

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF INDOWIND ENERGY LIMITED (THE
“COMPANY”) ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated January 13, 2023 (“**Letter of Offer**”) which is available on the websites of our Company, the Registrar and the Stock Exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”), and together with BSE, the (“**Stock Exchanges**”). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 11 PAGES. PLEASE ENSURE THAT YOU HAVE
RECEIVED ALL THE PAGES**

Our Company has made available on the Registrar’s website i.e., www.bigshareonline.com, the Letter of Offer, the Abridged Letter of Offer along with the Rights Entitlement letter and Application Form, to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Company, the Securities and Exchange Board of India (“**SEBI**”), the stock exchanges where the Equity Shares of our Company are listed, i.e., National Stock Exchange of India Limited (“**NSE**” and BSE Limited (“**BSE**”), collectively, the “**Stock Exchanges**”) and the Registrar, i.e., at www.indowind.com, www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.bigshareonline.com, respectively, The Application Form is available on the respective websites of our Company, Stock Exchanges and the Registrar. In accordance with Regulation 76 of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Making an Application through the ASBA process” on page [195] of the Letter of Offer



INDOWIND ENERGY LIMITED

Registered and Corporate Office: Kothari Buildings 4th Floor, Chennai Tamil Nadu, 600 034, India

Telephone: +91 90031 83939 **Email:** nithyak@indowind.com **Website:** www.indowind.com

Contact Person: Ms. Nithya Kamaraj, Company Secretary and Compliance Officer

Corporate Identity Number: L40108TN1995PLC032311

**PROMOTER OF OUR COMPANY: BALA VENKAT KUTTI, INDUS FINANCE LIMITED AND LOYAL
CREDIT & INVESTMENTS LIMITED**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY
ISSUE DETAILS, LISTING AND PROCEDURE**

ISSUE OF UP TO 3,58,96,594 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE“RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF RS. 12/- PER EQUITY SHARE (INCLUDING A PREMIUM OF RS. 2/- PER EQUITY SHARE) AGGREGATING TO RS. 4,307.59 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARES FOR EVERY 5 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS JANUARY 13, 2023 (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE [185] OF THE LETTER OF OFFER.

Assuming full subscription.

The existing Equity Shares of our Company are listed on National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (collectively, the “**Stock Exchanges**”). Our Company has received “in-principle” approvals from NSE and BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue through their letters each dated November 24, 2022 and December 09, 2022 respectively. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and the SEBI circular SEBI/HO/CFD/SSEP/CIR/P/2020/66 dated May 19, 2022 as amended. For the purposes of the Issue, the Designated Stock Exchange is BSE.

Procedure: If you wish to know about processes and procedures applicable to rights issue, you may refer to the section titled “**Terms of the Issue**” on page 185 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, SEBI, BSE, NSE, Registrar as stated above.

ELIGIBILITY FOR THE ISSUE

Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B-1 of Schedule VI of the SEBI ICDR Regulations.

INDICATIVE TIMETABLE*

Last Date for credit of the Rights Entitlements	Friday, January 20, 2023	Finalisation of Basis of Allotment (on or about)	Friday, February 17, 2023
Issue Opening Date	Friday, January 27, 2023	Date of Allotment (on or about)	Monday, February 20, 2023
Last Date for On Market Renunciation #	Monday, February 06, 2023	Date of credit (on or about)	Friday, February 24, 2023
Issue Closing Date*	Friday, February 10, 2023	Date of listing/Commencement of trading of Equity Shares on the Stock Exchanges (on or about)	Tuesday, February 28, 2023

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

* Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions. For details, see “**Restriction on Foreign Ownership of Indian Securities**” beginning on page [216] of the Letter of Offer.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**U.S. 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 (“**REGULATION S**”) UNDER THE U.S. SECURITIES ACT, EXCEPT FOR THESE PURPOSES, U.S. PERSONS INCLUDE PERSONS WHO WOULD OTHERWISE HAVE BEEN EXCLUDED FROM SUCH TERM SOLELY BY VIRTUE OF RULE 902(K)(1)(VIII)(B) OR RULE 902(K)(2)(I) (“**U.S. PERSONS**”)) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD (I) WITHIN THE UNITED STATES OR TO U.S. PERSONS THAT ARE “QUALIFIED INSTITUTIONAL BUYERS” (AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT (“**RULE 144A**”)) AND REFERRED TO IN THIS LETTER OF OFFER AS “**U.S. QIBs**”) PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET OUT IN SECTION 4(A)(2) OF THE U.S. SECURITIES ACT, THAT ARE ALSO “QUALIFIED PURCHASERS” (“**QPs**”) (AS DEFINED UNDER THE UNITED STATES INVESTMENT COMPANY ACT OF 1940, AS AMENDED, THE “**U.S. INVESTMENT COMPANY ACT**”) IN RELIANCE UPON SECTION 3(C)(7) OF THE U.S. INVESTMENT COMPANY ACT AND (II) OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR. OUR COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS OF THE U.S. INVESTMENT COMPANY ACT. THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES MAY NOT BE RE-OFFERED, RE-SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH REGULATION S TO A PERSON OUTSIDE THE UNITED STATES AND NOT REASONABLY KNOWN BY THE TRANSFEROR TO BE A U.S. PERSON BY PRE-ARRANGEMENT OR OTHERWISE (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A BONA FIDE SALE ON THE STOCK EXCHANGES).

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have neither been recommended nor approved by the Securities and Exchange Board of India (“**SEBI**”) nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the investors is invited to “**Risk Factors**” beginning on page 22 of the Letter of Offer and “**Internal Risk factors**” on page [22] of this Abridged Letter of Offer before making an investment in the Issue.

Name of Registrar to the Issue and contact details

Bigshare Services Private Limited

Office no. S6-2, 6th floor, Pinnacle Business Park next to Ahura Centre, Mahakali Caves Road Andheri (East), Mumbai Maharashtra, 400 093

CIN: U99999MH1994PTC076534

Telephone: +91 22 6263 8200/22

Email Id: rightsissue@bigshareonline.com

Website: www.bigshareonline.com

Investor grievance e-mail: investor@bigshareonline.com

Contact Person: Mr. Vijay Surana

SEBI registration no.: INR000001385

Name of Statutory Auditors

Venkatesh & Co

Sri Ranga, No. 151

	Mambalam High Road T Road, Chennai 17 Firm Registration Number: 004636S Membership No.: 004636S Telephone Number: 044 2814 4763 E-mail: audit@venkateshandco.com Peer Review Certificate Number: 012579
Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker(s) to the Issue	Axis Bank Limited No. 82, Dr. RK Salai Mylapore, Chennai Tamil Nadu – 600 004 Telephone Number: +91 917680 0061 Contact person: M. S. Rajaram Website: www.axisbank.com E-mail: chennai.branchhead@axisbank.com SEBI Registration Number: INBI00000017

1. Summary of business

We are a wind energy-based renewable power generation and distribution company focused on owning, operating and maintaining windmills. We have been involved in the renewable energy industry concentrating on wind energy for over twenty-five years. Our windmills are located in the states of Tamil Nadu and Karnataka, which are one of the highest wind potential Indian states. For further details, please refer to the chapter “Our Business” at page [72] of the Letter of Offer.

2. Summary of Objects of the Issue and Means of Finance

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

(Rs. In Lakhs)

Purpose	Estimated Amount
Repayment of secured loan obtained by our Company from EXIM Bank of India under restricted terms	3,300.00

* Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Net Proceeds.

** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

Means of Finance

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75.00% of the stated means of finance excluding the amount to be raised from the Issue.

3. Name of Monitoring Agency: NA

4. Equity Shareholding pattern:

Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

a). The Shareholding Pattern of our Company as on September 30, 2022 can be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/indowind-energy-ltd/indowind/532894/shareholding-pattern/> or on the website of NSE at <https://www.nseindia.com/get-quotes/equity?symbol=INDOWIND>.

b). The statement showing the holding of Equity Shares of persons belonging to the category “Promoter and Promoters Group” as on September 30, 2022 can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=532894&qtrid=115.02&QtrName=30-Sep-22> and the NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=INDOWIND&tabIndex=equity>.

- c). The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on September 30, 2022 can be accessed on the website of BSE at https://www.bseindia.com/corporates/sastpledge_new.html?scripcd=532894 or on the website of NSE at <https://www.nseindia.com/get-quotes/equity?symbol=INDOWIND>
- d). List of Shareholders holding 1% or more of the Paid-up Capital of the Company as last disclosed to the stock exchange:

S. No.	Name of Shareholders	No. of Equity Shares Held	% Of Paid-Up Capital
1	K. S. Ravindranath	17,84,995	1.99%
2	Bala Venckat Kutti	53,87,595	6.00%
3	Loyal Credit And Investments Limited	41,25,448	4.60%
4	Indus Finance Limited	46,31,765	5.16%
5	Soura Capital Private Limited	1,91,70,320	21.36%
6	Soura Investments Holdings Private Limited	21,45,653	2.39%
7	Banks	40,00,000	4.46%
	Grand Total	2,20,75,456	39.44%

- e). Details of shares locked-in by promoters and promoter group is as follows: NIL

5. Board of Directors

BOARD OF DIRECTORS			
S.No.	Name	Designation	Other Directorships
1.	Hari Babu Krishnamoorthy Neelamegam	Whole Time Director and Chief Financial Officer	1. Jivartna Medi Treat Private Limited
2.	Kuppa Sankaran Ravindranath	Whole time Director	1. Indowind Power Private Limited 2. Meenakshi Compu-Learn Private Limited
3.	Niranjan Raosaheb Jagtap	Independent Director	1. Indus Finance Limited 2. Ind Eco Ventures Limited 3. Indowind Power Private Limited 4. Everon World Private Limited 5. Zen 586 Le Jistikis Private Limited 6. Soura Investments Holdings Private Limited 7. Indus Capital Private Limited 8. Zenshu Asset Private Limited 9. Quantum Limited
4.	Sangeeta Harilal Lakhi	Independent Director	1. Winning Moves Toys & Games Private Limited 2. Focus Point Consulting Private Limited
5.	Kandallu Shyamsundar Rajaram	Independent Director	1. Indus Finance Limited
6.	Raghavendran Sridhar	Non-Executive and Non-Independent Director	1. Ind Eco Ventures Limited

6. Neither our Company nor our Promoter or our Directors have been or are identified as Wilful Defaulter

7. Financial Statement Summary

(Rs. In Lakhs)

RESTATED FINANCIAL INFORMATION				
Particulars	As and for the period / year ended on			
	December 31, 2022 ⁽²⁾	March 31, 2022 ⁽¹⁾	March 31, 2021 ⁽¹⁾	March 31, 2022 ⁽¹⁾
Total Income	3010.79	2,699.55	2,067.26	2,133.90
Profit before tax and extraordinary items	567.45	15.14	25.98	6.74
Profit after Tax and extraordinary items	567.45	12.74	21.90	5.61
Equity Share Capital	8974.15	8,974.15	8,974.15	8,974.15
Other Equity	14692.98	14,125.54	13,950.81	11,131.47

Net worth	23667.12	23,099.69	22,924.96	20,105.62
Basic earnings per share (* Not annualised)	0.63	0.19	0.02	0.01
Diluted earnings per share (* Not annualised)	0.63	0.19	0.02	0.01
Return on net worth (%) (* Not annualised)	0.023	0.0076	0.0010	0.0003
Net asset value per share	26.37	25.56	25.55	22.40

(1) Based on the Restated audited consolidated financial statements of our Company for the year ended March 31, 2020, 2021 and 2022

(2) Based on the limited review Restated consolidated financial results of our Company as at and for the Six monthsperiod ended on Dec 30, 2022.

8. Internal Risk Factors

The below mentioned risks are the top ten risk factors as per the Letter of Offer:

1. Our Company, its Promoters, its Directors, and its Subsidiary are involved in litigation proceedings that may have a material adverse outcome.
2. Our Company has not complied with certain financial covenants of the financing facilities and debt facilities
3. Our company's indebtedness could adversely affect its financial condition, cash flows and results of operations
4. We may not be able to obtain, renew or maintain the requisite permits and approvals in future and this may affect our business and operations
5. Our Statutory Auditors have included a qualification, emphasis of matters and a material uncertainty related to going concern in their respective auditor' reports for our Restated Consolidated financial statements for Fiscals 2020, 2021 and 2022, as applicable.
6. Our Company is subject to certain obligations and reporting requirements as may be required under applicable regulations framed by SEBI and may be subject to monetary penalty on account of delayed compliance.
7. There have been certain instances of non-compliances, including with respect to certain regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties, if any, for any such non-compliance and our business, financial condition and reputation may be adversely affected
8. We are under contractual obligation to transfer certain of our freely held land parcels to certain Promoter Group entities of our Company.
9. Our Company has not registered the logo and the tradename that we use. Our ability to use the logo may be impaired if the same is not registered under our name.
10. Our contingent liabilities could adversely affect our financial condition and business operations.

For further details, see the section "Risk Factors" on page 22 of the Letter of Offer.

9. Summary Outstanding Litigations

Summary of outstanding legal proceedings involving our company, Directors, Promoters and subsidiaries as on the date of this Letterof offer is set out below:

Litigation involving our Company

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extentquantifiable / determinable
Economic Offences Proceeding	Nil	Nil
Material Civil Proceedings ¹	3	Not Ascertainable
Criminal Proceedings	Nil	Nil
Taxation Proceedings ²	8	591.49

1. Material Civil Proceedings include 3 pending case against the Company, the amount of which cannot be determine as on the date of the Letter of Offer.

2. Taxation Proceedings include 8 direct and indirect tax proceedings ,the amount is Rs. 591.49 in lakhs as on the date of the Letter of Offer.

Litigation involving our Director

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extentquantifiable /
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		determinable
Economic Offences Proceeding	Nil	Nil
Material Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Taxation Proceedings ¹	5	0.58

1. Taxation Proceedings include 5 direct and indirect tax proceedings, the amount is Rs. 0.58 in lakhs as on the date of the Letter of Offer.

Litigation involving our Promoter

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extent quantifiable / determinable
Economic Offences Proceeding	Nil	Nil
Material Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Taxation Proceedings ¹	11	38.19

1. 11 cases of Taxation Proceedings includes direct tax proceedings for the previous assessment year at various forums involving amounts to the tune of Rs. 38.19 Lacs. The demands if any under these matters is not determinable at the time of filing the Letter of Offer.

Litigation involving our Subsidiaries

(Rs.)

Type of Proceeding	No. of cases	Amount involved, to the extent quantifiable / determinable
Material Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Taxation Proceedings ¹	1	4,330.00

1. Taxation Proceedings includes direct tax proceedings for the previous assessment year at various forums involving amounts to the tune of Rs.4330.00 Lacs. The demands if any under these matters is not determinable at the time of filing this Letter of Offer.

For further details, see “**Outstanding Litigation and Defaults**” beginning on page 68 of the Letter of Offer.

10. Terms of the Issue

Procedure for Application

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

*The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “**Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**” beginning on page 186 of the Letter of Offer.*

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details (except in case of Eligible Equity Shareholders who hold Equity Shares in physical form) shall be treated as incomplete and shall be rejected. For details “Terms of the Issue - Grounds for Technical Rejection” on pages [205] of the Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” beginning on page 198 of the Letter of Offer.

Making of an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34>.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB's before the Issue Closing Date and should contain the following particulars:

- 1) Name of our Company, being Indowind Energy Limited.
- 2) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- 3) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- 4) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue.

- 5) Number of Equity Shares held as on Record Date;
- 6) Allotment option – only dematerialised form;
- 7) Number of Equity Shares entitled to;
- 8) Number of Equity Shares applied for within the Rights Entitlements;
- 9) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- 10) Total number of Equity Shares applied for;
- 11) Total amount paid at the rate of Rs. 12/- per Equity Share;
- 12) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- 13) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- 14) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- 15) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- 16) All such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the “US Securities Act”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act (“Regulation S”) to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities

Act.

I/ We acknowledge that we, our affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

For details of procedure for application by the Eligible Equity Shareholders holding Equity Shares as on the Record Date, see “**Terms of the Issue - Process of Making an Application in the Issue**” on page 193 of the Letter of Offer.

Rights Entitlements Ratio

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 2:5 (2 Equity Shares for every 5 Equity Shares held as on the Record Date).

Fractional Entitlements

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 2:5 (2 Equity Shares for every 5 Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 2 Equity Shares or is not in the multiple of 2 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder hold 2 Equity Shares, such Equity Shareholder will be entitled to 1 Equity Share and will also be given a preferential consideration for the Allotment of one additional Equity Share if such Eligible Equity Shareholder has applied for additional Equity Shares, over and above his/her Rights Entitlements, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 2 Equity Shares shall have ‘zero’ entitlement for the Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the Allotment of one Equity Share, if such Eligible Equity Shareholders apply for additional Equity Shares, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

For details, see “**Terms of the Issue - Procedure for Renunciation of Rights Entitlements**” on page 197 of the

Letter of Offer.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “**Terms of the Issue - Basis of Allotment**” beginning on page 208 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non- resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Intention of promoter to subscribe to its Rights Entitlement

Our Promoters and Promoter Group have, vide their letters (the “Subscription Letters”) undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations.

The additional subscription by the promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Availability of offer document of the immediately preceding public issue or rights issue for inspection

A copy of the prospectus dated August 08, 2007, in respect of the initial public offer of equity shares of face value of Rs. 10 each by our Company is available for inspection at the Registered Office of the Company from the date of this Letter of Offer until the Issue Closing Date.

ANY OTHER IMPORTANT INFORMATION AS PER COMPANY

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “[Indowind Energy Limited Unclaimed Shares Suspense Account]”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

DECLARATION BY OUR COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

We further certify that all disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/- Haribabu Neelamegam Krishnamoorthy Whole Time Director and Chief Financial Officer Place: Chennai	Sd/- Kuppa Sankaran Ravindranath Whole Time Director Place: Chennai
Sd/- Kandallu Shyamsundar Rajaram Independent Director Place: Chennai	Sd/- Niranjan Raosaheb Jagtap Independent Director Place: Chennai
Sd/- Raghavendran Sridhar Executive Director Place: Chennai	Sd/- Sangeeta Harilal Lakhi Independent Director Place: Chennai

Date: January 13, 2023