

## **Frequently Asked Questions (FAQs)**

1. Please provide the details of the present Options holders as per the Record date, as mentioned in Clause 2.2.6.

Response:- Detailed share holding pattern as on December 31, 2012 is available at BSE and NSE, request you to kindly follow the link below;

[http://www.bseindia.com/corporates/ShareholdingPattern.aspx?scripcd=526209&flag\\_qtr=1&qtrid=76.00&Flag=New](http://www.bseindia.com/corporates/ShareholdingPattern.aspx?scripcd=526209&flag_qtr=1&qtrid=76.00&Flag=New)

2. In the Definition of Option holder, Clause 2.2.6 has been referred to, whereas the meaning of Option Holder is mentioned in Clause 2.2.5. Please clarify regarding the exact Clause to be referred.

Response:- Please read the reference under the Definition of "Option Holder" as "Section 2.2.5". Accordingly, please follow the definition of "Option Holder" as given under Section 2.2.5;

3. As per the EOI format detailed out at Page 20, for Section 4 c), is the representation required on a stamp paper duly notarized or a self-declaration on Company's letter head would suffice.

Response:- The representation can be given on Company's letter head signed by its Director duly authorised to sign the representation.

4. Page 20 - Section 5 a) - Indicative business value – Is the Indicative business value need to be given for each of the Wind Mill Undertakings (i.e. site) separately or only one single value for all Wind Mill Undertakings need to be mentioned. Further, can the Indicative business value be given for each WTG or all WTGs in a particular wind farm of a site.

Response:- Yes, indicative business value for each of the wind mill undertaking(s) of your interest is to be given along with the single value for all wind mill undertaking(s) of your interest. No indicative business value is required on individual basis i.e for each WTG, as the WTGs are not available for sale on individual basis.

5. Whether Exhibit 1, Covering letter to be submitted on a plain paper or Company's letter head.

Response:- Company's letter head

6. In case of single bidder (without any consortium), whether entire format of Exhibit 2 and Exhibit 3 are required to be submitted in blank along with EOI document(s) or only mentioned as "Not Applicable" in a blank page / checklist.

**Response:-** Singe Bidder (without any consortium) can submit Exhibit 2 and Exhibit 3 in blank.

7. Exhibit 4: There are few blanks in the Exhibit 4 Format wherein the filling in information is not provided. The same may be clarified.

**Response:-** Please see below the relevant information:

*Know all men by these presents, we ..... (name of the company and address of the registered office) do hereby irrevocably constitute, nominate, appoint and authorise Mr. / Ms. .... an Indian national, aged ..... years, son/daughter/wife of ....., holding Permanent Account Number (PAN) ..... and presently residing at ....., who is presently employed with us (in case of consortium, the Leader of our Consortium) and holding the position of ....., as our true and lawful attorney (hereinafter referred to as the "Attorney") to do in our name and on our behalf, all such acts, deeds matters and things as are necessary or required in connection with or incidental to submission of our Expression of Interest in respect of the sale of the Wind Mill Undertaking(s) of K.S. Oils ("Transaction"), in response to the Process Letter issued by SBI Capital Markets Limited on September 2, 2013 ("Process Letter"), including but not limited to signing and submission of Expression of Interest, bids, proposals and other documents and writings, participate in meetings and other conferences and providing information/ responses to SBI Capital Markets Limited/Company Lenders, representing us in all matters before SBI Capital Markets Limited, signing and execution of all contracts including the Transaction Documents (as defined in the Process Letter) and undertakings consequent to acceptance of our Expression of Interest and bid / Final Proposal (as defined in the Process Letter), and generally dealing with SBI Capital Markets Limited/Company Lenders in all matters in connection with or relating to or arising out of our bid for the said Transaction and/ or upon award thereof to us and/or till entering into the Transaction Documents with Company and/or Lenders.*

8. Exhibit 4: In case of single bidder, whether format of Power of Attorney (B) for leader of Bidding Consortium is required to be submitted along with EOI document(s) or only mentioned as "Not Applicable" in a blank page / checklist.

**Response:-** Singe Bidder (without any consortium) can submit Exhibit 4 in blank

9. Exhibit 5: Confidentiality Agreement is required to be executed on plain paper of Company's Letter Head.

**Response:-** NDA is to be signed on stamp paper of appropriate value.

10. Exhibit 6: In case the Bidder does not require Promoter's backing for fulfilment of Financial criteria, then whether entire Exhibit 6 (with format) needs to be submitted in blank or only mentioned as "Not Applicable" in a blank page / checklist would suffice.

**Response:-** Singe Bidder (without any consortium) can submit Exhibit 6 in blank.

11. Clause 4.1.1 states about section 5.6, there is no section 5.6 available in the Process Letter. Please clarify.

Response:- Please read the reference as Section 4.5

12. Is there any specified format available for pre-qualification as per Section 3 a) – Page 20.

Response:- No specified format is applicable. The points for consideration should be provided on Company's letter.

13. Section 4 a) – Page 20: Is share holding pattern of various stakeholder of bidding company need to be shown in graphical pattern. Please clarify in detail the requisite document/information to be submitted.

Response:- The details can submitted in the flow chart or tabular format.

14. Is it mandatory to provide name of financial, accounting, legal, and other advisors or consultant proposed to be engaged for transaction as per Section 5 c) – Page 20. Would it not be permissible to engage/change the consultant (s) during final transaction & bidding process.

Response:- It is mandatory to provide the details of the consultant or consultants engaged/proposed to be engaged to assist the Bidder.

15. Has the company claimed Accelerated Depreciation benefits for these Wind Mill Undertakings either in part asset(s) or full asset(s). If Yes, please provide asset details.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

16. What is the status of CDM registration of all wind farm/ individual WTGs.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

17. In Madhya Pradesh, what is the Sale rate /PPA rate at which it is contracted with the Captive plant of KS Oils.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

18. In Madhya Pradesh, would it be possible to sell the entire power to State Discoms. What is the prevailing selling rate of power to State Discoms.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

19. When is the consent/ decision on the 10.8 MW located in states of Gujarat and MP charged to another lender, expected to be received.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

20. In Madhya Pradesh, would KS Oil remain as captive consumer for the wind assets? If Yes, please provide near to medium term power requirement of KS Oil from these wind farms.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

21. Is GBI benefit available on any wind farm/site.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

22. What are annual statutory charges of every individual site.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

23. Please provide the Wind farm-wise/site-wise Balance Sheet and P&L Account, since commissioning of the wind farm(s).

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

24. What is the status of 80 IA benefit eligibility for the Wind assets?

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

25. What is the status of borrowing details of each wind mill including mortgage details.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

26. Is there any ROW issue at any site/WTG.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

27. Is there any on-going litigation on wind turbine, O&M contractor, land patch or any other part of wind farm.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

28. Which sites don't have the following data: WTG wise generation since commissioning, SCADA data, machine and grid availability, contracts, PPAs, DPR and wind mast data.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

29. What is an applicable tariff for sale to State Discoms of wind project, on site/turbine & state-wise. Please also mention other applicable charges/adjustments like KVARh, etc.

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

30. How long O&M agreements for each site is valid and what are the exit clause for each wind farm(s).

Response:- Relevant details will be provided to prospective bidders for their due diligence before submission of final financial bid.

31. Is option available to bid on per WTG or per site basis.

Response:- Option to bid on per WTG basis is not available, EOs are invited on per wind mill undertaking(s) basis as defined in the Process Letter.

32. When will be the data for due diligence shall be provided by SBI Caps. Is there any time limit for conducting due diligence by third party.

Response:- Sufficient time will be given for due diligence by third party.

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