of the post-Issue paid-up Equity Share capital of our Company, subject to valid Bids being received at or above the Issue Price. The Issue is being made through the Book Building Process, where 50% of the Net Issue will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis subject to valid bids being received at Anchor Investor Allocation Price. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price. Further, not less than 35% of the Net Issue will be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Allotment of Equity Shares to each of the Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Individual Bidder Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Any unsubscribed portion in any reserved category shall be added to the Net Issue. In case of under-subscription, if any, in Non-Institutional and Retail Individual categories, the under subscription would be allowed to be met with spill over inter-se from any other categories, at the sole discretion of our Company, the Managers, the Designated Stock Exchange and subject to applicable provisions of SEBI ICDR Regulations. However, under-subscription in the Net QIB Category would not be allowed to be met with spill-over from any other category.

** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount will be payable as per pay-in date mentioned in the revised CAN.

*** In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Managers, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.

In case of oversubscription in Retail Individual Bidder Portion, maximum number of Retail Individual Bidders who can

be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Bidders by the minimum Bid Lot ("**Retail – Bid Lot Allottees**"). The Allotment to Retail Individual Bidders will then be made in the following manner:

- i. In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Retail – Bid Lot Allottees, (i) all such Retail Individual Bidders shall be Allotted the minimum Bid Lot; and (ii) the available balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to those Retail Individual Bidders who have applied for more than the minimum Bid Lot, for the balance demand of the Equity Shares Bid by them (i.e. the difference between the Equity Shares Bid and the minimum Bid Lot).
- ii. In the event number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than the Retail – Bid Lot Allottees, those Retail Individual Bidders, who will be Allotted the minimum Bid Lot shall be determined the basis of draw of lots.

In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the ASBA Bidder that are specified in the Bid cum Application Form.

@ Our Company may, in consultation with the Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For details, please refer to the chapter "Issue Procedure" on page 415.

Note: Our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, at the time of making the Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment at Bid Amount, i.e. Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount i.e. Bid Amount less Employee Discount does not exceed ₹200,000.

Retail Discount

Retail discount, if any, of 10% to the Floor Price is being offered to Retail Individual Bidders. The rupee amount of the Retail Discount will be decided by our Company and the Selling Shareholders in consultation with the Managers and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date.

Withdrawal of the Issue

Our Company and the Selling Shareholder, in consultation with the Managers, reserve the right not to proceed with the Issue at any time after the Bid/ Issue Opening Date but before the Board meeting for Allotment. In such an event our Company and the Selling Shareholder would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchanges on which the Equity Shares were proposed to be listed.

If our Company and the Selling Shareholder withdraw the Issue after the Bid/Issue Closing Date and thereafter determine that they will proceed with an issue of our Company's Equity Shares or Offer for Sale by shareholders, our Company shall file a fresh draft red herring prospectus with SEBI.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/Issue Programme

BID/ ISSUE OPENS ON	Wednesday, March 18, 2015*
BID/ ISSUE CLOSES ON	Friday, March 20, 2015

* The Anchor Investor shall bid on one Working Day prior to the Bid/ Issue Opening Date i.e. Tuesday, March 17, 2015.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date*
Bid/Issue Closing Date	Friday, March 20, 2015
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, March 30, 2015
Initiation of refunds/ un-blocking of ASBA Accounts	On or about Tuesday, March 31, 2015
Credit of Equity Shares to demat accounts of Allottees	On or about Wednesday, April 1, 2015
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, April 6, 2015

*Investors are requested to refer the SEBI Circular - CIR/CFD/DIL/1/2011 dated April 29, 2011 for the indicative time lines for the various post Issue activities.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholder or the Managers. Whilst our Company and the Selling Shareholder shall use best efforts to ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholder confirms that it shall extend all reasonable co-operation required by our Company, for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all the Stock Exchanges within 12 Working Days from the Bid/Issue Closing Date.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time) during the Bidding Period as mentioned above at the Bidding Centers mentioned in the Bid-cum-Application Form or, in case of Bids submitted through ASBA, the Designated Branches of the SCSBs at the branches of the members of the Syndicate at the Syndicate ASBA Centers or at the Non-Syndicate Broker Centers, as the case may be. **Except in case where the Bidding by the QIB Bidders is closed one day prior to the Bid/ Issue Closing Date, on the Bid/Issue Closing Date, Bids (excluding ASBA Bidders) shall be accepted until 3.00 p.m. and uploaded until (a) 5.00 p.m. or such extended time as permitted by the Stock Exchanges in case of Bids by Retail Individual Bidders and Eligible Employees applying in the Employee Reservation Portion and (b) up to 4.00 p.m. for Bids by QIB Bidders and Non-Institutional Bidders.** It is clarified that Bids not uploaded in the book, would be rejected. Bids by ASBA Bidders shall be uploaded by the SCSB in the electronic system to be provided by the BSE and NSE.

QIB Bidders and Non-Institutional Bidders shall neither withdraw nor revise their Bids so as to lower the size of their Bid at any stage after they have Bid for the Issue. QIB Bidders and Non-Institutional Bidders may revise their Bids upwards (in terms of quantity of Equity Shares or the Bid Amount) during the Bid/Issue Period. Such upward revision must be made using the Revision Form. Retail Individual Bidders and by Eligible Employees bidding in the Employee Reservation Portion may either withdraw or revise their Bids until finalisation of the Allotment.

On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders and Eligible Employees after taking into account the total number of Bids received and as reported by the Managers to the Stock Exchanges.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Working Days. Neither our Company or Selling Shareholder nor any member of the Syndicate is liable for

any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Revisions, if any, in the Price Band, will be determined by our Company and Selling Shareholder in consultation with the Managers and will be determined during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the Face Value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Issue Period not exceeding ten Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the Managers and at the terminal of the Syndicate Member.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

TERMS OF THE ISSUE

The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, the Memorandum and Articles of Association of our Company, SEBI ICDR Regulations, the SCRA, the SCRR, conditions of RBI approval, if any, the terms of this Red Herring Prospectus and Prospectus, Bid cum Application Form, the Revision Form, the Allotment Advice, the CAN and other terms and conditions as may be incorporated in the Allotment Advice, and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, Government of India, Stock Exchanges, RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI or any other authorities while granting its approval for the Issue.

Ranking of Equity Shares

The Equity Shares being issued and transferred shall be subject to the provisions of the Memorandum and Articles of Association and the Companies Act, and shall rank *pari passu* in all respects with the other existing Equity Shares of our Company including in respect of the rights to receive dividends. The Allottees of the Equity Shares in this Issue shall be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to the chapter “*Main Provisions of the Articles of Association*” on page 464.

Mode of payment of dividend

Our Company shall pay dividend, if declared, to our shareholders as per the provisions of the Companies Act, the Memorandum and Articles of Association and the Equity Listing Agreements to be entered into with the Stock Exchanges. In respect of the Offer for Sale, all dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been issued and allotted Equity Shares in such Offer for Sale for the entire year. Please refer to the chapter “*Dividend Policy*” on page 219.

Face Value and Issue Price

The face value of each Equity Share is ₹10. The Floor Price of Equity Shares is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band, Employee Discount, Retail Discount and the minimum Bid Lot size for the Issue will be decided by our Company and Selling Shareholder in consultation with the Managers and advertised in all editions of national daily Business Standard (English and Hindi editions) and Delhi edition of Aaj Samaj, a regional newspaper with wide circulation at the place where the Registered Office is located, and made available on the websites of the Stock Exchanges, at least five Working Days prior to the Bid/Issue Opening Date. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares, subject to applicable law.

Rights of the Equity Shareholder

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable law, including RBI rules and

regulations, if any; and

- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the Listing Agreements to be executed with the Stock Exchanges, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association such as those dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and / or consolidation / splitting, please refer to the chapter “*Main provision of the Articles of Association*” beginning on page 464.

Market Lot and Trading Lot

Under section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form. In terms of existing SEBI ICDR Regulations, the trading in the Equity Shares shall only be in dematerialized form for all investors. Since trading of the Equity Shares is in dematerialized mode, the tradable lot is one Equity Share. Allocation and allotment of Equity Shares through this Issue will be done only in electronic form, in multiple of one Equity Share, subject to a minimum allotment of [●] Equity Shares. For details of allocation and allotment, please refer to the chapter “*Issue Procedure*” on page 415.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in New Delhi, India.

The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered or sold only to (i) persons who are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as “U.S. QIBs”; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Each purchaser of Equity Shares that is located within the United States, or who has acquired the Equity Shares for the account or benefit of a person located within the United States, will be required to represent and agree, among other things, that such purchaser (i) is a U.S. QIB; and (ii) will only reoffer, resell, pledge or otherwise transfer the Equity Shares in an “offshore transaction” in accordance with Rule 903 or Rule 904 of Regulation S.

Each other purchaser of Equity Shares will be required to represent and agree, among other things, that such purchaser is acquiring the Equity Shares in an “offshore transaction” in accordance with Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Please refer to the section, “*Other Regulatory and Statutory Disclosures—Important Information for Investors - Eligibility and Transfer Restrictions*” on page 394.

Nomination Facility to the Investor

In accordance with section 72 of the Companies Act, 2013, the sole or First Bidder, along with other Joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of Joint

Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Company's Registered / Corporate Office or to our Registrar and Transfer Agents.

In accordance with section 72 of the Companies Act, 2013 any person who becomes a nominee by virtue of the provisions of section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such Allotment of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode, there is no need to make a separate nomination with us. Nominations registered with respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Issue within the Bid/Issue Period; and/or (ii) a subscription in the Issue equivalent to the minimum number of securities as specified under Rule 19(2)(b)(iii) of the SCRR, including devolvement of Underwriters, if any, our Company shall refund the entire subscription amount received, not later than 15 days from the Bid/Issue Closing date or within 12 Working days from the Bid/Issue Closing Date, whichever is earlier. If there is a delay beyond prescribed period, our Company shall pay interest as prescribed under Rule 11 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

In accordance with Clause 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000. The requirement for minimum subscription is not applicable to the Offer for Sale. In case of undersubscription in the Issue, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

Our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

Arrangement for disposal of odd lot

Since the Equity Shares will be traded in dematerialized form only, the marketable lot for the Equity Shares will be one and hence, no arrangements for disposal of odd lots are required.

Restriction on transfer of Equity Shares

Except for lock-in of pre-Issue equity shareholding, Promoters minimum contribution and lock-in of Equity Shares Allotted to Anchor Investor for a period of 30 days from the date of Allotment, as detailed in the chapter "*Capital Structure - Build-up of Promoter's Shareholding, Promoter's contribution and Lock-in*" on page 88, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as

provided in the Articles of Association. Please refer to the chapter “*Main Provisions of the Articles of Association*” beginning on page 464.

Option to receive Equity Shares in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with the benefits of survivorship.

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) included below under section titled “Issue Procedure – Part B - General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue, read with the rules thereto. The General Information Document is also available on the websites of the Stock Exchanges and the Managers. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Our Company, the Selling Shareholder and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Bidders are advised to make their independent investigations and ensure that their Bids do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

This issue is being made pursuant to Rule 19 (2)(b) (iii) of the SCRR for at least 10% of the post-Issue paid-up capital of our Company. This Issue is being made pursuant to Regulation 26(1) of the SEBI ICDR Regulations through the Book Building Process where in 50% of the Net Issue shall be available for allocation to QIBs on a proportionate basis, provided that our Company, may in consultation with the Managers, allocate, up to 60% of the QIB Portion to Anchor Investors on a discretionary basis and atleast one-third of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds. Out of the Net QIB Portion (QIB Portion minus the number of shares applied for by the Anchor Investors) 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, not less than 15% of the Net Issue would be available for allocation to Non-Institutional Bidders on a proportionate basis and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received from them at or above the Issue Price. Allotment of Equity Shares to each of the Retail Individual Bidders in accordance with the requirements of SEBI ICDR Regulations shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Individual Bidder Portion and the remaining available Equity Shares in the Retail Individual Bidder Portion, if any, shall be allotted on a proportionate basis. 500,000 Equity Shares shall be available for allocation on a proportionate basis to Eligible Employees bidding in the Employee Reservation Portion, subject to valid bids being received at or above the Issue Price net of Employee Discount. However, the value of Allotment to any Eligible Employee shall not exceed ₹200,000.

Any unsubscribed portion in Employee Reservation Portion shall be added to the Net Issue. In case of under-subscription in the Net Issue category, spill-over to the extent of under-subscription shall be permitted from the reserved category to the Net Issue. Under-subscription, if any in any category, except QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Managers and the Designated Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Bid cum Application Forms which do not have the details of the Bidders’ PAN, (other than Bids made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Please note that there is a common Bid cum Application Form for ASBA Bidders as well as for non-ASBA Bidders. Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Managers, the Syndicate Member, the Registered Brokers, the SCSBs and the Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available on the websites of the SCSBs, the NSE (www.nseindia.com) and the BSE (www.bseindia.com) and the terminals of the Registered Brokers. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the Managers.

Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion may Bid through the ASBA process at their discretion. However, QIBs (excluding Anchor Investors) and Non-Institutional Bidders must compulsorily use the ASBA process to participate in the Issue. Anchor Investors are not permitted to participate in the Issue through the ASBA Process.

ASBA Bidders must provide bank account details in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected. In relation to non-ASBA Bidders, the bank account details shall be available from the depository account on the basis of the DP ID, Client ID and PAN provided by the non-ASBA Bidders in their Bid cum Application Form.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs, as the case may be, submitted at the Bidding centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

Who can Bid?

In addition to the category of Bidders set forth under “- *General Information Document for Investing in Public Issues - Category of Investors Eligible to Participate in an Issue*”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- (i) Mutual Funds registered with SEBI. Bids by asset management companies or custodians of Mutual Funds should clearly indicate the name of the concerned scheme for which the Bid is submitted;
- (ii) Venture Capital Funds and Alternative Investment Funds registered with SEBI;
- (iii) Foreign Venture Capital Investors registered with SEBI;
- (iv) Foreign Portfolio Investor registered with SEBI, provided that any QFI or FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995;
- (v) Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non-Institutional Investors (NIIs) category;
 - (i) State Industrial Development Corporations;
 - (ii) Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
 - (iii) Insurance companies registered with IRDA;
 - (iv) Provident funds and pension funds with a minimum corpus of ₹250 million and who are authorised under their constitutional documents to hold and invest in equity shares;
- (v) National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- (vi) Insurance funds set up and managed by the army, navy or air force of the Union of India or by the Department of Posts, India;
- (vii) Multilateral and bilateral development financial institutions; and
- (viii) Any other person eligible to Bid in the Offer under applicable laws.

Participation by associates and affiliates of Managers and Syndicate Member

The Managers and the Syndicate Member shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. Associates and affiliates of the Managers and the Syndicate Member may subscribe to or acquire Equity Shares in the Issue, including in the Net QIB Portion and Non-Institutional Portion as may be applicable to such Bidder, where the allocation is on a proportionate basis. Such bidding and subscription may be on their own account or on behalf of their clients.

The Managers and any persons related to the Managers (other than Mutual Funds sponsored by entities related to the Managers) or our Promoters and the Promoter Group cannot apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Fund Portion. In the event that the demand in the Mutual Fund Portion is greater than [●] Equity Shares in the Mutual Funds Portion, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights. These limits would have to be adhered to by the mutual funds for investment in this Issue.

In case of a mutual fund, a separate Bid can be made in respect of each scheme of the mutual fund registered with SEBI and such Bids in respect of more than one scheme of the mutual fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

Bids by Non-Residents including Eligible NRIs or FIIs/FPIs registered with SEBI

There is no reservation in the Issue for Eligible NRIs or FIIs/FPIs. Eligible NRIs, FPIs, FIIs, multi-lateral and bilateral development financial institutions and any other foreign investor applicants will be treated on the same basis as other categories for the purpose of allocation. In accordance with the FEMA and the regulations framed there under, OCBs cannot Bid in the Issue. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Bids by Eligible NRIs

Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their Non-Resident External ("NRE") Account or Foreign Currency Non-Resident ("FCNR") Accounts, maintained with banks authorised by the RBI to deal in foreign exchange. Eligible NRIs Bidding on a repatriation basis are advised to use the Bid-cum-Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by non-resident Bidder bidding on a repatriation basis will not be accepted out of Foreign Currency Non-Resident ("NRO") accounts.

In case of Bids by Eligible NRIs applying on non-repatriation basis, the payments must be made through Indian Rupee Drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in NRE Accounts or FCNR Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a NRO Account of a Non-Resident Bidder bidding on a non-repatriation basis. Payment by

drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.

Bids by Eligible NRIs for a payment amount of up to ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a payment amount of more than ₹200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Bids by FPIs, FIIs and QFIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a QFI can continue to buy, sell or otherwise deal in securities until January 6, 2015 or until the QFI obtains a certificate of registration as FPI, whichever is earlier. Such QFIs shall be eligible to participate in this Issue in accordance with Schedule 8 of the FEMA Regulations and are required to Bid under the Non-Institutional Bidders category.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. As of now, in accordance with the foreign investment limits applicable to us and pursuant to the resolution passed by our Shareholders in the AGM held on May 6, 2013, the total foreign investment including FII investment cannot exceed the sectoral cap applicable to us (being 100% of our total post Issue paid-up capital).

Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “Banking Regulation Act”), and the Master Circular dated July 1, 2014 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks’ own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company’s paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the “SEBI VCF Regulations”) and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, *inter alia* prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Bidders including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the draft red herring prospectus with SEBI.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

Bids by Insurance Companies

In case of Bids made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPs); and
- (c) the industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPs).

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, Eligible QFIs, insurance companies and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any such Bid without assigning any reasons therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialised form only;
5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate (except in case of electronic forms) or with respect to ASBA Bidders, ensure that your Bid is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder

- for bidding has a bank account, or to a Registered Broker at the Broker Centres.
6. In relation to the ASBA Bids, ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Registered Broker at the Broker Centres, and not to the Escrow Collecting Banks (assuming that such bank is not a SCSB) or to our Company or the Selling Shareholder or the Registrar to the Issue;
 7. With respect to the ASBA Bids, ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
 8. QIBs (other than Anchor Investors) and the Non-Institutional Investors should submit their Bids through the ASBA process only;
 9. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
 10. Ensure that you request for and receive a TRS for all your Bid options;
 11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Registered Broker (at the Broker Centres);
 12. Ensure that you have funds equal to the Bid Amount in your bank account before submitting the Bid cum Application Form under non-ASBA process to the Syndicate or the Registered Brokers;
 13. With respect to non-ASBA Bids, ensure that the full Bid Amount is paid for the Bids and with respect to ASBA Bids, ensure funds equivalent to the Bid Amount are blocked;
 14. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
 15. Submit revised Bids to the same member of the Syndicate, SCSB or Registered Broker, as applicable, through whom the original Bid was placed and obtain a revised TRS;
 16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act.

The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;

17. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
19. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms.
20. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
21. Ensure that the category and sub-category is indicated;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the stock exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;
25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);

26. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and this Red Herring Prospectus;
27. ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;
28. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
29. In relation to the ASBA Bids, ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form; and
30. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Syndicate, the SCSBs or the Registered Brokers, as applicable;
4. Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Syndicate, the SCSBs or the Registered Brokers only;
6. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s) (assuming that such bank is not a SCSB), our Company, the Selling Shareholder or the Registrar to the Issue;
7. Do not Bid on a Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or the SCSBs;
8. Anchor Investors should not Bid through the ASBA process;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
10. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the Bid cum Application Form if you are a Non-Resident, except for: (i) an FPI (investing under the foreign portfolio investment scheme in accordance with Schedule 2A of the FEMA Regulations); (ii) an FII (investing under the portfolio investment scheme in accordance with Schedule 2 of the FEMA Regulations); (iii) an Eligible NRI investing on non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations; or (iv) an Eligible QFI investing in accordance with Schedule 8 of the FEMA Regulations;
13. Do not submit the GIR number instead of the PAN;
14. Do not submit the Bids without the full Bid Amount;
15. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
16. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
17. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date for QIBs;
18. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;

20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
21. Do not submit more than five Bid cum Application Forms per ASBA Account;
22. Do not submit ASBA Bids to a member of the Syndicate at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres;
23. Do not submit ASBA Bids to a member of the Syndicate in the Specified Locations unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Specified Location, for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>); and
24. Do not submit ASBA Bids to a Registered Broker unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Registered Broker to deposit the Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013 non-CTS cheques are processed in three CTS centres in separate clearing session. This separate clearing session will operate thrice a week up to April 30, 2014, thereafter twice a week up to October 31, 2014 and once a week from November 1, 2014 onwards. In order to enable listing and trading of Equity Shares within 12 Working Days of the Bid/Issue Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment. Investors are cautioned that Bid cum Application Forms accompanied by non-CTS cheques are liable to be rejected due to any delay in clearing beyond six Working Days from the Bid/Issue Closing Date.

Payment into Escrow Account for non-ASBA Bidders

The payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Retail Individual Investors: ***“Inox Wind Public Issue – Escrow – R”***
- (b) In case of Non-Resident Retail Individual Investors: ***“Inox Wind Public Issue – Escrow – NR”***
- (c) In case of Eligible Employees: ***“Inox Wind Public Issue – Escrow – Eligible Employees”***

For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: ***“Inox Wind Public Issue – Escrow –Anchor Investor–R”***
- (b) In case of Non-Resident Anchor Investors: ***“Inox Wind Public Issue – Escrow –Anchor Investor –NR”***

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: Business Standard (English and Hindi editions) and Delhi edition of Aaj Samaj, a regional newspaper with wide circulation at the place where the Registered Office is located.

Signing of the Underwriting Agreement and the RoC Filing

- a. Our Company, the Selling Shareholder and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.

- b. After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

Undertakings by our Company

Our Company undertakes the following that:

- if our Company or Selling Shareholder does not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- if our Company and the Selling Shareholder withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company and/or the Selling Shareholder subsequently decides to proceed with the Issue;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within 12 Working Days of the Bid/Issue Closing Date;
- Further, our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.
- the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 12 days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time;
- no further Issue of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription, etc.;

- adequate arrangements shall be made to collect all Bid cum Application Forms under the ASBA process and to consider them similar to non-ASBA Bids while finalising the Basis of Allotment;
- our Company Shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought have been received.

Undertakings by the Selling Shareholder

The Selling Shareholder undertakes that:

- the Equity Shares being sold by it pursuant to the Issue, have been held by it for a period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- it is the legal and beneficial owner of, and has full title to, the Equity Shares being sold in the Issue;
- the Equity Shares being sold by it pursuant to the Issue are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;
- it shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the allotment advice and CAN, if required, and refund orders to the extent of the Equity Shares offered by it pursuant to the Issue;
- it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Managers in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Issue;
- funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the Red Herring Prospectus and Prospectus shall be made available to the Registrar to the Issue by the Selling Shareholder;
- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within 15 days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- it shall not have recourse to the proceeds of the Issue until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
- if the Selling Shareholder does not proceed with the Issue after the Bid/ Issue Closing Date, the reason thereof shall be given by our Company as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly. It shall extend all reasonable cooperation requested by our Company and the Managers in this regard;
- it shall not further transfer the Equity Shares being sold by it pursuant to the Issue except in the Issue during the period commencing from submission of this Red Herring Prospectus with ROC until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Issue and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Issue;
- it shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Issue are available for transfer in the Issue within the time specified under applicable law; and
- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Issue.

Further, our Company and the Selling Shareholders shall proceed with Allotment, amongst other conditions mentioned in this Red Herring Prospectus, only in the event Bids equivalent to at least 25% of the Net Issue (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

Utilisation of Issue proceeds

Our Company certifies that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;
- the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

The Selling Shareholder along with our Company declare that all monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**SEBI Regulations**”).

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus (“RHP”)/Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged

Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI Regulations, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

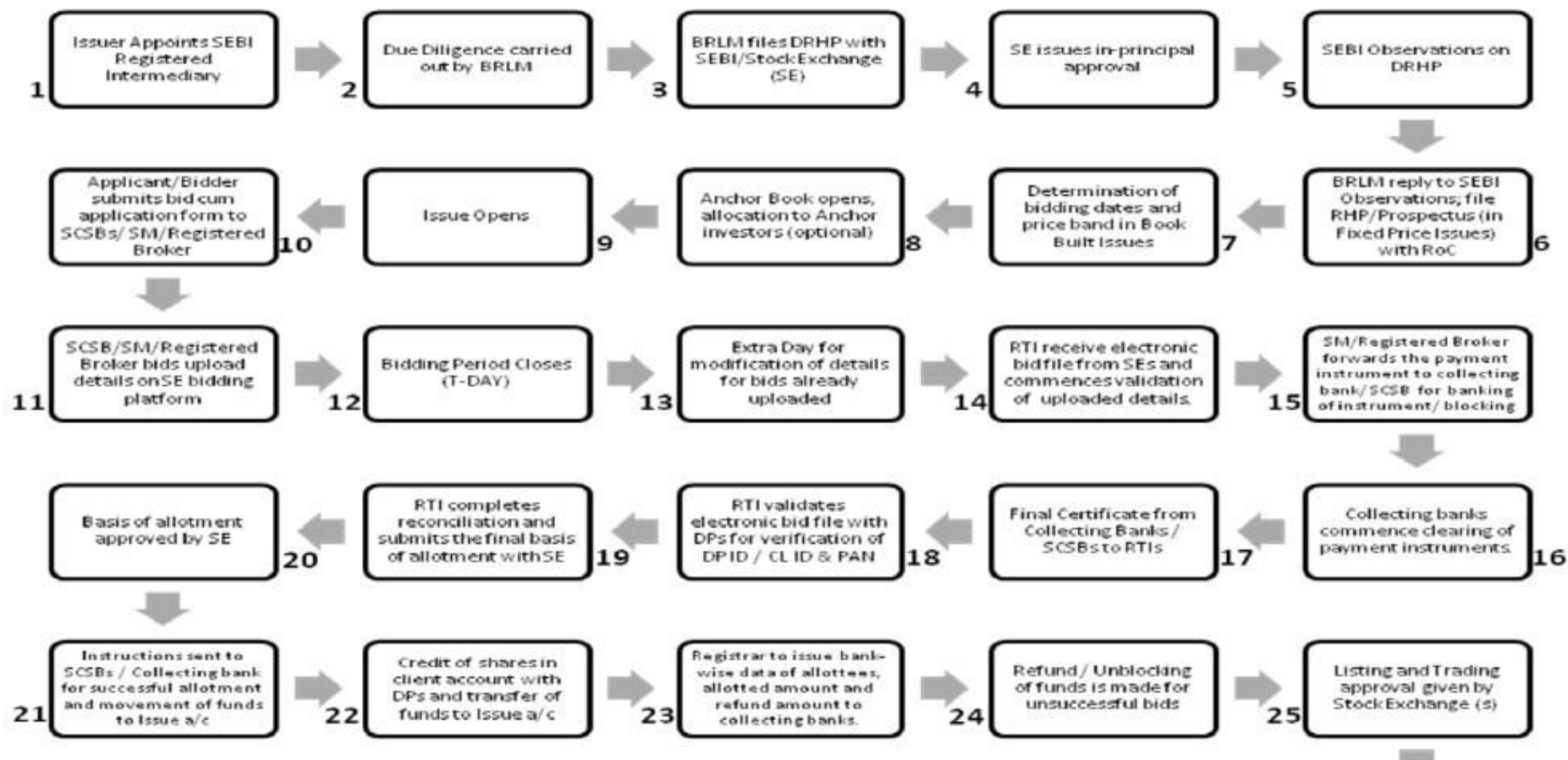
The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to '2. the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
 - i. Step 7 : Determination of Issue Date and Price
 - ii. Step 10: Applicant submits ASBA Application Form with Designated Branch of SCSB and Non-ASBA forms directly to collection Bank and not to Broker.
 - iii. Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform
 - iv. Step 12: Issue period closes
 - v. Step 15: Not Applicable



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Color of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs, QFIs, on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants bidding/applying in the reserved category	White
Eligible Employees	Pink

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA		XYZ LIMITED - PUBLIC ISSUE - R		FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI'S APPLYING ON A NON-REPATRIATION BASIS																													
Logo To, The Board of Directors XYZ Limited		BOOK BUILDING ISSUE IN		Bid cum Application Form No.																													
SYNDICATE MEMBER'S STAMP & CODE 		BROKER'S/AGENT'S STAMP & CODE 		1. NAME & CONTACT DETAILS of Sole / First Applicant Mr. / Ms. _____ Address _____ Tel. No (with STD code) / Mobile _____ Email _____																													
ESCROW/BANK/SCSB BRANCH STAMP & CODE 		SUB-BROKER'S/SUB-AGENT'S STAMP & CODE 		2. PAN OF SOLE / FIRST APPLICANT _____																													
BANK BRANCH SERIAL NO. 		REGISTRAR'S / SCSB SERIAL NO. 		3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID																													
4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")		5. Category		6. Investor Status																													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="4">Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> </tr> <tr> <th>Bid Price</th> <th>Discount, if any</th> <th>Net Price</th> <th>"Cut-off" (Please tick)</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>7 6 5 4 3 2 1</td> <td>4 3 2 1</td> <td>4 3 2 1</td> <td>4 3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>		Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)	Option 1	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB		<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VC <input type="checkbox"/> Others (Please specify) - OTH <small>* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)</small>	
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)																													
		Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)																												
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(OR) Option 2					<input type="checkbox"/>																												
(OR) Option 3					<input type="checkbox"/>																												
7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)																																	
Amount Paid (₹ in figures) _____ (₹ in words) _____																																	
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD) <input type="checkbox"/> (B) ASBA																																	
Cheque/DD No. _____ Dated DD MM YY Bank A/c No. _____																																	
Drawn on (Bank Name & Branch) _____ Bank Name & Branch _____																																	
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf.																																	
8A. SIGNATURE OF SOLE / FIRST APPLICANT Date : _____, 2011		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY) I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____		BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system) 																													
TEAR HERE																																	
XYZ LIMITED		Acknowledgement Slip for Syndicate Member / SCSB		Bid cum Application Form No.																													
DPID / CLID _____		PAN _____		Stamp & Signature of Banker																													
Amount Paid (₹ in figures) _____ Bank & Branch _____		Cheque / DD/ASBA Bank A/c No. _____		Received from Mr./Ms. _____																													
Telephone / Mobile _____ Email _____		Stamp & Signature of Syndicate Member / SCSB		Name of Sole / First Applicant _____																													
XYZ LIMITED		Acknowledgement Slip for Bidder		Bid cum Application Form No.																													
No. of Equity Shares _____ Bid Price _____ Amount Paid (₹) _____ Cheque / DD/ASBA Bank A/c No. _____ Bank & Branch _____		Option 1 _____ Option 2 _____ Option 3 _____		Stamp & Signature of Syndicate Member / SCSB																													

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA		XYZ LIMITED - PUBLIC ISSUE - NR		FOR ELIGIBLE NRIs, FIIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS	
Logo		To, The Board of Directors XYZ Limited		BOOK BUILDING ISSUE Bid cum Application Form No. INE523LD1018	
SYNDICATE MEMBER'S STAMP & CODE		BROKER'S/AGENT'S STAMP & CODE		1. NAME & CONTACT DETAILS of Sole / First Applicant	
ESROW/BANK/SCSB BRANCH STAMP & CODE		SUB-BROKER'S/SUB-AGENT'S STAMP & CODE		Mr. / Ms. _____	
BANK BRANCH SERIAL NO.		REGISTRAR'S / SCSB SERIAL NO.		Address: _____	
				Tel. No (with STD code) / Mobile: _____	
				2. PAN OF SOLE / FIRST APPLICANT	
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL				6. Investor Status	
For NSDL enter 6 digit DP ID followed by 6 digit Client ID / For CDSL enter 16 digit Client ID				<input type="checkbox"/> NRI Non-Resident Indian (Repatriation basis)	
4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")				<input type="checkbox"/> FII Foreign Institutional Investor	
				<input type="checkbox"/> FVCI Foreign Venture Capital Investor	
				<input type="checkbox"/> FIISA FI Sub Account Corporate / Individual	
				<input type="checkbox"/> OTH Others (Please Specify)	
				5. Category	
				<input type="checkbox"/> Retail Individual	
				<input type="checkbox"/> Non-Institutional	
				<input type="checkbox"/> QIB	
7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)				PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment	
Amount Paid (₹ in figures) _____ (₹ in words) _____					
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD)				<input type="checkbox"/> (B) ASBA	
Cheque/DD No. _____ Dated: DD/MM/YYYY				Bank A/c No. _____	
Drawn on (Bank Name & Branch) _____				Bank Name & Branch _____	
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. If we on behalf of joint applicants, if any) hereby confirm that I/We have read the instructions for filling up the Bid Cum Application Form given overleaf.					
8A. SIGNATURE OF SOLE / FIRST APPLICANT		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)		BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)	
Date: _____, 2011		I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue			
		1) _____			
		2) _____			
		3) _____			
TEAR HERE					
XYZ LIMITED		Acknowledgement Slip for Syndicate Member / SCSB		Bid cum Application Form No.	
DPID / CLID		PAN			
Amount Paid (₹ in figures)		Bank & Branch		Stamp & Signature of Banker	
Cheque / DD/ASBA Bank A/c No.					
Received from: Mr./Ms.					
Telephone / Mobile		Email			
TEAR HERE					
XYZ LIMITED		Stamp & Signature of Syndicate Member / SCSB		Name of Sole / First Applicant	
No. of Equity Shares		Option 1		Option 2	
Bid Price		Option 3			
Amount Paid (₹)					
Cheque / DD/ASBA Bank A/c No.					
Bank & Branch					
				Acknowledgement Slip for Bidder	
				Bid cum Application Form No.	

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

- Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory

and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including refund orders and letters notifying the unblocking of the bank accounts of ASB A Bidders/Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

- (c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such First Bidder/Applicant would be deemed to have signed on behalf of the joint holders All payments may be made out in favor of the Bidder/Applicant whose name appears in the Bid cum Application Form/Application Form or the Revision Form and all communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of subsection (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

1. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
2. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
3. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.
4. The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.”

- (e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

- (a) PAN (of the sole/ First Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim (“**PAN Exempted Bidders/Applicants**”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- (c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner

by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

- (d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “**Inactive demat accounts**” and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form/Application Form is liable to be rejected.
- (b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- (c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.
- (d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

- (a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.
- (b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e)).
- (c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- (d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Managers may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- (e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any,

shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 Maximum and Minimum Bid Size

- (a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.
In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.
- (b) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- (c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.
- (d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.
- (e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- (g) A Bid cannot be submitted for more than the Issue size.
- (h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e))

4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
 - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:
 - i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.
 - ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- (a) The categories of Bidders identified as per the SEBIICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- (b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.
- (c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.
- (d) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- (c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

- (d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- (a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- (b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.
- (c) QIBs and NIIs can participate in the Issue only through the ASBA mechanism.
- (d) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft (“**Non-ASBA Mechanism**”).
- (e) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for non-ASBA Bidders:

- (a) Non-ASBA Bidders may submit their Bids with a member of the Syndicate or any of the Registered Brokers of the Stock Exchange. The details of Broker Centres along with names and contact details of the Registered Brokers are provided on the websites of the Stock Exchanges.
- (b) **For Bids made through a member of the Syndicate:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the members of the Syndicate at Specified Locations.
- (c) **For Bids made through a Registered Broker:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the Registered Broker.
- (d) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.
- (e) Payments should be made by cheque, or demand draft drawn on any bank (including a cooperative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date.
- (g) Bidders are advised to provide the number of the Bid cum Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 Payment instructions for ASBA Bidders

- (a) ASBA Bidders may submit the Bid cum Application Form either
 - i. in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or

- ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - iii. in physical mode to a member of the Syndicate at the Specified Locations, or
 - iv. Registered Brokers of the Stock Exchange
- (b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
 - (c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
 - (d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
 - (e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
 - (f) ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified locations. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified locations may not be accepted by the Member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
 - (g) ASBA Bidders bidding through a Registered Broker should note that Bid cum Application Forms submitted to the Registered Brokers may not be accepted by the Registered Broker, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms.
 - (h) ASBA Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
 - (i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
 - (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
 - (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
 - (l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
 - (m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
 - (n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 12 Working Days of the Bid/Issue Closing Date.

4.1.7.3 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- (d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of

the Syndicate, Registered Broker or SCSB, as applicable, for submission of the Bid cum Application Form.

- (b) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Escrow Collection Bank or SCSB, as applicable, for submission of the Application Form.
- (c) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.
 - ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.
 - iv. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker.
 - v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or Managers in case of any other complaints in relation to the Issue.
- (d) The following details (as applicable) should be quoted while making any queries -
 - i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
 - ii. name and address of the member of the Syndicate, Registered Broker or the Designated Branch, as the case may be, where the Bid was submitted or
 - iii. In case of Non-ASBA bids cheque or draft number and the name of the issuing bank thereof
 - iv. In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- (b) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- (d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

COMMON BID REVISION FORM FOR ASBA / NON-ASBA		XYZ LIMITED - PUBLIC ISSUE - R		FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI'S APPLYING ON A NON-REPATRIATION BASIS	
Logo		To, The Board of Directors XYZ Limited	BOOK BUILDING ISSUE INE523L01018	Bid cum Application Form No.	
SYNDICATE MEMBER'S STAMP & CODE	BROKER'S/AGENTS STAMP & CODE	1. NAME & CONTACT DETAILS of Sole / First Applicant			
ESCROW BANK / SCSB BRANCH STAMP & CODE	SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	Mr. / Ms. _____ Tel. No. (with STD code) / Mobile _____			
BANK BRANCH SERIAL NO.	REGISTRAR'S / SCSB SERIAL NO.	2. PAN OF SOLE / FIRST APPLICANT _____			
		3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID			
PLEASE CHANGE MY BID					
4. FROM (as per last Bid or Revision)					
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) *Cut-off* (Price in multiples of ₹ 1/- only)			
	(In Figures)	(In Figures)			
	7 6 5 4 3 2 1	Bid Price	Discount, if any	Net Price	*Cut-off* (Please tick)
Option 1		4 3 2 1	4 3 2 1	4 3 2 1	<input type="checkbox"/>
(OR) Option 2					<input type="checkbox"/>
(OR) Option 3					<input type="checkbox"/>
5. TO (Revised Bid)					
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) *Cut-off* (Price in multiples of ₹ 1/- only)			
	(In Figures)	(In Figures)			
	7 6 5 4 3 2 1	Bid Price	Discount, if any	Net Price	*Cut-off* (Please tick)
Option 1		4 3 2 1	4 3 2 1	4 3 2 1	<input type="checkbox"/>
(OR) Option 2					<input type="checkbox"/>
(OR) Option 3					<input type="checkbox"/>
6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)					
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____		PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment			
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD)		<input type="checkbox"/> (B) ASBA			
Cheque/DD No. _____ Dated DD/MM/YYYY		Bank A/c No. _____			
Drawn on (Bank Name & Branch) _____		Bank Name & Branch _____			
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid revision Form given overleaf.					
7A. SIGNATURE OF SOLE/ JOINT APPLICANT(S)		7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (FOR ASBA OPTION ONLY)		BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)	
Date: _____, 2011		I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue			
		1) _____ 2) _____ 3) _____			
TEAR HERE					
XYZ LIMITED BID REVISION FORM		Acknowledgement Slip for Syndicate Member / SCSB		Bid cum Application Form No.	
DPID / CLID		PAN			
Additional Amount Paid (₹)		Bank & Branch		Stamp & Signature of Banker	
Cheque / DD/ASBA Bank A/c No.					
Received from Mr./Ms.					
Telephone / Mobile		Email			
TEAR HERE					
XYZ LIMITED BID REVISION FORM	Option 1	Option 2	Option 3	Name of Sole / First Applicant	
	No. of Equity Shares			Acknowledgement Slip for Bidder	
	Bid Price			Bid cum Application Form No.	
	Additional Amount Paid (₹)				
Cheque / DD/ASBA Bank A/c No.					
Bank & Branch					

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- (b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders or refunded from the Escrow Account in case of non-ASBA Bidder.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) With respect to the Bids, other than Bids submitted by ASBA Bidders/Applicants, any revision of the Bid should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the Bid.
- (b) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- (c) In case of Bids submitted by ASBA Bidder/Applicant, Bidder/Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate/Registered Broker or the same Designated Branch (as the case may be) through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- (d) In case of Bids, other than ASBA Bids, Bidder/Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional

payment does not exceed ₹200,000 if the Bidder/Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate / Registered Broker to whom the original Bid was submitted.

- (e) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- (f) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders/Applicants or refunded from the Escrow Account in case of non-ASBA Bidder/Applicant.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

- (a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- (b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- (c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- (e) An application cannot be submitted for more than the Issue size.
- (f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- (g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

- i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (i) The following applications may not be treated as multiple Bids:
- i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- (a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- (b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- (c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

- (a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("**Non-ASBA Mechanism**").
- (c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 Instructions for non-ASBA Applicants:

- (a) Non-ASBA Applicants may submit their Application Form with the Collection Bank(s).
- (b) For Applications made through a Collection Bank(s): The Applicant may, with the submission of the Application Form, draw a cheque or demand draft for the Bid Amount in favor of the Escrow Account

as specified under the Prospectus and the Application Form and submit the same to the escrow Collection Bank(s).

- (c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the form is liable to be rejected.
- (d) Payments should be made by cheque, or demand draft drawn on any bank (including a cooperative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (e) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.
- (f) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.3.5.2 Payment instructions for ASBA Applicants

- (a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.
- (b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- (f) ASBA Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.3.5.3 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms,
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 Bidders/Applicants may submit completed Bid cum Application form / Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form	
Non-ASBA Application	(1)	To members of the Syndicate at the Specified Locations mentioned in the Bid cum Application Form
	(2)	To Registered Brokers
ASBA Application	(a)	To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres
	(b)	To the Designated branches of the SCSBs where the ASBA Account is maintained

- (a) Bidders/Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection banks. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.
- (b) Bidders/Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid.

- (c) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- (d) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- (a) During the Bid/Issue Period, ASBA Bidders/Applicants may approach the members of the Syndicate at the Specified Cities or any of the Registered Brokers or the Designated Branches to register their Bids. Non-ASBA Bidders/Applicants who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or any of the Registered Brokers, to register their Bid.
- (b) Non-ASBA Bidders/Applicants (RIIs, Employees and Retail Individual Shareholders) bidding at Cut-off Price may submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount less discount (if applicable) based on the Cap Price with the members of the Syndicate/ any of the Registered Brokers to register their Bid.
- (c) In case of ASBA Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable). ASBA Bidders/Applicants may approach the members of the Syndicate or any of the Registered Brokers or the Designated Branches to register their Bids.
- (d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- (a) The Syndicate, the Registered Brokers and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the issue.
- (b) On the Bid/Issue Closing Date, the Syndicate, the Registered Broker and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock Exchanges.
- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, the Registered Brokers and the SCSBs are given up to one day after the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

- (a) Bids received from various Bidders/Applicants through the Syndicate, Registered Brokers and the SCSBs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the Managers at the end of the Bid/Issue Period.

- (b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

- (a) RIIs can withdraw their Bids until finalization of Basis of Allotment. In case a RII applying through the ASBA process wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned SCSB or the Syndicate Member or the Registered Broker, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- (b) In case a RII wishes to withdraw the Bid after the Bid/Issue Period, the same can be done by submitting a withdrawal request to the Registrar to the Issue until finalization of Basis of Allotment. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- (a) The members of the Syndicate, the Registered Broker and/or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to
- i. the Bids accepted by the members of the Syndicate, the Registered Broker and the SCSBs,
 - ii. the Bids uploaded by the members of the Syndicate, the Registered Broker and the SCSBs,
 - iii. the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker and the SCSBs, or
 - iv. With respect to Bids by ASBA Bidders/Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.
- (b) The Managers and their affiliate syndicate members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- (c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- (d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) Managers and their affiliate syndicate members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- (e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the (i) authorised agents of the Managers, (ii) Registered Brokers, or (iii) SCSBs, or (iv) Collection Bank(s), or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- (a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Bids/Applications by OCBs;

- (c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- (d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;
- (e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (g) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;
- (h) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- (j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (k) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;
- (l) Bids/Applications at Cut-off Price by NIIs and QIBs;
- (m) Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids/Applications by ASBA Bidders, the amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (o) In relation to ASBA Bids/Applications, submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;
- (p) Bids/Applications for a Bid/Application Amount of more than ₹200,000 by RIIs by applying through non-ASBA process;
- (q) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- (r) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (s) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Issue Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;
- (t) With respect to ASBA Bids/Applications, inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;
- (u) Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- (v) With respect to ASBA Bids/Applications, where no confirmation is received from SCSB for blocking of funds;

- (w) Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders not submitted through ASBA process or Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders accompanied with cheque(s) or demand draft(s);
- (x) ASBA Bids/Applications submitted to a Managers at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;
- (y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;
- (z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

- (a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.
- (b) Under-subscription in Retail category is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Managers and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB category is not available for subscription to other categories.
- (c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

Illustration of the Book Building and Price Discovery Process

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the Managers, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) Alternate Method of Book Building

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Syndicate Member/SCSB and/or Bankers to the Issue or Registered Broker.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Member or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

- (a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis

to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

- (b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;
- (b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- (a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:
- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual
 - iii. Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iv. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹10 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹10 crores and up to ₹250 crores subject to minimum allotment of ₹5 crores per such Anchor Investor; and

- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹250 crores subject to minimum allotment of ₹5 crores per such Anchor Investor.
- (b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the Managers, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- (c) In the event that the Issue Price is higher than the Anchor Investor Issue Price: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors
- (d) In the event the Issue Price is lower than the Anchor Investor Issue Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- (a) Bidders may be categorized according to the number of Equity Shares applied for;
- (b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- (c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- (d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- (e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and
- (f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow

Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP.

- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within 12 Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Bid/ Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than ₹5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not repaid within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the company does not receive the minimum subscription of 90% of the Fresh Issue including devolvement of Underwriters (subject to Allotment of minimum of 10% of the Post Issue Equity Share Capital in the Issue, as prescribed in rule 19(2)(b)(iii) of SCRR), the Company and Selling Shareholder shall forthwith refund the entire subscription amount received within such period as prescribed under Regulation 14 of the SEBI ICDR

Regulations. If there is a delay beyond prescribed period, our Company shall pay interest as prescribed under Rule 11 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time, then the Issuer and every director of the Issuer who is an officer in default may be liable to repay the money, with interest at the rate of 15% per annum.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING – Not applicable

In case an Issuer not eligible under Regulation 26(1) of the SEBIICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- (a) **In case of ASBA Bids/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.
- (b) **In case of Non-ASBA Bid/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Bidders/Applicants and also for any excess amount paid on Bidding/Application, after adjusting for allocation/ allotment to Bidders/Applicants.
- (c) In case of non-ASBA Bidders/Applicants, the Registrar to the Issue may obtain from the depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Bidders/Applicants in their Bid cum Application Forms for refunds. Accordingly, Bidders/Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Bidders/Applicants' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Bidders/Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.
- (d) In the case of Bids from Eligible NRIs, FIIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Bidders/Applicants other than ASBA Bidders/Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

- (a) **NECS** - Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;
- (b) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers.

Wherever the Bidders/Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

- (c) **Direct Credit**—Bidders/Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (d) **RTGS**—Bidders/Applicants having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and
- (e) For all the other Bidders/Applicants, including Bidders/Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc Bidders/Applicants may refer to RHP/Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/Applicants

In case of ASBA Bidders/Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBIICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the Managers, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for

Term	Description
	Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/apply through ASBA
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid /Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBIICDR Regulations, 2009. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made

Term	Description
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Managers	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASB A Bidders/Applicants applying through the ASB A and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/Applicants (excluding the ASBA Bidders/Applicants) may Issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (excluding the ASBA Bidders/Applicants) on the terms and

Term	Description
	conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs, QFIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and

Term	Description
	immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, 1956 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASB A Accounts on the Designated Date
Qualified Foreign Investors or QFIs	Non-Resident investors, other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs, who meet 'know your client' requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI. Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Bidders/Applicants), if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals,

Term	Description
	other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors /RIIs	Investors who applies or bids for a value of not more than ₹200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBIICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Bids from ASBA Bidders/Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All days other than a Sunday or a public holiday on which commercial banks are open for business, except with reference to announcement of Price Band and Bid/Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued Circular 1 of 2014 ("Circular 1 of 2014"), which with effect from April 17, 2014, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on April 16, 2014. The Government proposes to update the consolidated circular

on FDI Policy once every year and therefore, Circular 1 of 2014 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 (“Securities Act”) and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Set forth below is certain information relating to our share capital, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting and other important terms of Articles of Association of our Company. Please note that each provision herein below is numbered as per the corresponding article number in the Articles of Association and capitalized/defined terms herein have the same meaning given to them in the Articles of Association.

INTERPRETATION

Title of Article	Article Number and contents	
Interpretation Clause	2. In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
The Act	(a)	“The Act” means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
These Articles	(b)	“These Articles” means Articles of Association for the time being or as altered from time to time by Special Resolution.
Auditors	(c)	“Auditors” means and includes those persons appointed as such for the time being of our Company.
Board or Board of Directors	(d)	“Board” or “Board of Directors” means the Board of Directors of the Company or the Directors of the Company collectively.
Capital	(e)	“Capital” means the share capital for the time being raised or authorised to be raised for the purpose of the Company.
Chairman	(f)	“The Chairman” means the Chairman of the Board of Directors for the time being of the Company
Charge	(g)	“Charge” includes a mortgage.
Company	(h)	The “Company” means INOX WIND LIMITED
Debenture	(i)	“Debenture” includes Debenture Stock, bonds and any other securities of the Company, whether constituting a charge on the assets of the Company or not.
Directors	(j)	“Directors” means the Board of Directors for the time being of the Company or as the case may be, the Directors assembled at a Board, or acting under a circular resolution under the Articles.
Executor or Administrator	(k)	“Executor” or “Administrator” means a person who has obtained probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include holder of a Succession Certificate authorising the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.
Gender	(l)	Words importing the masculine gender shall include the feminine gender and vice versa.
In writing and written	(m)	“In Writing” and “Written” includes printing lithography and other modes of representing or reproducing words in a visible form.
Legal Representative	(n)	“Legal Representative” means a person who in law represents the estate of a deceased Member.
Marginal Notes	(o)	The marginal notes hereto shall not affect the construction thereof.
Members	(p)	“Members” means the duly registered holders, from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company.
Meeting or General Meeting	(q)	“Meeting” or “General Meeting” means Meeting of the Members.
Annual General Meeting	(r)	“Annual General Meeting” means a General Meeting of the Members held in accordance with the provision of section 166 of the Act.
Extra-Ordinary General Meeting	(s)	“Extra-Ordinary General Meeting” means an extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.
Month	(t)	“Month” means a calendar month.
Office	(u)	“Office” means the registered office for the time being of the Company.
Ordinary Resolution	(v)	“Ordinary Resolution” shall have the meanings assigned to it by section 189 of the Act.
Paid Up	(w)	“Paid-up” includes credited as paid up
Person	(x)	“Person” includes corporation

Title of Article	Article Number and contents	
The Register of Members	(y)	“The Register of Members” means the Register of Members to be kept pursuant to section 150 of the Act
The Registrar	(z)	“The Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.
Seal	(aa)	“Seal” means the common seal for the time being of the Company.
Secretary	(ab)	“Secretary” means any individual possessing the prescribed qualifications under the Companies (Secretary’s Qualification) Rules, 1975 appointed by the Board to perform the duties of a Secretary
Shares	(ac)	“Shares” means share in the share capital of the Company and includes stock where a distinction between stocks and share is expressed or implied
Special Resolution	(ad)	“Special Resolution” shall have the meaning assigned to it by section 189 of the Act.
The Statutes	(ae)	“The Statutes” means the Companies Act, 1956 and every other Act for the time being in force affecting the Company
Year	(af)	“Financial Year” shall have the meaning assigned thereto by section 2(17) of the Act
Singular Number	(ag)	Words importing the Singular number include where the context admits or requires the plural number and vice versa
Expressions in the Act to bear the same meaning in Articles	(ah)	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

Title of Article	Article Number and contents
Share Capital	3. The authorized share capital of the Company shall be the amount as specified in Clause V i.e. capital clause of the Memorandum of Association of the Company.
Increase of capital by the Company how carried into effect	4. The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with section 87 and 88 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of section 97 of the Act.
Shares with differential rights as to voting or dividend	5. Subject to provisions of law, rules, regulations, notifications enforceable guidelines and listing agreement for the time being in force, the Board shall have the power to issue a part of authorised capital shares with differential rights as to voting, price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, such that they do not have superior rights as to voting and dividend vis-a-viz the rights on equity shares that are already listed.
Redeemable Preference Shares	6. Subject to the provisions of section 80 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
Provisions to apply on issue of Redeemable Preference Shares	7. On the issue of redeemable preference shares under the provisions of Article 6 hereof, the following provisions shall take effect. <p>(a) No such Shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption.</p> <p>(b) No such Shares shall be redeemed unless they are fully paid.</p>

Title of Article	Article Number and contents
	<p>(c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's share premium account, before the Shares are redeemed.</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in section 80 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.</p> <p>(e) Subject to the provisions of section 80 of the Act. The redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.</p>
Reduction of capital	<p>8. The Company may (subject to the provisions of section 78, 80 and 100 to 105, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any share premium account</p> <p>in any manner for the time being, authorised by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
Purchase of own Shares	<p>9. The Company shall have power, subject to and in accordance with all applicable provisions including sections 77A, 77AA and 77B of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.</p>
Sub-division consolidation and cancellation of Shares	<p>10. Subject to the provisions of section 94 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.</p>

MODIFICATION OF RIGHTS

Title of Article	Article Number and contents
Modification of rights	<p>11. Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of sections 106 and 107 of the Act, be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.</p>

Title of Article	Article Number and contents
	The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith.

SHARES, CERTIFICATES AND DEMATERIALISATION

Title of Article	Article Number and contents
Restriction on allotment and return of allotment	12. The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in sections 69 and 70 of the Act, and shall cause to be made the returns as to allotment provided for in section 75 of the Act.
Further issue of shares	<p>13.</p> <p>(1) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of Shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further Shares whether out of unissued share capital or out of increased share capital then:</p> <p>(a) Such further Shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares at that date.</p> <p>(b) Such offer shall be made by a notice specifying the number of Shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.</p> <p>(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to them in favour of any other person, and the notice referred to in sub-clause (b) shall contain a statement of this right.</p> <p>(d) After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given declines to accept the Shares offered, the Board of Directors may dispose them off in such manner as they think most beneficial to the Company.</p> <p>(2) Notwithstanding anything contained in sub-clause (1) hereof, the further Shares aforesaid may be offered to any person(s) (whether or not those persons include the persons referred to in clause (a) sub-clause (1) hereof) in any manner whatsoever.</p> <p>(a) If a Special Resolution to that effect is passed by the Company in the General Meeting; or</p> <p>(b) Where no such Special Resolution is passed, if the votes cast (whether on a show of hands, or on a poll, as the case may be) in favour of the proposal contained in the motion moved in that General Meeting, (including the casting vote, if any, of the Chairman) by Members who, being entitled to do so, vote in person, or where proxies are allowed by proxy, exceed the votes, if any, cast against the proposal by Members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.</p> <p>(3) Nothing in sub-clause (c) of clause(1) hereof shall be deemed;</p> <p>(a) To extend the time within which the offer should be accepted; or</p>

Title of Article	Article Number and contents
	<p>(b) To authorise any person to exercise the right of renunciation for a second time, on the ground that the persons in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation.</p> <p>(4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company:</p> <p>(i) To convert such debentures or loans into Shares in the Company; or</p> <p>(ii) to subscribe for Shares in the Company (whether such option is conferred in these Articles or otherwise)</p> <p>PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:</p> <p>(a) either has been approved by the Central Government before the issue of the debentures or the raising of the loans, or is in conformity with the rules, if any, made by that government in this behalf, and</p> <p>(b) in the case of debentures or loans other than debentures issued to, or loans obtained from government or any institution specified by the Central Government in this behalf, has also been approved by a Special Resolution passed by the Company in the General Meeting before the issue of the debentures or the raising of the loans.</p>
Shares under control of Directors	<p>14. Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provisions of section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.</p>
Power to offer Shares/options to acquire Shares	<p>15.</p> <p>(i) Without prejudice to the generality of the powers of the Board under Article 13 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p> <p>(ii) In addition to the powers of the Board under Article 13A(i), the Board may also allot the Shares referred to in Article 13A(i) to any trust, whose principal objects would <i>inter alia</i> include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 13A(i)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p>

Title of Article	Article Number and contents
	(iii) The Board, or any Committee thereof duly authorised for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 13A(i) and (ii) above.
Application of premium received on Shares	<p>16.</p> <p>(1) where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called “the share premium account” and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the share premium account were paid up share capital of the Company.</p> <p>(2) The share premium account may, notwithstanding anything in clause (1) thereof be applied by the Company:</p> <p>(a) In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus;</p> <p>(b) In writing off the preliminary expenses of the Company;</p> <p>(c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ; or</p> <p>(d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.</p>
Power also to Company in General Meeting to issue Shares	<p>17. In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of section 81 of the Act, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of sections 78 and 79 of the Act) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of sections 78 and 79 of the Act) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.</p>
Power of General Meeting to authorize Board to offer Shares/Options to employees	<p>18.</p> <p>(i) Without prejudice to the generality of the powers of the General Meeting under Article 15 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the aforesaid purpose</p> <p>(ii) In addition to the powers contained in Article 15A(i), the General Meeting may authorise the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.</p>

Title of Article	Article Number and contents
Shares at a discount	<p>19. The Company may issue at a discount Shares in the Company of a class already issued, if the following conditions are fulfilled, namely:</p> <ul style="list-style-type: none"> (a) The issue of the Shares at discount is authorised by resolution passed by the Company in the General Meeting and sanctioned by the Company Law Board; (b) The resolution specifies the maximum rate of discount (not exceeding ten percent or such higher percentage as the Company Law Board may permit in any special case) at which the Shares are to be issued; and (c) The Shares to be issued at a discount are issued within two months after the date in which the issue is sanctioned by the Company Law Board or within such extended time as the Company Law Board may allow.
Installments of Shares to be duly paid	<p>20. If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.</p>
The Board may issue Shares as fully paid-up	<p>21. Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.</p>
Acceptance of Shares	<p>22. Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share there in, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member</p>
Deposit and call etc., to be debt payable	<p>23. The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.</p>
Liability of Members	<p>24. Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.</p>
Dematerialisation of securities	<p>25. Definitions</p> <p>Beneficial Owner "Beneficial Owner" means a person whose name is recorded as such with a Depository.</p> <p>SEBI "SEBI" means the Securities and Exchange Board of India.</p> <p>Bye-Laws "Bye-Laws" mean bye-laws made by a depository under section 26 of the Depositories Act, 1996;</p> <p>Depositories Act. "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force;</p>

Title of Article	Article Number and contents
	<p>Depository “Depository” means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992;</p> <p>Record “Record” includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;</p> <p>Regulations “Regulations” mean the regulations made by SEBI;</p> <p>Security “Security” means such security as may be specified by SEBI.</p>
Dematerialisation of securities	<p>26. Either on the Company or on the investor exercising an option to issue, deal in and / or hold his Securities with a depository in an electronic form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the certificates in respect thereof, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto, shall be governed by the Depositories Act or any statutory modification thereto or re-enactment thereof.</p> <p>The Company shall cause to be kept a Register and Index of Members in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.</p>
Options to receive security certificates or hold securities with depository	<p>27. Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository.</p> <p>Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.</p>
Securities in depositories to be in fungible form	<p>28. All Securities held by a Depository shall be dematerialized and shall be in a fungible form; nothing contained in sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.</p>
Rights of depositories and beneficial owners	<p>29.</p> <p>(1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;</p> <p>(2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;</p> <p>(3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.</p>
Depository To Furnish Information	<p>30. Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.</p>
Option to Opt out in respect of any security	<p>31. If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment</p>

Title of Article	Article Number and contents
	of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
sections 83 and 108 of the Act not to apply	<p>32. Notwithstanding anything to the contrary contained in the Articles,</p> <p>(1) section 83 of the Act shall not apply to the Shares held with a Depository;</p> <p>(2) section 108 of the Act shall not apply to transfer of Security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.</p>
Share certificate	<p>33.</p> <p>(a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name.</p> <p>(b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to first named joint owners, on behalf of all of them.</p>
Limitation of time for issue of certificates	<p>34. Every Member shall be entitled, without payment, to one or more Certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors may from time to time to approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each or one or more of such Shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case maybe. Every Certificate of Shares shall be under the seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve, provided that in respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of the certificate of shares to one or several joint holders shall be a sufficient delivery vis-a-vis to all such holders.</p>
Renewal of share certificates	<p>35. No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.</p> <p>PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.</p>
Issue of new certificate in place of one defaced, lost or destroyed certificate	<p>36. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding ₹2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.</p>

Title of Article	Article Number and contents
	The provision of this Article shall mutatis mutandis apply to debenture certificates of the company.
The first name joint holder deemed sole holder	37. If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.
Company not bound to recognize any interest in Shares other than of registered holder	38. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 3 persons) or the survivor or survivors of them.
Trust recognised	<p>39.</p> <p>(a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 3 persons) or the survivor or survivors of them.</p> <p>(b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.</p>
Declaration by person not holding beneficial interest in any Shares	<p>40.</p> <p>(1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act.</p> <p>(2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.</p> <p>(3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act.</p> <p>(4) Notwithstanding anything contained in the Act and Articles 26 and 27 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.</p>

Title of Article	Article Number and contents
Funds of Company not to be applied in purchase of Shares of the Company	41. No funds of the Company shall except as provided by section 77 of the Act, be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of sections 78, 80 and 100 to 105 of the Act and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

UNDERWRITING AND BROKERAGE

Title of Article	Article Number and contents
Commission may be paid	42. Subject to the provisions of section 76 of the Act, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company but so that the commission shall not exceed in the case of the Shares five percent of the price at which the Shares are issued and in the case of debentures two and half percent of the price at which the debenture are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid Shares or debentures as the case may be or partly in one way and partly in the other.
Brokerage	43. The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
Commission to be included in the annual return	44. Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Part I of Schedule V to the Act.

INTEREST OUT OF CAPITAL

Title of Article	Article Number and contents
Interest out of capital	45. Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building, or the provisions of any plant which cannot be made profitable for lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid-up, for the period at the rate and subject to the conditions and restrictions provided by section 208 of the Act and may charge the same to capital as part of the cost of construction of the work or building or the provisions of the plant.

DEBENTURES

Title of Article	Article Number and contents
Debentures with voting rights not to be issued	<p>46.</p> <p>(a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business.</p> <p>(b) The Company shall have power to reissue redeemed debentures in certain cases in accordance with section 121 of the Act.</p> <p>(c) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of section 123 of the Act.</p> <p>(d) Certain charges (which expression includes mortgage) mentioned in section 125 of the Act, shall be void against the Liquidator or creditor unless registered as provided in section 125 of the Act.</p>

Title of Article	Article Number and contents
	<p>(e) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance.</p> <p>(f) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of section 113 of the Act) within three months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture-stock allotted or transferred.</p> <p>(g) The Company shall comply with the provisions of section 118 of the Act, as regards supply of copies of debenture Trust Deed and inspection thereof.</p> <p>(h) The Company shall comply with the provisions of section 124 to 145 (inclusive) of the Act as regards registration of charges.</p>
Term of issue of debenture	<p>46 A. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in General Meeting by a Special Resolution.</p>

CALLS

Title of Article	Article Number and contents
Directors may make calls	<p>47.</p> <p>(a) Subject to the provisions of section 91 of the Act, the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call.</p> <p>(b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.</p>
Notice of call when to be given	<p>48. Not less than one month notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.</p>
Call deemed to have been made	<p>49. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.</p>
Directors may extend time	<p>50. The Board of Directors may, from time to time at its discretion, extend the time fixed for the payment of any call and may extended such time to call or any of the Members, the Board of Directors may deem fairly entitled to such extension but no Member shall be entitled to such extension as of right except as a matter of grace and favour.</p>
Amount payable at fixed time or by installments to be	<p>51. If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if</p>

Title of Article	Article Number and contents
treated as calls	it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
When interest on call or installment payable	52. If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding eighteen percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
Evidence in action by Company against share holder	53. On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may carry interest	<p>54. The Directors may, if they think fit, subject to the provisions of section 92 of the Act, agree to and receive from any member willing to advance the same whole or any part of the amount remaining unpaid or any shares held by him beyond the sums actually called for, and upon the amount so paid in advance, or so much thereof as from time to time exceeds the amount of the call then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.</p> <p>The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</p> <p>The provisions of this Article shall mutatis mutandis apply to the calls on Debentures of the Company.</p>

LIEN

Title of Article	Article Number and contents
Partial payment not to preclude forfeiture	55. Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
Company's lien on Shares/Debentures	56. The Company shall have first and paramount lien upon all Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member whether solely or jointly with others and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interests in any Share/ Debenture shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver

Title of Article	Article Number and contents
	of the Company's lien if any, on such Shares / Debentures. The Board of Directors may, at any time, declare any Share/ Debenture to be wholly or in part exempt from the provisions of this Article.
As to enforcing lien by sale	<p>57. The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same PROVIDED THAT no sale shall be made:-</p> <p>(a) Unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is /presently payable has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.</p> <p>For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their members to execute a transfer there from behalf of and in the name of such Members</p> <p>(c) The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity, or invalidity in the proceedings in reference to the sale.</p>
Application of proceeds of sale	<p>58.</p> <p>(a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and</p> <p>(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).</p>

FORFEITURE OF SHARES

Title of Article	Article Number and contents
If money payable on Shares not paid notice to be given	59. If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Sum payable on allotment to be deemed a call	60. For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
Form of notice	61. The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
In default of payment Shares to be forfeited	62. If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice of forfeiture to a Member	63. When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an

Title of Article	Article Number and contents
	entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
Forfeited Shares to be the property of the Company and may be sold etc.	64. Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.
Members liable for money owing at the time of forfeiture and interest	65. Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
Effects of forfeiture	66. The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.
Power to annul forfeiture	67. The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
Declaration of forfeiture	<p>68.</p> <p>(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts there in stated as against all persons claiming to be entitled to the Share.</p> <p>(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</p> <p>(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</p> <p>(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</p> <p>(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.</p>
Provisions of these articles as to forfeiture to apply in case of nonpayment of any sum.	69. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Cancellation of shares certificates in respect of forfeited Shares	70. Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.

Title of Article	Article Number and contents
Evidence of forfeiture	71. The declaration as mentioned in Article 56(a) of these Articles shall be conclusive evidence of the facts there in stated as against all persons claiming to be entitled to the Share.
Validity of sale	72. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Surrender of Shares	73. The Directors may subject to the provisions of the Act, accept surrender or any share from any Member desirous of surrendering on such terms and conditions as they think fit.

TRANSFER AND TRANSMISSION OF SHARES

Title of Article	Article Number and contents
No transfers to minors etc.	74. No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
Common instrument of transfer	75. The instrument of transfer shall be in writing and all provisions of section 108 of the Companies Act, 1956 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
Application for transfer	76. (a) An application for registration of a transfer of the Shares in the Company may be either by the transferor or the transferee. (b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice (c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
Execution of transfer	77. The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of section 108 of the Companies Act, 1956 and any statutory modification thereof for the time being shall be duly complied with.
Transfer by legal representatives	78. A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.
Register of Members etc when closed	79. The Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
Directors may refuse to register transfer	80. Subject to the provisions of section 111A, these Articles and other applicable provisions of the Act, section 22 A of the Securities Contracts (Regulation) Act, 1956 or any other law for the time being in force, the Board may refuse whether in

Title of Article	Article Number and contents
	pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. However, no transfer of shares/debentures shall be refused on the ground of them not being held in marketable lots.
Death of one or more joint holders of Shares	81. In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
Titles of Shares of deceased Member	82. The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to sections 109A and 109B of the Companies Act.
Notice of application when to be given	83. Where, in case of partly paid Shares, and application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of section 110 of the Act.
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	84. Subject to the provisions of the Act and Article 69 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause".
Refusal to register nominee	85. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person entitled may receive dividend without being registered as a Member	86. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

Title of Article	Article Number and contents
No fees on transfer or transmissions	87. No fee shall be charged for registration of transfer, transmission Probate, Succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar documents with the Company.
Transfer to be presented with evidence of title	88. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
Company not liable for disregard of a notice prohibiting registration of transfer	89. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

SHARE WARRANTS

Title of Article	Article Number and contents
Power to issue share warrants	90. The Company may issue warrants subject to and in accordance with provisions of sections 114 and 115 of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
Deposit of share warrants	91. (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant (b) Not more than one person shall be recognized as depositor of the Share warrant (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor
Privileges and disabilities of the holders of share warrant	92. (a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.

Title of Article	Article Number and contents
Issue of new share warrant coupons	93. The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Title of Article	Article Number and contents
Share may be converted into stock	94. The Company may, by Ordinary Resolution : (a) convert any fully paid up Share into stock, and (b) reconvert any stock into fully paid-up Shares.
Transfer of stock	95. The several holders of such stock may transfer their respective interest there in or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit. PROVIDED THAT the Board may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the Shares from which stock arose.
Right of stock holders	96. The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred those privileges or advantages.
Regulation applicable to stock and share warrant	97. Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Share holder" in these regulations shall include "stock" and "stock holder" respectively.

DIVIDENDS AND CAPITALISATION OF RESERVES

Title of Article	Article Number and contents
Division of profits	207. (a) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of Share in the Company, dividends may be declared and paid according to the amounts of the Shares; (b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.
The Company at General Meeting may declare dividend	208. The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.
Dividends out of profits only	209. No dividend shall be payable except out of profits of the Company arrived at the manner provided for in section 205 of the Act.
Interim dividend	210. The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
Debts may be deducted	211. (a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or

Title of Article	Article Number and contents
	<p>engagements in respect of which the lien exists.</p> <p>(b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.</p>
Capital paid-up in advance as interest not to earn dividend	212. Where capital is paid in advance of calls and that interest is payable on such capital, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	213. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the Company's right in respect thereof	214. No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	215. A transfer of Shares shall not pass the right to any dividend declared there in before the registration of the transfer.
Dividend to joint holders	216. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Dividend how remitted	217. The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
Notice of dividend	218. Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.
Reserves	219. The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit.
Dividend to be paid within time required by law.	<p>220. The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-</p> <p>(a) where the dividend could not be paid by reason of the operation on any law; or</p> <p>(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or</p> <p>(c) where there is dispute regarding the right to receive the dividend; or</p> <p>(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or</p>

Title of Article	Article Number and contents
	(e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
Unpaid or Unclaimed dividend	<p>221. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank, to be called “Inox Wind Limited Unpaid Dividend Account”.</p> <p>The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 205C of the Act.</p> <p>The Board shall forfeit no unclaimed or unpaid dividend before the claim becomes barred by law.</p>
Set-off of calls against dividends	222. Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
Dividends in cash	223. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
Capitalisation	<p>224.</p> <p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>That is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and</p> <p>that such sum be accordingly set free for distribution in the manner specified in clause 2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.</p> <p>(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;</p> <p>paying up any amount for the time being unpaid on any Shares held by such Members respectively, or</p> <p>paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or</p> <p>partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)</p> <p>(3) A share premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.</p>
Board to give effect	225. The Board shall give effect to the resolution passed by the Company in pursuance of above Article.
Fractional certificates	<p>226.</p> <p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;</p>

Title of Article	Article Number and contents
	<p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares and</p> <p>(b) Generally do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power:</p> <p>(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p>(b) to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such Members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.</p>

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These Contracts, copies of which will be attached to the copy of this Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from 10.00 am to 4.00 pm on Working Days (Monday to Friday) from the date of this Red Herring Prospectus until the Bid/Issue Closing Date.

Material Contracts to the Issue

1. Issue Agreement entered into between our Company, the Selling Shareholder and the Book Running Lead Managers dated July 5, 2013.
2. Agreement entered into between our Company, the Selling Shareholder and the Registrar to the Issue dated June 25, 2013.
3. Escrow Agreement dated March 5, 2015 between our Company, the Selling Shareholder, the Book Running Lead Managers, the Escrow Collection Bank(s) and the Registrar to the Issue.
4. Syndicate Agreement dated March 5, 2015 between our Company, the Selling Shareholder, the Book Running Lead Managers, and the Syndicate Member.
5. Underwriting Agreement dated [●] between our Company, the Selling Shareholder, the Book Running Lead Managers, and the Syndicate Member.

Material Documents

1. Our Memorandum and Articles of Association, as amended from time to time.
2. Our certificate of incorporation dated April 9, 2009.
3. Board resolutions authorising the Issue dated May 6, 2013.
4. Shareholders' resolution authorizing the Issue dated May 6, 2013.
5. Resolution by the committee of board of directors of GFL dated June 24, 2013 authorising the Offer for Sale.
6. Report of our Statutory Auditor, Patankar and Associates, Chartered Accountants, on our Company's Restated Unconsolidated Financial Statements as of and for the Financial Years 2009-10, 2010-11, 2011-2012, 2012-13, 2013-14 and nine months ended December 31, 2014 and Restated Consolidated Financial Statements for the Financial Year 2012-13, 2013-14 and nine months ended December 31, 2014, dated February 2, 2015 including their consent.
7. Statement of Tax Benefits from, Patankar and Associates, Chartered Accountants dated February 13, 2015 including their consent.
8. Annual Reports of our Company for Financial Years 2009-10, 2010-11, 2011-2012, 2012-13 and 2013-14.
9. Consents of the Selling Shareholder, Bankers to our Company, Managers, Registrar to the Issue, the Statutory Auditor, Domestic Legal Counsel to the Company, Domestic Legal Counsel to the Underwriters, International Legal Counsel to the underwriters, Directors of our Company, Company Secretary and Compliance Officer, Syndicate Member(s), Escrow Collection Banks, Refund Bank and Monitoring Agency as referred to, in their respective capacities.

10. Copy of the report prepared by WISE, titled “*Indian Wind Turbine Industry, Towards Leapfrogging – An Industry Study, August 2014*”.
11. Consent from Wise to include excerpts from its report on “*Indian Wind Turbine Industry, Towards Leapfrogging – An Industry Study, August 2014*” in this Red Herring Prospectus and the Prospectus.
12. Due diligence certificate dated July 5, 2013, issued to SEBI by the Managers.
13. In-principle listing approval dated August 12, 2013 and August 8, 2013 from BSE and NSE, respectively.
14. Tripartite Agreement between NSDL, our Company and the Registrar to the Issue dated June 6, 2013.
15. Tripartite Agreement between CDSL, our Company and the Registrar to the Issue dated June 8, 2013.
16. The Framework Agreement dated July 2, 2013 entered into between GFL, IRL, IWISL and our Company, as amended by the Amendment Agreement to Framework Agreement dated February 7, 2015.
17. The Loan Agreement dated July 2, 2013 entered into between IWISL and our Company, as amended by the Amendment Agreement to Loan Agreement dated February 7, 2015.
18. License Agreement dated April 17, 2009 and amendments thereto entered into between AMSC and our Company.
19. Technology Transfer and License Agreements dated April 16, 2009, March 1, 2013 and August 26, 2014 entered into between WINDnovation and our Company.
20. SEBI observation letter (Ref. No. CFD/DIL/ISSUES/HB/RG/OW/19587/2014) dated July 8, 2014.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

SECTION X: DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SEBI Act or rules made thereunder or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

Signed by the Directors of our Company

Deepak Asher
Non-Executive Director

Devansh Jain
Wholetime Director

Siddharth Jain
Non-Executive Director

Rajeev Gupta
Wholetime Director

Chandra Prakash Jain
Independent Director

S. Rama Iyer
Independent Director

Shanti Prashad Jain
Independent Director

Bindu Saxena
Independent Director

Kailash Tarachandani
Chief Executive Officer

Raju Kaul
Chief Financial Officer

Place: Noida

Date: March 8, 2015

SECTION XI: DECLARATION BY THE SELLING SHAREHOLDER

We certify that all statements in this Red Herring Prospectus about us or in relation to us in connection with the Offer for Sale and the Equity Shares offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, including statements made by the Company, in this Red Herring Prospectus.

For and on behalf of Gujarat Fluorochemicals Limited

Vivek Kumar Jain
Director

Place: Noida
Date: March 8, 2015