

SECOND ADDENDUM TO THE LETTER OF OFFER AND THE OFFER OPENING  
PUBLIC ANNOUNCEMENT CUM CORRIGENDUM FOR THE ATTENTION  
OF THE PUBLIC SHAREHOLDERS OF

**STERLING AND WILSON RENEWABLE ENERGY LIMITED**

(formerly known as Sterling And Wilson Solar Limited)

CIN: L74999MH2017PLC292281

Registered Office: 9th Floor, Universal Majestic, P. L. Lokhande Marg,  
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OPEN OFFER FOR ACQUISITION OF UP TO 4,91,37,420 FULLY PAID UP EQUITY SHARES HAVING FACE VALUE OF RE. 1 EACH ("EQUITY SHARES") AT A PRICE OF INR 375.00 PER EQUITY SHARE, REPRESENTING 25.90% OF THE EMERGING VOTING CAPITAL (AS DEFINED BELOW) OF STERLING AND WILSON RENEWABLE ENERGY LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, BY RELIANCE NEW ENERGY SOLAR LIMITED ("ACQUIRER") ALONG WITH RELIANCE INDUSTRIES LIMITED ("PAC 1") AND RELIANCE VENTURES LIMITED ("PAC 2") (HEREINAFTER PAC 1 AND PAC 2 ARE COLLECTIVELY REFERRED TO AS THE "PACS") ("OFFER" / "OPEN OFFER").

This addendum to the LOF (as defined below) and the Offer Opening Public Announcement cum Corrigendum (as defined below) ("Second Addendum") is being issued by Edelweiss Financial Services Limited, the manager to the Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer and the PACs, in respect of the Open Offer.

This Second Addendum should be read in continuation of and in conjunction with: (a) the Public Announcement dated October 10, 2021 ("PA"); (b) the Detailed Public Statement that was published in all editions of 'Financial Express' (English), 'Indian Express' (English), 'Jansatta' (Hindi) and Mumbai edition of 'Loksatta' (Marathi) on October 18, 2021 ("DPS"); (c) the Letter of Offer dated December 23, 2021 along with Form of Acceptance ("LOF"), (d) the offer opening public announcement and corrigendum to the DPS that was published on December 30, 2021 in all the newspapers in which the DPS was published ("Offer Opening Public Announcement cum Corrigendum"), and (e) the addendum to the LOF and Offer Opening Public Announcement cum Corrigendum that was published on January 1, 2022 in all the newspapers in which the DPS was published ("First Addendum").

Capitalized terms used but not defined in this Second Addendum shall have the meaning assigned to such terms in the LOF.

1. Completion of acquisition of Tranche 1 Sale Shares under the SPA

The Acquirer has completed the acquisition of 1,84,00,000 Equity shares ("Tranche 1 Sale Shares") from Shapoorji Pallonji and Company Private Limited ("Seller 1") under the Share Purchase Agreement dated October 10, 2021 ("SPA"), through an off market transaction, on January 6, 2021. The Acquirer had deposited 100% of the Offer Consideration in the cash escrow account on December 30, 2021, in accordance with the provisions of Regulation 22(2) of the SEBI (SAST) Regulations, and therefore, the Acquirer can exercise voting rights on the Tranche 1 Sale Shares.

2. Disbursement of loan amounts by PAC 2 under the facility agreements

Pursuant to and in accordance with the terms of the two facility agreements both dated October 10, 2021 executed between PAC 2 and Sterling and Wilson Private Limited, an affiliate of the Sellers (disclosed in paragraph 4.3.9 of the LOF), PAC 2 has disbursed the requisite loan amounts to Sterling and Wilson Private Limited on January 07, 2022.

The Acquirer, the PACs and their directors, in their capacity as directors of the Acquirer and the PACs, accept the responsibility for the information contained in this Second Addendum (except for the information pertaining to the Target Company, which has been obtained from publicly available sources or provided by the Target Company) and also for the obligations of the Acquirer and the PACs laid down in the SEBI (SAST) Regulations in respect of the Open Offer.

This Second Addendum will be available on SEBI's website at ([www.sebi.gov.in](http://www.sebi.gov.in)).

**Issued on behalf of the Acquirer by the Manager to the Offer**



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**Registrar to the Offer**

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