



IWL: NOI: 21: 2017

12th May, 2017

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street, Mumbai 400 001	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai 400 051
Scrip code: 539083	Scrip code: INOXWIND
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

Sub: Monitoring Agency Report for the Half Year ended 31st March, 2017 under Regulation 32(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Pursuant to the Regulation 32(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Regulation 16(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, please find enclosed herewith Monitoring Agency Report for the half year ended 31st March, 2017 issued by Axis Bank Limited, the Monitoring Agency appointed to monitor utilisation of proceeds of Initial Public Offer.

We request you to please take the above on record.

Yours faithfully,
For **Inox Wind Limited**


Deepak Banga
Company Secretary



Encl: as above



AXB/CO/IFB-TS/17-18/64
May 13, 2017

Inox Wind Limited
Inox Towers, Plot No. 17,
Sector-16A, Filmcity,
Noida - 201 301,
Uttar Pradesh, India

Kind Attn: Mr. Vishal Gupta

Dear Sir,


Inox Wind Limited (the Company) - Monitoring Report for initial public offering of equity shares by the Company aggregating upto Rs. 700 Crores

We write in our capacity of Monitoring Agent for the captioned initial public offering of the Company and refer to our duties cast under Regulation 16(2) of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009.

In terms of above, please find attached the Monitoring Report for the half year ended on March 31, 2017 as per Schedule IX of the aforesaid SEBI Regulations.

Request you to kindly take the same on records.

Thanking you,
For Axis Bank Limited


Authorised Signatory





Monitoring Report

Name of the Monitoring Agency: Axis Bank Limited

Monitoring Report for the half year ended: 31st March, 2017

(1) Name of the Issuer: **Inox Wind Limited**

(2) About the issue whose proceeds to be monitored:

(a) Issue date: Issue open date **March 18, 2015** and Issue closure date **March 20, 2015**

(b) Type of issue (public/rights): Public

(c) Type of specified securities: Equity

(d) Issue size: Rs. 700 Crores

(e) Amount collected: Rs. 700 Crores

(3) Details of the arrangement made to ensure the monitoring of issue proceeds.
Monitoring Agency Agreement dated 13th February, 2015 with Axis Bank Limited

(4) Project details (to be monitored): **As per Attachment**

(a) Name of the project (particulars and location): **As per Attachment**

(b) Cost of the project details: **As per Attachment**

Proposal to finance cost overrun, if any: **Not Applicable**

(d) Progress in the project: **Not Applicable**

Expenditure incurred up to March 31, 2017:

₹ in million

Sr. No.	Object of the Issue	Amount as per Prospectus	Amount spent / utilized upto 30 th Sept 2016	Amount spent during from 1 st Oct, 2016 to 31 st March 2017	Amount spent / utilized upto 31 st Mar. 2017	Balance
1	Expansion and up-gradation of existing manufacturing facilities	1474.80	385.00	40.48	425.48	1049.32
2	Long term working capital requirements	2900.00	2900.00	-	2900.00	-
3	Investment in subsidiary, IWISL, for the purpose of development of power evacuation infrastructure and other infrastructure development	1315.37	421.90	278.24	700.14	615.23
4	Issue related expenses (only those apportioned to Company)	373.27	322.22	-	322.22	51.05*
5	General Corporate Purposes	936.56	936.56	-	936.56	-
	Total	7000.00	4965.68	318.72	5284.40	1715.60



Pursuant to the certification by the Auditor dated 5th May, 2016 the Auditor has certified that the total amount of Rs. 373.27 million was spent as issue related expenses. However The Company has informed that an amount of Rs. 51.05 million spent out of Issue related expenses was recovered from Gujarat Fluorochemicals Limited. The Auditor vide his certificate dated 27th October, 2016 has also confirmed the same.

(e) If total cumulative amount raised is more than the expenditure incurred on the project, explain how the surplus funds are utilised/ proposed to be utilised. Give details on investment like instruments, maturity, earnings and other conditions. Indicate name of the party/ company in which amounts have been invested. The following data shall be given separately for investment in group companies and others: **Not Applicable**

Type of instrument/	Amount invested	Maturity	Earnings

(f) Comments on utilization of funds: The funds have been utilized for the objects as mentioned in the Prospectus – Please refer to point (I) below

(g) If there is any delay in implementation of the project, the same may be specified along with the reason thereof and the proposed course of action. (Please give the comparative statement of schedule of various activities as mentioned in the offer document and their actual implementation). **Not Applicable**

(h) Status of Government/ statutory approvals related to the project as disclosed in offer document: **Complied as per the confirmation from the Company.**

(i) Technical assistance/ collaboration (Please mention arrangements contemplated at the time of issue and the progress thereafter) **Not Applicable**

(j) Major deviations from the earlier progress reports: **Not Applicable**

(k) Any favorable/ unfavorable events improving /affecting project viability: **Not Applicable**

(l) Any other relevant information:

In terms of the Prospectus dated March 25, 2015, the entire proceeds of IPO to be utilized during the year 2015-16 and 2016-17. However the Company has not utilized the entire amount as projected in the prospectus. The balance available out of the issue proceeds is detailed above.

For Axis Bank Limited

Authorised Signatory
Date: May 12, 2017

(4)

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:

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. 510000206, 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, 2014² Based on quotation December 29, 2014³ 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 IWIL/ 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, 2014² Shall be completely funded out the loan provided by our Company from its internal accruals³ 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 Loonj 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	
1. 220 KV Sub-Station (2 bays of 100 MVA)	137.04		137.04
2. 220 KV line (including ROW) ²	240.60		240.60
3. 1 x 100 MVA Transformer	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