



INDOWIND ENERGY LIMITED

(CIN: L40108TN1995PLC032311)

Registered Office: "Kothari Buildings" 4th Floor, 114,
Mahatma Gandhi Road, Nungambakkam, Chennai – 600 034.

Email: contact@indowind.com, Website: www.indowind.com

Tel: 044-28330867 Fax: 044-28330208

NOTICE TO MEMBERS

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of Indowind Energy Limited (Company) is scheduled to be held on Friday, February, 16, 2018 at 11.30 A.M. at The Music Academy, Kasturi Srinivasan Hall (Mini Hall) New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014. Tamilnadu, to transact the following businesses:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL CHANGES IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

"RESOLVED THAT pursuant to Section 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.107,00,00,000/- (Rupees One Hundred and Seven Crores only) comprising of 10,00,00,000 (Ten Crores only) Equity shares of Rs. 10/- (Rupees Ten Only) and 7(seven) preference shares of Rs.1,00,00,000 (Rupees One Crore Only) each to Rs 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) comprising of 11,30,00,000 (Eleven crores thirty lakhs only) equity shares of 10/- (Rupees Ten Only) each by creation of 1,30,00,000 (One Crore Thirty Lakhs) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the rights and liabilities of the existing equity shares and 7(seven) preference shares of Rs.1,00,00,000 (Rupees one Crore Only) each, with the power to the company to reduce or increase or consolidate the capital

"RESOLVED FURTHER THAT Mr. Niranjana R. Jagtap, Director (DIN: 01237606) or any other Directors or Company Secretary of the Company be and are hereby severally authorized to intimate the Registrar of Companies, Chennai about such increase in the Authorized Share Capital of the Company and to do all such deeds, matters and things to enable the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company and Articles Association of the Company to be read as follows:

Clause V. of the Memorandum of Association of the Company:

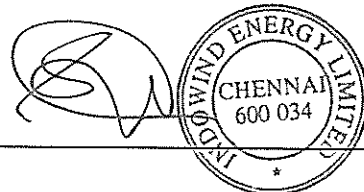
"The Authorized Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred and twenty Crores only) divided into 11,30,00,000 (Eleven Crores and Thirty lakhs only) equity shares of 10/- (Rupees Ten Only)" and 7 (seven) Preference shares of Rs1,00,00,000/-(Rupees One Crore Only) each with the power to the company to reduce or increase or consolidate the capital"

Article 3 of the Articles of Association of the Company:

"The Authorized Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) divided into 11,30,00,000 (Eleven Crores and Thirty lakhs only) equity shares of 10/- (Rupees Ten Only)" and 7 (seven) Preference shares of Rs1,00,00,000/-(Rupees One Crore Only) each with the power to the company to reduce or increase or consolidate the capital".

2. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:



“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and read with Companies (Prospectus and Allotment of Securities) Rules, 2014 made thereunder and in accordance with the provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Chapter VII “Preferential Issue” and other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, and pursuant to SEBI (Foreign Portfolio Investors) Regulations, 2014, and any other applicable rules, notifications and guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approvals, permissions, and sanctions, and consent as may be necessary from any regulatory and other appropriate authorities and all such other approvals as may be required, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”) to create, issue, offer and allot in one or more tranches upto 3,00,00,000 (Three Crore) warrants of Rs. 10/- (Rupees Ten) each at an issue price of Rs. 14.25/- (Rupees Fourteen and Twenty Five paise), to be issued on preferential basis to Promoter & Promoter Group and also to Non-Promoters Investors, including Foreign Portfolio Investor, which shall be converted into Equity Shares of Rs. 10/- (Rupees Ten) each, so that the warrant holder shall get one equity shares against one warrant on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws. The details of the allottees are mentioned herein below:

Sr. No.	Name & Address of the Proposed Allottees	PAN	Category	No. of Warrants of Rs.10/- to be converted into Equity Shares of Rs. 10/- each.
1.	Soura Capital Private Limited Address: Kothari Buildings, 4th Floor, 114, Mahatma Gandhi Salai, Nungambakkam, Chennai, Tamil Nadu - 600034	AAOCS5035L	Promoter & Promoter Group	1,00,00,000
2.	Mr. Bindesh Karani Address: 206, AL – Shoula Residency, Rolla Street, BUR Dubai – UAE	AQCPK5060G	Non- Promoter NRI	50,00,000
3.	Jitender Kumar Address: A-240, Prashant Vihar, Delhi, Delhi - 110085	AMCPK1120B	Non- Promoter NRI	50,00,000
4.	Capston Capital Partners Address: 19th, Bank Street, 4th Floor, Cybercity, Ebene, Mauritius	AAGCC4291E	Non- Promoter Foreign Portfolio Investor (FPI)	1,00,00,000
	Total			3,00,00,000



“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, 2009 the “Relevant Date” for the purpose of calculating the price for the issue of warrants pursuant is January 17, 2018, which is 30 days prior to the date of this Extra Ordinary General Meeting i.e. February 16, 2018;

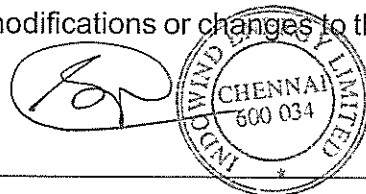
“RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the above-mentioned persons within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government or from the stock Exchanges, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- a. The equity shares to be so allotted on exercise the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- b. A Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants shall be payable by the Warrant holder(s) at the time of exercising the Equity shares.
- c. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- d. In the event the Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- e. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- f. The Equity Shares to be issued and allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall be rank pari passu in all respects.
- g. The Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing



(including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the securities, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Date: January 17, 2018

Place: Chennai

**For and on behalf of the Board of Directors
Indowind Energy Limited**

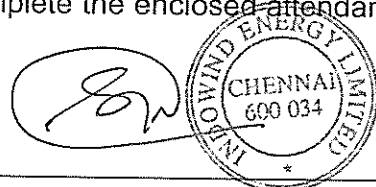
Sd/-

**Niranjan R. Jagtap
Director**

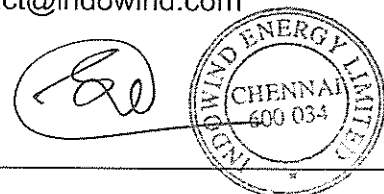
DIN: 01237606

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Every member entitled to vote at the Extra Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Extra Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.



4. Members are requested to bring their copy of the Notice at the time of attending the Extra Ordinary General Meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, Mumbai, details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon
7. Non-resident Indian Shareholders are requested to inform the Company immediately:
 - a. Change in residential status on return to India for permanent settlement.
 - b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - c. Copy of Reserve Bank of India permission.
8.
 - a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
 - b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.
9. Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized.
10. Members desirous of getting any information in respect of proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
11. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent i.e. M/s Bigshare Services Private Limited, Mumbai.
13. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website: www.indowind.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: contact@indowind.com



14. Voting through electronic means

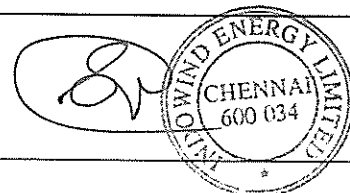
- i. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rule 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the members provided with the facility to cast their votes by electronics means on all the resolutions proposed to be considered in this Extra Ordinary General Meeting. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on February 9, 2018 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09:00 A.M on February 13, 2018, and ends at 05:00 P.M on February 15, 2018.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter

The instructions for e-voting are as under:

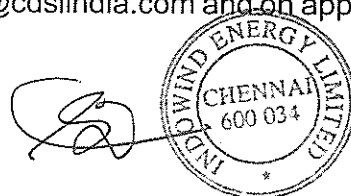
- i. The voting period begins at 09:00 A.M on February 13, 2018, and ends at 05:00 P.M on February 15, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 9, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as hysical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field



Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
--	---

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant business of Indowind Energy Limited on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date February 9, 2018 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdislindia.com

II. Details of Scrutinizer and results of the voting

- a) M/s. Amit R. Dadheech & Associates, Pracicing Company Secretary (CP No. 8952) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the meeting unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company.
- c) The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.

Date: January 17, 2018
Place: Chennai

For and on behalf of the Board of Directors
Indowind Energy Limited
Sd/-
Niranjan R. Jagtap
Director
DIN: 01237606



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1:

The existing Authorised Share Capital of the Company is Rs. 107,00,00,000/- (Rupees One Hundred and Seven Crore only) divided into 10,00,00,000 (Ten Crores only) equity shares of Rs. 10/- (Rupees Ten Only) each and 7(seven) preference shares of Rs.1,00,00,000/-(Rupees One Crore Only) each with the power to the company to reduce or increase or consolidate the capital .In view of the proposed preferential allotments of Shares/warrants and to meet any other future eventualities, it is considered necessary to increase the authorized share capital of the Company from Rs.107,00,00,000/- (Rupees One Hundred and Seven Crores only) comprising of 10,00,00,000 (Ten Crores) Equity shares of Rs. 10/- (Rupees Ten Only) and 7(seven) preference shares of Rs.1,00,00,000 (Rupees one Crore Only) each to Rs 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) comprising of 11,30,00,000 (Eleven crores thirty lakhs only) equity shares of 10/- (Rupees Ten Only) each by creation of 1,30,00,000 (One Crore Thirty Lakhs) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the rights and liabilities of the existing equity shares and 7(seven) preference shares of Rs.1,00,00,000 (Rupees one Crore Only) each, with the power to the company to reduce or increase or consolidate the capital

As a consequence of the above, it is necessary to alter the Clause V. of the Memorandum and Article 3 of Articles of Association of the Company. As per the provision of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Memorandum and Articles of Association of the Company require the consent of the shareholders by way of Special Resolutions.

Your Directors recommend passing of the Special Resolutions as set out in Item no. 1 of the annexed notice.

Mr. Bala Venckat Kutti and Mrs. Prathadevi K.B are interested in the Resolution to the extent of their respective shareholdings.

ITEM NO. 2:

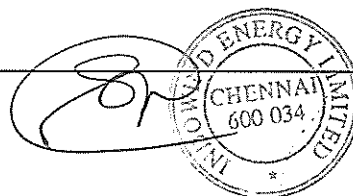
The Company is proposing to raise funds issue for repowering capex, expansion and other working capital requirements & general corporate purpose by way of issuing Warrants convertible into the Equity shares of the Company to Promoter and Promoter Group and Non Promoter category, including the Foreign Portfolio Investors, in terms of Section 42 and 62 of the Companies Act, 2013 and rules made thereunder and in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2011.

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2011 ("SEBI (ICDR) Regulations"), approval of shareholders in the general meeting by way of special resolution is required for allotment of warrants convertible into Equity Shares on preferential basis.

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations and Rule 13(2)(d) the Companies (Share Capital and Debentures) Rules 2014 are as under:

- a) **Object of the Issue:** The additional funds raised by issue of convertible securities shall be utilized by the Company for meeting its repowering capex, expansion and other working capital requirement & general corporate purpose.
- b) **Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue:** M/s. Soura Capital Private Limited, part of the promoter group of the Company intends to subscribe to the securities proposed to be allotted. Save as aforesaid, None of the other Promoters / Directors / Key Managerial Personnel intends to apply /subscribe to any of Warrants:
- c) **Terms of issue of warrants:** The proposed allottee of fresh issue of Warrants shall pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to the Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Warrant holder, within the specified period stipulated under regulations 75 of the SEBI ICDR



Regulations, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.

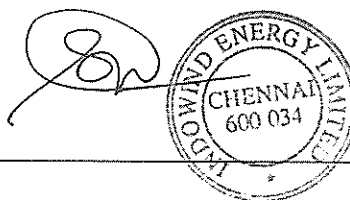
Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a Committee thereof) shall allot one equity share per Warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium. The allotment shall only be made in the dematerialized form.

The Warrant holder shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holder. The equity shares arising from the exercise of options by the Warrant holders above shall rank pari-passu with the existing equity shares of the Company in all respect and be listed on stock exchanges where the existing Equity Shares of the Company are listed.

d) The pre issue and post issue shareholding pattern of the company

Category	Pre Issue		Post Issue of warrants assuming full conversion of warrants on fully diluted basis)	
	No. of shares held	% of share holding	No. of shares held	% of share holding
A Proamoters' holding :				
1 Indin :				
Individual	77,97,490	8.69	77,97,490	6.51
Bodies Corporate:				
Soura Capital Private Limited	1,73,39,784	19.32	2,73,39,784	22.83
Other Bodies Corporate	1,71,87,866	19.15	1,71,87,866	14.35
Sub Total	4,23,25,140	47.16	5,23,25,140	43.70
2 Foreign Promoters	7,56,000	0.84	7,56,000	0.63
Sub Total (A)	4,30,81,140	48.01	5,30,81,140	44.33
B Non-Promoters' holding				
1 Institutional Investors –				
Banks & Financial Institution	2,25,000	0.25	2,25,000	0.19
Sub total (B1)	2,25,000	0.25	2,25,000	0.19
2 Non-Institution :				
Individual share capital upto Rs. 2 Lacs	2,70,58,434	30.15	2,70,58,434	22.60
Individual share capital in excess of Rs. 2 Lacs	1,46,41,670	16.32	1,46,41,670	12.23
NBFC Registered with RBI	2,900	0.00	2,900	0.00
Corporate Bodies	31,98,249	3.56	31,98,249	2.67
Clearing Members	6,54,119	0.73	6,54,119	0.55
Directors and Director's Relatives	6,600	0.01	6,600	0.01
Foreign Portfolio Investor (Capston Capital Partners)	-	0.00	1,00,00,000	8.35
Others (Including NRIs, Foreign Holdings)	8,73,374	0.97	1,08,73,374	9.08
Sub Total(B2)	4,64,35,346	51.74	6,64,35,346	55.48
GRAND TOTAL	8,97,41,486	100.00	11,97,41,486	100.00

(Note: Percentage decimals are rounded off upto two decimals only)



The pre issue and post issue shareholding of the proposed allottees belonging to the promoter and promoter group is given below:

Name of the allottees	Category	Pre Issue		Post Issue of warrants (assuming full conversion of warrants on fully diluted basis)	
		No. of shares held	% of shares holding	No. of share held	% of shares holding
Soura Capital Private Limited	Promoters & Promoters Group	1,73,39,784	19.32%	2,73,39,784	22.83%
Bindesh Karani	Non Promoter Investor	-	-	50,00,000	4.18%
Jitender Kumar	Non Promoter Investor	-	-	50,00,000	4.18%
Capston Capital Partners	Non Promoter Investor	-	-	1,00,00,000	8.35%

(Note: Percentage decimals are rounded off upto two decimals only)

- e) **The time within which the preferential issue shall be completed:** The equity shares and convertible warrants shall be allotted to the concerned allottee in accordance with and within the time limit specified under SEBI (LODR) Regulations, 2015 and SEBI (ICDR) Regulations, 2009.
- f) **The identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;**

Name of the Allottees	Category	PAN	% of post referential offer holding
Soura Capital Private Limited	Promoter & Promoter group	AAOCS5035L	22.83%
Bindesh Karani	Non-Promoter Investor	AQCPK5060G	4.18%
Jitender Kumar	Non -Promoter Investor	AMCPK1120B	4.18%
Capston Capital Partners	Non -Promoter Investor	AAGCC4291E	8.35%

Further, shareholders are required to note the name of the ultimate beneficial owner as per Regulation 73 of SEBI (ICDR) Amendments 2013 vide notification dated 26/08/2013, wherein disclosure of natural persons who are the ultimate beneficial owners is mandatory, the details of natural person of the proposed allottees is provided herewith:

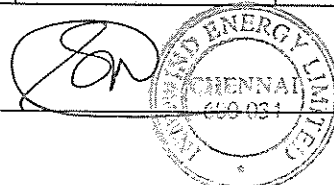


Name of Allottees	Natural persons who are the ultimate beneficial owners	No. and percentage of Equity Shares proposed to be allotted after conversion of Warrants
1 Soura Capital Private Limited	Directors: 1. Bala Venckat Kutti 2. Prathadevi K.B Shareholders: 1. Bala Venckat Kutti – 93.94% 2. Prathadevi K.B – 5.24% 3. Ind Eco Ventures Limited – 0.74% 4. Re Inco DMCC, UAE – 0.07%	1,00,00,000 Warrants to be converted into 1,00,00,000 Equity shares aggregating to 22.83% of the total paid up share capital, assuming full conversion of warrants.
2. Capston Capital Partners SEBI registered Foreign Portfolio Investor	Shareholders: 1. Capston Capital Advisors Owner of the Capston capital Advisors Mr. Mohammed Fahed Abdulrahman Mohamed Barahim – Citizen of United Arab Emirates.	1,00,00,000 Warrants to be converted into 1,00,00,000 Equity shares aggregating to 8.35% of the total paid up share capital, assuming full conversion of warrants.

Further the ultimate beneficial owner of M/s. Ind Eco Ventures Limited and Re Inco DMCC, UAE, which are shareholders of Soura Capital Private Limited, is mentioned below:

Shareholders of Ind Eco Ventures Limited is mentioned below:

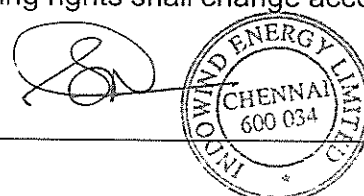
Sr. No.	Shareholders name	Shares Held	Percentage of Holding
1.	Loyal Credit and Investment Ltd.	61,74,000	69.68
2.	Indus Finance Ltd.	32,493	0.37
3.	Indus Capital Pvt. Ltd.	4,40,918	4.98
4.	Soura Capital Private Limited	8,10,000	9.14
5.	Bala Venckat Kutti	11,76,960	13.28
6.	Prathadevi KB	1,84,680	2.08
7.	Ravindranath K S	8,710	0.10
8.	Govindamoorthy KK	5,447	0.06
9.	Loganathan KR	10800	0.12
10.	N V Saravanan	12,150	0.14
11.	Manikandan KR	4,500	0.05
	Total	88,60,638	100.00



Shareholders of Re Inco DMCC, UAE is mentioned below:

Sr. No.	Shareholders name	Shares Held	Percentage of Holding
1.	Bala Venckat Kutti	50 shares of AED 1000 each amounting to AED 50,000	100.00
	Total		100.00

- g) **Total number of shares and convertible warrants to be issued:** 3,00,00,000 warrants convertible into equity shares of the face value of Rs. 10/- each to be issued at Rs. 14.25/- (Rupees Fourteen rupees and twenty five paise) being the price determined as per SEBI (ICDR) Regulations, 2015 by way of Preferential Allotment being the price determined as per SEBI (ICDR) Regulations, 2015 by way of fresh subscription of warrants to be issued to promoter and promoter group.
- h) **Undertaking to re-compute the price and lock-in till the recomputed price is paid:** In terms of SEBI ICDR Regulations, the Company hereby undertakes that:
- It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
 - If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees.
- i) **Certificate of statutory auditor:** A copy of certificate of the company's statutory auditor certifying that the issue of convertible securities and equity shares is in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2011 and same will be made available for inspection during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.
- j) **Relevant date:** The relevant date for determination of price for issue of equity shares arising upon exercise of option(s) by Warrant holder shall be January 17, 2018, being the date which is 30 days prior to the date of this meeting of the members of the Company, to consider the proposed preferential issue, which is in accordance with the provisions of Regulation 71 of Chapter VII of the SEBI ICDR regulations.
- k) **Lock-in:** The equity shares allotted pursuant to exercise of option attached to warrants issued on preferential basis to the promoter group, shall be subject to lock in for a period of 3 (three) year and other than promoter for a period of 1 (one) year from the date of trading approval as per Regulation 78 (1) & (2) of Chapter VII of the SEBI ICDR Regulations.
- The entire pre-issue shareholding of proposed allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading Approval granted by the Stock Exchanges.
- l) **Number of persons to whom allotment on preferential basis has already been made during the Financial Year:** There has been no allotment made on preferential basis during the financial year 2017-18.
- m) **Change in management:** The proposed fresh subscription of warrants will not result in any change in the management and control of the Company. Voting rights shall change according to



the change in the pre and post shareholding pattern mentioned above and the same is in accordance with SEBI (SAST) Regulations, 2011.

The consent of the shareholders is sought pursuant to the provision of section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of regulations prescribed by SEBI.

Your Directors recommend passing of the Special Resolution as set out in item no. 2 of the annexed notice.

Except Mr. Bala Venckat Kutti and Mrs. Prathadevi K.B, None of the Director of the Company and their relatives, except those who are the Allottees to the proposed issue are concerned or interested in the Resolution.

Date: January 17, 2018

Place: Chennai

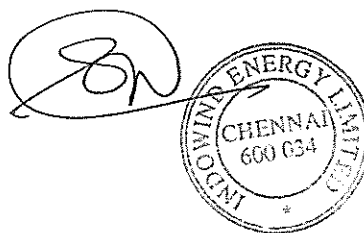
**For and on behalf of the Board of Directors
Indowind Energy Limited**

Sd/-

Niranjan R. Jagtap

Director

DIN: 01237606





INDOWIND ENERGY LIMITED

CIN: L40108TN1995PLC032311

Regd. Office No.114, Kothari Building, IV Floor, M.G. Road,
Nungambakkam, Chennai 600 034.

Tel: 044-28330867 Fax: 044-28330208 Email: contact@indowind.com
Website: www.indowind.com

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall.

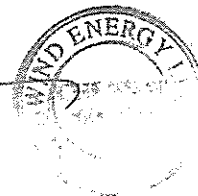
NAME AND ADDRESS OF THE SHAREHOLDER

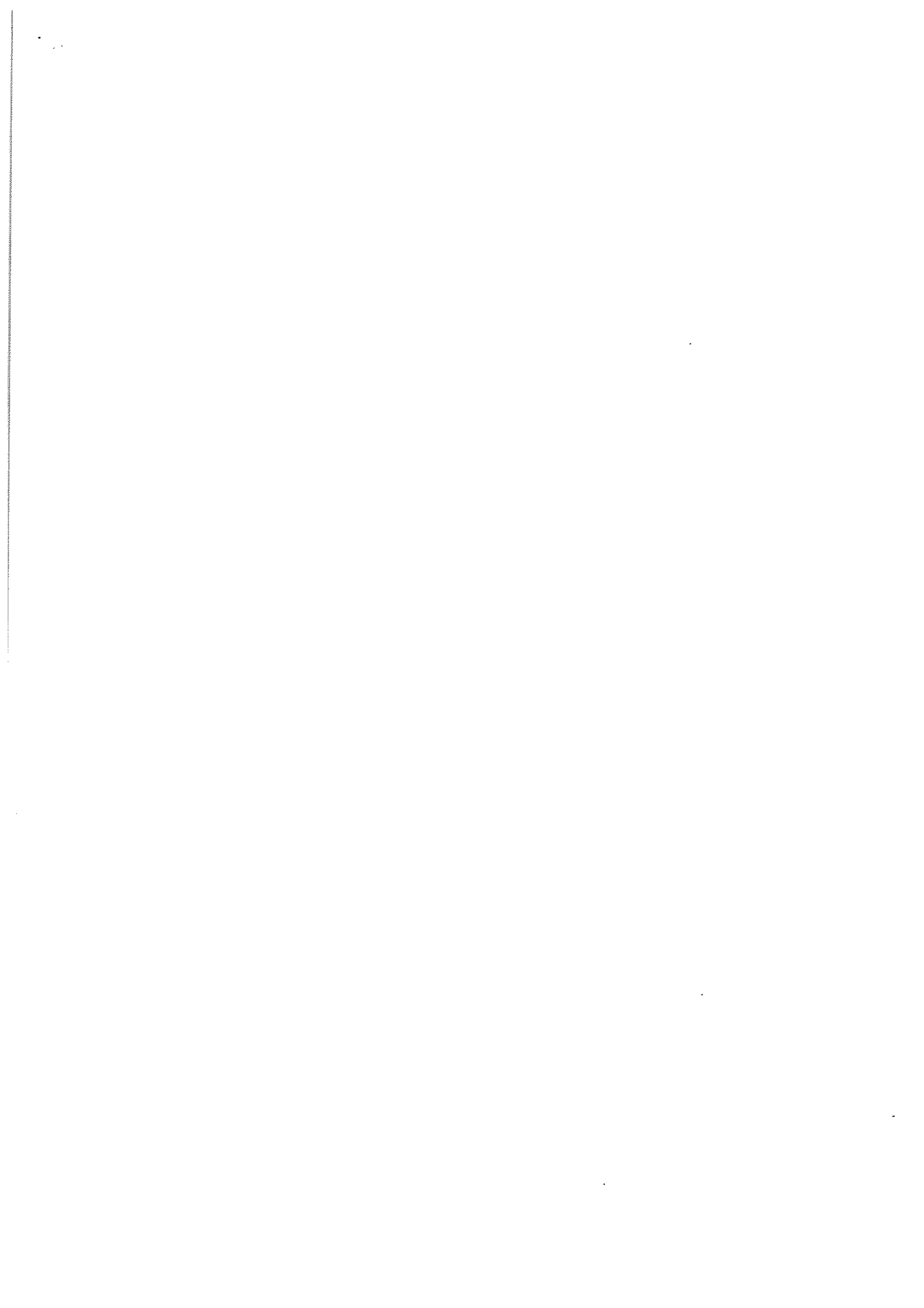
Folio No.

DP.ID	
CLIENT ID*	

I hereby record my presence at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 16th February 2018 at 11.30 AM at the Music Academy, Kasturi Srinivasan Hall (Mini Hall) New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014. Tamilnadu,

SIGNATURE OF THE MEMBERS OR PROXY	NO. OF SHARES HELD





PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



INDOWIND ENERGY LIMITED
CIN: L40108TN1995PLC032311

Regd. Office No.114, Kothari Building, IV Floor, M.G. Road,
Nungambakkam, Chennai 600 034.

Tel: 044-28330867 Fax: 044-28330208 Email: contact@indowind.com
Website: www.indowind.com

Name of the member(s):

Registered address

E-mail Id:

Folio No. / Client ID: DP ID:

I / We, being the member(s) of INDOWIND ENERGY LIMITED, holding.....
Equity shares of the Company, hereby appoint

1. Name:

Address:

.....

.....

Email Id:

Signature:

or failing him

2. Name:

Address:

.....

.....

Email Id:

Signature:

or failing him

3. Name:

Address:

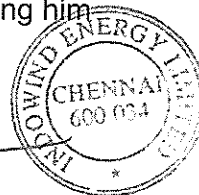
.....

.....

Email Id:

Signature:

or failing him



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 16th February 2018 at 11.30 AM at The Music Academy, Kasturi Srinivasan Hall (Mini Hall) New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014. Tamilnadu, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special Resolutions				
1.	Increase in Authorised Share Capital and consequential changes in the Memorandum of Association and Articles of Association of the Company			
2.	Issue of Convertible Warrants on Preferential Basis			

Re 1/-
Revenue
Stamp


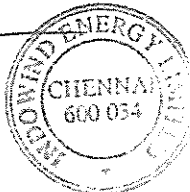
Signed this/-----/day of/-----/2018.

Signature of shareholder: -----

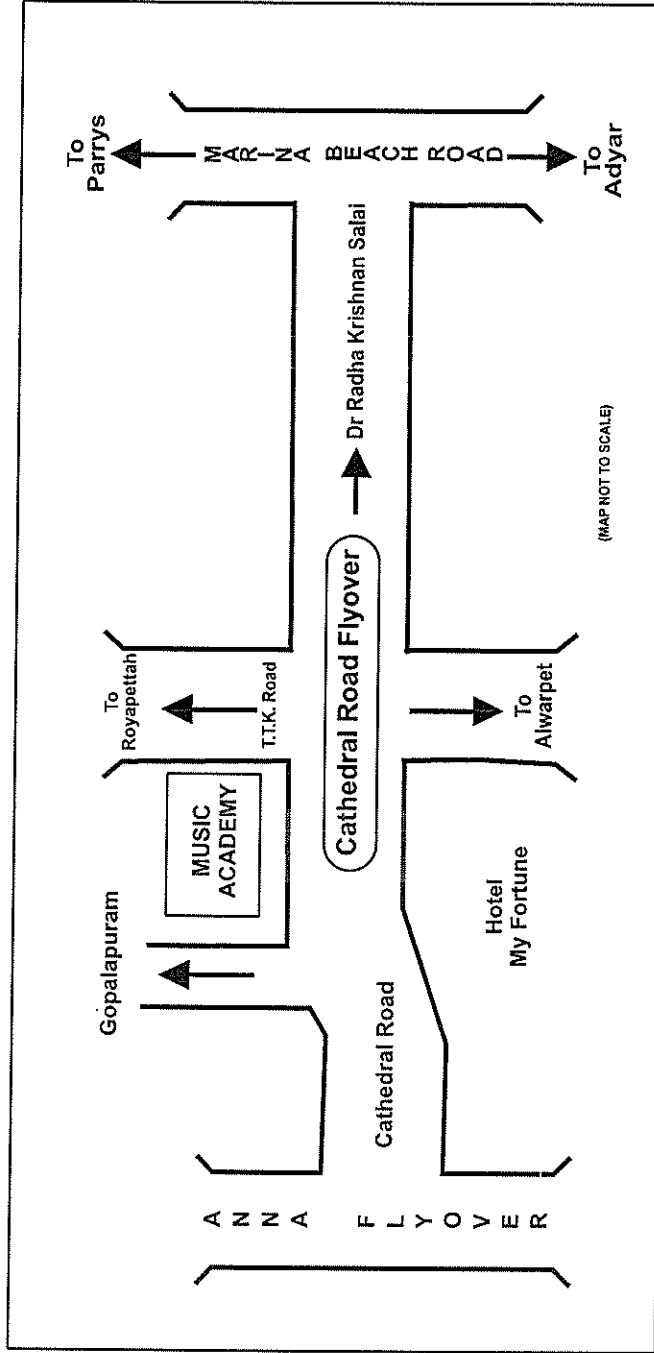
Signature of the proxy holder(s): -----

Notes:

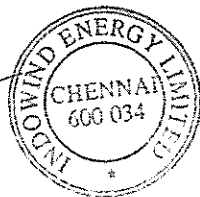
1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave, for / against / abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROUTE MAP TO EGM VENUE



[Handwritten signature]



If Undelivered Please return to :



INDOWIND ENERGY LIMITED

"Kothari Buildings",

Regd. Office - 4th Floor, 114, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600 034.

Tel : 044-28330867 / 28331310

