

# 20th ANNUAL REPORT 2014-15



## INDOWIND ENERGY LIMITED



## INDOWIND ENERGY LIMITED

### BOARD OF DIRECTORS

Mr. Bala V Kutti	-	Chairman
Mr. K S Ravindranath	-	Whole Time Director
Mr. Niranjan R Jagtap	-	Independent Director
Mr. T.S. Raghavan	-	Independent Director
Ms. Alice Chhikara	-	Director

### COMPANY SECRETARY & Sr. VICE PRESIDENT - LEGAL

Mr. S. Diraviam

### AUDITORS

#### STATUTORY

V. Ramaratnam & Co  
Chartered Accountants

#### INTERNAL

S. Vasudevan & Associates  
Chartered Accountants

### SUBSIDIARY

Indowind Power Pvt. Ltd.

### BANKERS

DCB Bank Limited  
Axis Bank Limited

### REGISTERED OFFICE

"Kothari Buildings", 4th Floor, 114, Mahatma Gandhi Road,  
Nungambakkam, Chennai - 600 034.

Tel : 044-28330867 / 28331310 Fax : 044-28330208.

E-mail : [contact@indowind.com](mailto:contact@indowind.com) Website : [www.indowind.com](http://www.indowind.com)

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## INDOWIND ENERGY LIMITED

### NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that 20<sup>th</sup> Annual General Meeting of Indowind Energy Limited CIN: L40108TN1995PLC032311 will be held at Hotel Accord Metropolitan, No.35, G.N.Chetty Road, T.Nagar, Chennai 600 017 on Monday, 28<sup>th</sup> September 2015 at 4.00 PM to transact the following businesses.

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of **Mr.Bala V. Kutti** having Director Identification No.00765036 who retires by rotation and being eligible offers himself for reappointment.
3. **Appointment of Auditor.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution

**“RESOLVED THAT** pursuant to the provisions of sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the Companies (Audit and Auditors) Rules, 2014, (the rules) (including any statutory modifications or re-enactments thereof for the time being in force) M/s.V.Ramaratnam&Co, Chartered Accountants, Chennai having ICAI firm registration no. 002956S who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as statutory Auditors of the Company for the Company's financial year 2015-16 to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursalment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

#### **SPECIAL BUSINESS:**

4. **Re-appointment of Mr. K.S. Ravindranath, DIN No. 00848817 as Whole Time Director**  
**To consider & if thought fit, to pass, with or without modifications, the following resolutions as special resolution.**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, and the Articles of Association and subject to such approvals as may be required, consent of the Company, be and is hereby accorded for the re-appointment of Mr. K.S. Ravindranath, (DIN No. 00848817) as the Whole time Director of the Company for the period of 3 years with effect from 1.11.2015 to 31.10.2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. K.S. Ravindranath.”

**“RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



**5. Appointment of Mr. T.S. Raghavan, DIN No. 00446651 as an Independent Director**

**To consider & if thought fit, to pass, with or without modifications, the following resolutions as special resolution.**

**“RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, **Mr. T.S. Raghavan, (holding DIN No. 00446651)**, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 years up to the conclusion of the 25<sup>th</sup> Annual General Meeting and that he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**6. Appointment of Mr. Niranjan R. Jagtap, DIN No. 01237606 as an Independent Director**

**To consider & if thought fit, to pass, with or without modifications, the following resolutions as special resolution.**

**“RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, **Mr. Niranjan R. Jagtap, (holding DIN No. 01237606)**, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 years up to the conclusion of the 25<sup>th</sup> Annual General Meeting and that he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**7. Appointment of Ms. ALICE CHHIKARA, (DIN No. 00088920) as Director**

**To consider & if thought fit, to pass, with or without modifications, the following resolutions as special resolution.**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, **Ms. Alice Chhikara, (holding DIN No. 00088920)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 29, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Alice Chhikara, for the office of the Director of the Company, be and is hereby elected and appointed as an Non-Executive Director & Non-Independent Director whose period of office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The Proxy form duly completed stamped and signed should reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Members seeking any information are requested to write to the company at least 10 days in advance so as to enable the company to keep the information ready.
4. Members are requested to bring their copy of the Annual Report to the Meeting.
5. Members are requested to bring with them the Attendance slip and hand it over at the entrance duly filled in and signed by them
6. The Register of Members and Share Transfer Book will remain closed from 23<sup>rd</sup> September 2015 to 28<sup>th</sup> September 2015 (both days inclusive)
7. The related Explanatory statement pursuant to Sec 102(2) of the Companies Act 2013, setting out all the material fact concerning item No. 4, 5, 6 & 7 is annexed herewith.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Soft copies of annual report is being sent to all the members who have registered their email addresses with their Depository Participants. However, if they require a hard copy, they may make a request in writing to the company in this regard.
9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution as per Sec.113 of the act authorizing their representative to attend and vote on their behalf at the meeting.
10. Member are requested to inform their change of address (with PIN code) e-mail id, nominations, etc., to the Registrars and share Transfer Agents (RTA) of the Company in respect of shares held in physical form and their Depository participants in respect of shares held in electronic form.
11. Information regarding the Directors proposed to be reappointed pursuant to clause 49 (IV) (G) of the Listing Agreement with Stock Exchanges is annexed.
12. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the business to be transacted at the AGM scheduled to be held on 28<sup>th</sup> September 2015, at 4.00 PM. with a request to follow the instructions for voting electronically as under:-  
  
The voting period begins on 25<sup>th</sup> September 2015 at 9.00 AM and ends on 27<sup>th</sup> September 2015, 5.00 PM During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date of 22<sup>nd</sup> September 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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In case of member receiving e-mail:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii. Click on “Shareholders”
- iii. Now, select “INDOWIND ENERGY LIMITED” from the drop down menu and click on “SUBMIT”
- iv. 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.
- v. Next enter the image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time use follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alphe-numeric “PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) “Members who have not updated their PAN with the Company Depository Participant their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account of folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the EVSN 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 they are eligible to vote provided that Company opts for e-voting through CDSL



## INDOWIND ENERGY LIMITED

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of “INDOWIND ENERGY LIMITED” on which you choose to vote.
- xii. One 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “click here to print’ option on the Voting page.
- xvii. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for institutional Shareholders
  - Institutional shareholders (i.e. other than individuals, HUF, NRI ect.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a Corporate user who 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](mailto: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.
  - In case you have any queries or issues regarding e-voting you may contact company secretary Mr.S. Diraviam on 044-28330867 or [diraviam@indowind.com](mailto:diraviam@indowind.com)
  - In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

The Company has appointed Mr.R.Kannan, Practicing Company Secretary, Chennai (C.P. No. 3363) to act as scrutinizer for conducting the electronic voting process in a fair and transparent manner.



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In case of members receiving the physical copy, please follow all steps from Sl. No. (i) to Sl. No. (xix) above to cast vote.

- The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22<sup>nd</sup> September 2015.
- A copy of this Notice has been placed on the website of the Company and the website of CDSL.

13. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing will disclose the results forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's / CDSL's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 22<sup>nd</sup> September 2015.

Members who did not cast their vote through e-voting during the evoting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through evoting can attend the meeting but cannot vote again through ballot paper at AGM.

**BY ORDER OF THE BOARD  
For INDOWIND ENERGY LIMITED**

**S. DIRAVIAM**

Company Secretary &  
Sr. Vice President Legal

Place: Chennai - 600 034.

Date: 5<sup>th</sup> August 2015

### **ANNEXURE TO NOTICE**

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

Item No.4 The period of appointment of Mr.K.S. Ravindranath, as whole Time Director gets completed on October 31, 2015. The Remuneration Committee recommends the Board of Directors in their meeting held on 13<sup>th</sup> June 2015 reappointing him as Whole Time Director on the same terms and conditions prescribed in the previous appointment, subject to the approval of the Members of the Company.

- a. Nature of Appointment: Contractual
- b. Remuneration (Per Annum)Rs. 15,00,000/- (Rupees Fifteen Lacs Only) including perquisite as per the policy of the Company.
- c. An upward revision of 20% in the remuneration will be considered provided be net profit attained by the Company is Rs. 5 Crores and above.





### **Minimum Remuneration**

In the event of loss, absence of inadequacy of profits, in any financial year during the currency of tenure of Mr. K.S.Ravindranath, the remuneration aforesaid shall be the minimum remuneration payable to him with the approval of the Central Government, if required.

None of the Directors, Key Management Personnel of the Company and their relatives is in any way concerned or interested in the said resolution.

The Board of Directors recommend the special resolution set out at Item No.4 of the Notice for approval by the Members.

### **Item No. 5 & 6**

Detailed Profiles of the Independent Directors viz. Mr. Niranjana R. Jagtap & Mr. T.S. Raghavan are given in the notice convening the 20th AGM of the company.

Further the Independent Directors have submitted their declaration of independence, as required pursuant to Section 149(7) to the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The respective appointees are not disqualified from being appointed as director in terms of Section 164 of the Act. However, pursuant to Section 149(4) and Section 152(2) of the Companies Act, 2013 read with Schedule IV to the said Act and all other applicable provisions, the appointees are to be appointed as Independent Directors for a period of five consecutive years (not liable to retire by rotation). This Explanatory Statement may also be regarded as a disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board, the Independent Directors proposed to be appointed, fulfill the conditions mentioned in the Companies Act, 2013 and the rules made thereunder for their respective appointment as Independent Director and are independent of the Management of the Company.

Your Directors recommend the Resolution mentioned in Item No. 5 & 6 of the Notice for the approval of Members.

None of the Directors of the Company is interested or concerned or may be deemed to be interested or concerned in the resolution proposed at Item No. 5 & 6 of the Notice..

### **Item No. 7**

The Board of Member passed a resolution on 29<sup>th</sup> July 2015, appointing Ms. Alice Chhikara, (DIN NO. 00088920) as an Additional Director of the Company with effect from 29<sup>th</sup> July 2015. Under Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) read with Article 141 of the Articles of Association of the Company, Ms. Alice Chhikara, holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Ms. Alice Chhikara, as a candidate for the office of Director of the Company.

The Board considers that the appointment of Ms. Alice Chhikara, as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.



## **INDOWIND ENERGY LIMITED**

None of the Directors of the Company is interested or concerned or may be deemed to be interested or concerned in the resolution proposed at item no. 7 of the Notice.

### **BRIEF PROFILE OF MR.BALA V.KUTTI**

Mr. Bala V. Kutti, has over 24 years of business experience in the areas of project management, investment banking, corporate lending and merchant banking. Further, he has promoted a number of companies and ventures apart from Indowind Energy Ltd,. The information pertaining to him to be provided as required under Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance forming part of the Annual Report.

### **BRIEF PROFILE OF MR.K.S.RAVINDRANATH**

Mr. K.S. Ravindranath, in charge of the technical operations of the company and is instrumental in overseeing the site selection, erection and installation of wind electric generators (WEG's), spares and maintenance of the WEG's since inception of the Company. The information pertaining to him to be provided as required under Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance forming part of the Annual Report

### **BRIEF PROFILE OF MR.T.S. RAGHAVAN**

Mr.T.S.Raghavan, MA CAIIB is a Non-Executive and Independent Director. He joined Indian overseas Bank, Madras in 1965 as probationary officer and became the General Manager of the Bank in 1992. Subsequently he became the Executive Director of Vijaya Bank, Bangalore from 1996 to May 1997. Then he held the position of Chairman and Managing Director of Bank of Maharashtra from May 1997 to October 1998 and Chairman and Managing Director of Indian Bank from October 1998 to April 2000. He is Director of many companies in Chennai and also a member, Board of Management in Sri Chandrasekhara Viswa Mahavidhyalaya Kanchipuram (Deemed University). He joined the Board of Indowind Energy Limited on 15.5.2012. The information pertaining to him to be provided as required under Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance forming part of the Annual Report.

### **BRIEF PROFILE OF MR.NIRANJAN R. JAGTAP**

Mr. Niranjan R. Jagtap, enrolled as an advocate to the bar council of Maharashtra and Goa in 1971. He further registered as an advocate on the original side of the High Court of Bombay in 1981 and was appointed as notary-greater Bombay by the government of Maharashtra in 1983. He has been practicing under the firm "NIRANJAN JAGTAP & CO" since 1983. The information pertaining to him to be provided as required under Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance forming part of the Annual Report.

### **BRIEF PROFILE OF MS. ALICE CHHIKARA**

Ms. Alice Chhikara, has over 12 years' experience in Investment, Asset Management and Corporate Finance. She has gained rich experience while working with globally renowned financial institutions such as Deutsche Bank. She has been involved in investment and management of Renewable Energy Assets. She led the Asia operations of a London headquartered Investment Banking Boutique focused of raising capital for mid-sized Asian companies. She has extensive experience in capital reorganization, refinancing and restructuring. Ms. Alice holds a degree in Banking & Finance from London School of Economics & Political Sciences.



## INDOWIND ENERGY LIMITED

### REPORT OF THE DIRECTORS AND MANAGEMENT DISCUSSIONS AND ANALYSIS OF INDOWIND ENERGY LIMITED

To

The Members

Your Directors are pleased to present this 20<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March 2015.

#### **FINANCIAL HIGHLIGHTS AND PERFORMANCE**

₹. In Million

<b>PARTICULARS</b>	<b>2014-15</b>	<b>2013-14</b>
Total Income	241.33	239.41
Total Expenses	100.50	93.52
EBITDA	140.83	145.89
Interest	60.41	47.17
Depreciation	75.42	95.75
Tax Provision	2.79	2.01
Profit After Tax	2.21	0.96

During the year under review, your Company's total income achieved is INR 241.33Mn. against INR 239.41 of the previous year. However the expected sale increase did not come through because of substantial shutdown of the plant due to non-availability grid during the year under review. There is a marginally increase in total expenses amounting to INR. 100.50 Mn. than that of Rs. 93.52 Mn. of previous year. The interest paid for the year under review is INR. 60.41 Mn. than that of INR. 47.17 Mn. of previous year. This is due to weakening of INR against USD for servicing the EXIM Bank loan. The depreciation expenses are reduced from INR 95.75 Mn. of previous year to INR 75.42 Mn. for the period under review due to depreciation policy provided by the companies Act. 2013. However tax provision for the year under review amounts to INR 2.79 Mn. than that of INR 2.01 Mn. of the previous year. This is due to increase in the Income Tax. Your Company has made a profit after Tax of INR. 2.21 Mn. for the period under review. However your company is not in a position to recommend Dividend for the year under review. There is no material changes and commitments affecting the financial position and there is no change in the nature of the company during the period



under review. There is no Subsidiary / Joint Venture or associates companies which ceased to exist during the year under review. The company has not issued any shares with differential voting rights, sweat equity shares or Employee's Stock Options. No provision is made by the company for purchase of its own shares by employees or trustees for benefit of the Employees for the year under review.

**REPLY TO THE OBSERVATIONS OF THE AUDITORS IN THEIR REPORT**

With reference to Item No.1 of Observation of the Auditors in their Independent Auditors Report, in respect of "Basis of qualified opinion", your Directors wish to state that the Company had made advances to carry out 28 MW expansion project based on the Foreign Currency Term Loan of 18 Mn. Euro sanctioned by Exim Bank of India, Mumbai. Based on the entire sanctioned amount, the company has incurred substantial expenses and made advances including Rs. 44.60 crores as observed by the Auditors in their report. However, as Exim Bank closed the loan limit halfway through, the company is unable to either mobilize further amounts required for completion of the project or recover the advances made in entirety. However, the company is contemplating various recovery modes including negotiation with the suppliers. The company is likely to arrive at a solution during the financial year 2015-16.

With reference to the observation of the Auditors in their Independent Auditors Report, in respect of "Basis of qualified opinion", under Point No. 2 (d) in the paragraph "Report on other Legal & Regulatory requirements" for effect on Profit & Loss of the company on account of non-compliance of Accounting Standards, your Directors wish to state that your company is following the policy consistently since the date of disbursement of the loan and there is no change in the accounting policy to warrant recognition of the outstanding dues at the exchange rates prevailing on date of the Balance sheet. Further the said practice is in conformity with the Indian Accounting Standard 21. As per Clause 6(b) of Schedule II of the loan agreement signed between your Company and the Exim Bank, the outstanding balance of the Foreign Currency Loan shall be converted in to Rupees only if it is deemed expedient by the Exim Bank. Your Company has not received any such expediency or instruction from Exim Bank in this regard. Further, such expediency arises only when the loan becomes default.



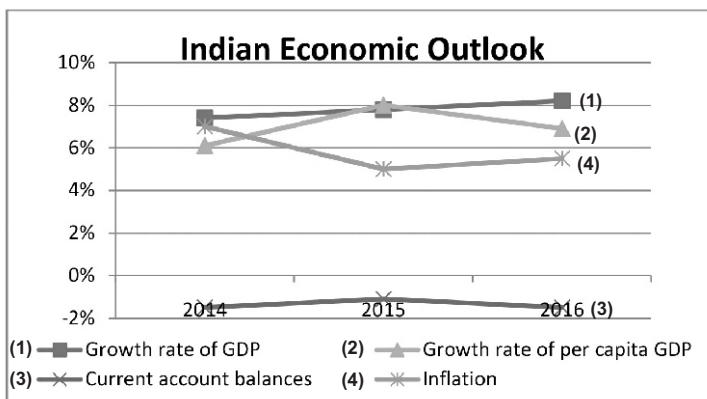
**ECONOMIC SCENARIO AND OUTLOOK:**

Indian Economy Overview

India is set to become the world's fastest-growing major economy by 2016 ahead of China, the International Monetary Fund (IMF) said in its latest forecast. Economic expansion picked up in 2014, inflation markedly declined, and the balance of trade position was comfortable, helped by positive policies and lower global oil prices. The outlook is for economic strengthening through higher infrastructure spending, increased fiscal devolution to states, and continued reform to fiscal and monetary policy. The government underscored its intention to move steadily to tackle politically difficult structural issues that have stalled investment and limited economic performance in recent years. Industry is likely to record an uptick in growth. Mining clearances and auctions of coal mines will provide a fillip to mining and electricity generation. Manufacturing will receive a boost from the government's flagship "MAKE IN INDIA" program, which aims to induce businesses around the world to invest in manufacturing by providing infrastructure and streamlining regulations. A benign inflation outlook would serve to help monetary policy support growth.

Details (% per Year)	2014	2015	2016
Growth rate of GDP	7.4	7.8	8.2
Growth rate of per capita GDP	6.1	8.0	6.9
Current account balances	-1.5	-1.1	-1.5
Inflation	7.0	5.0	5.5
Growth rate of merchandise exports	2.3	3.2	7.0
Growth rate of merchandise imports	2.0	-1.1	5.0
Trade balance (\$ Billion)	-137.6	-122.2	-121.7

Source from Asian Development Bank.

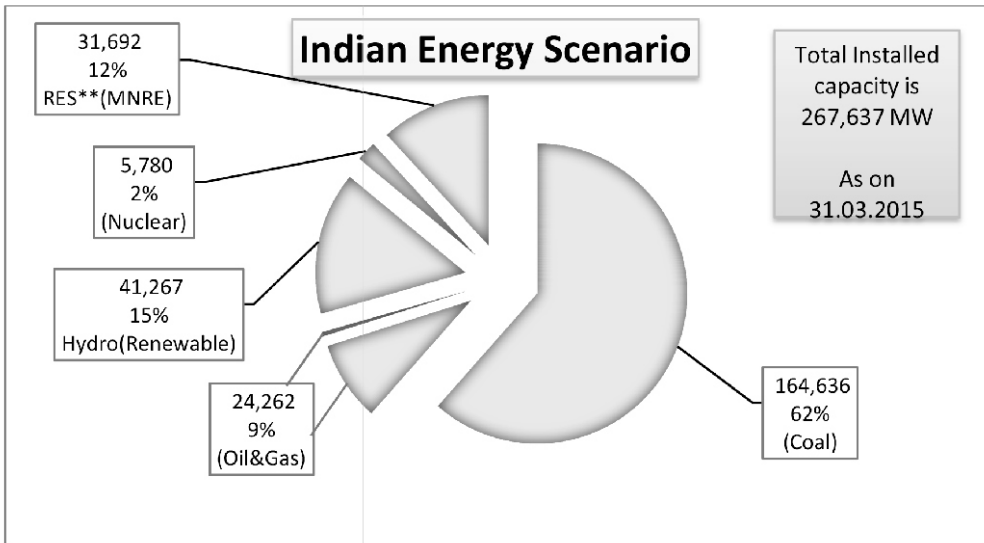


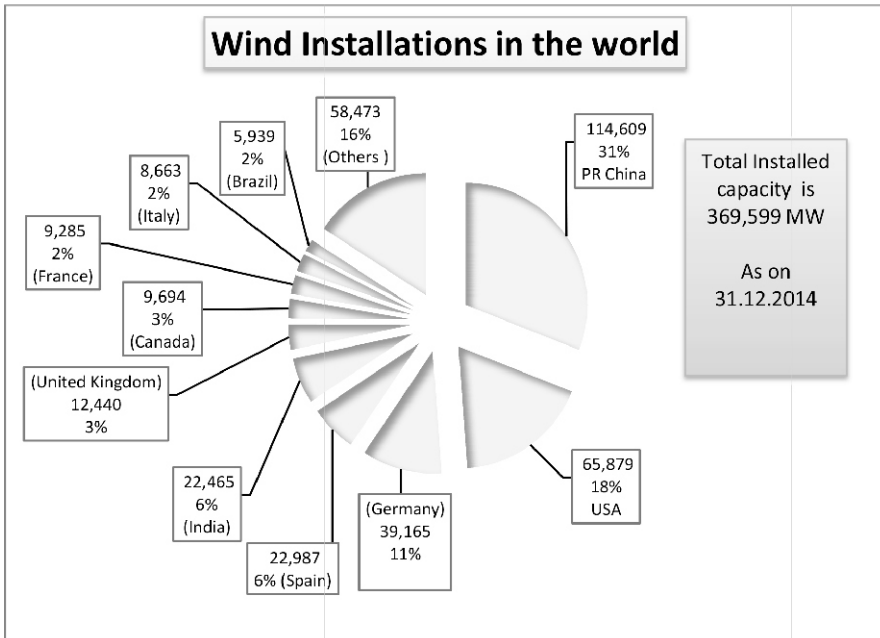
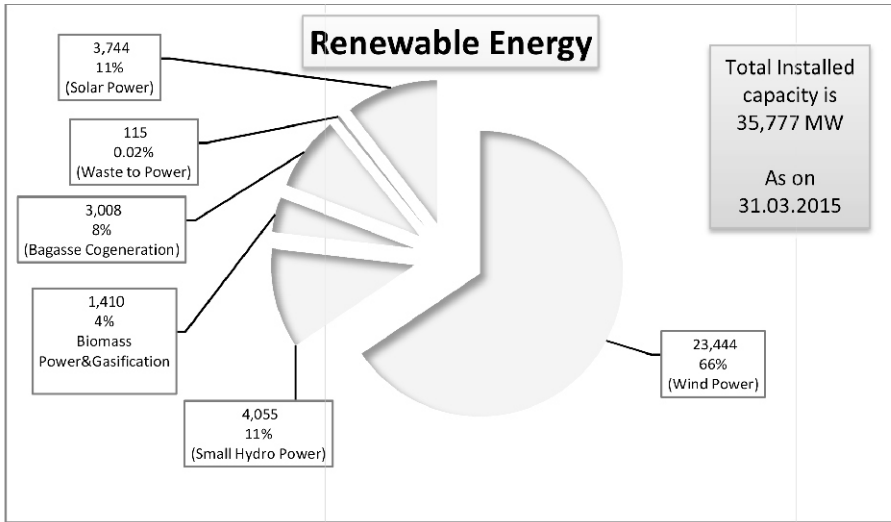


**RE potential and growth in India**

◆ India meets close to 65% of its electricity needs from fossil fuels and is expected to continue doing so in future. This poses questions on cost of electricity supply, environmental impacts and energy security. At this juncture, Renewable Energy (RE) is being seen as one of the important means to meet the growing power needs of the economy while enhancing energy security through diversification of fuel sources and providing opportunities for mitigating greenhouse gas emissions. India has vast renewable energy potential through wind, solar, biomass, small hydro etc. The potential is concentrated in certain parts of India. The wind and solar potential is mainly in the southern and western States viz. Tamil Nadu, Karnataka, Andhra Pradesh, Maharashtra, Gujarat and Rajasthan, however the exercise on mapping of potential is continuing in several other areas in the country.

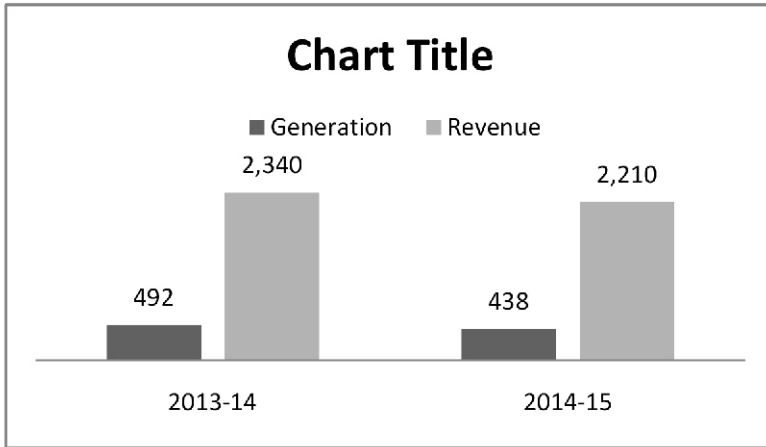
Technology	Potential (MW)
Wind	102,800 (80m hub height)
Small Hydro (up to 25MW)	19,700
Biomass including bagasse cogeneration (including waste to energy)	22,500
Solar	50MWp/km <sup>2</sup>







**OPERATIONAL PERFORMANCE**



Generation has been reduced by around 54 Lakh units compared to the previous year, because of the poor grid availability in Tamil Nadu during peak season.

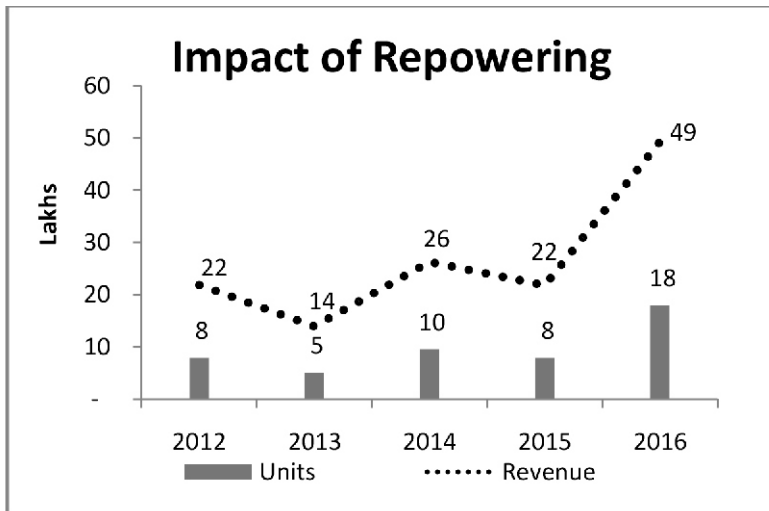
**POWER SALE**

1. In Tamilnadu, the EB tariff for commercial clients has been increased from Rs. 7 to Rs. 8 per unit. As per terms of our PPA with clients, this will increase our company's revenue by about Rs. 100 Lakhs per year.
2. Similarly in Karnataka, the EB tariff for industrial clients has been increased by 40 paise per unit. This will increase company's revenue by about Rs. 10 Lakhs per year.

**REPOWERING PLAN**

The company has invested additional time, money and man power resources for the financial year under review to improve production by repowering, by relating sales to higher tariff segment in order to overcome the challenge of grid drop and financial cost the company there by is hopeful the better performance for the current year. The company is also seriously pursuing the loan reduction and solar expansion option for improving the profitability in future. 5 Das Lagarway WEGs of Nagerkovil located in Tamilnadu site are re-powered / retrofitted. This will increase generation by 10 Lakhs units in FY 15-16 resulting in revenue of about Rs. 27 Lakhs per year. Another 10 WEG's repowering is in progress.





#### **MACHINE EFFICIENCY IMPROVEMENTS**

Minor repairs are done in advance in the off peak season to avoid down time in the peak season. Last year Capacitor addition spending about Rs. 30 Lakhs has resulted in reducing the EB charges of Rs. 15 Lakhs in FY14-15 and result in improving net revenue.

1.92 MW of WEGs in Hanumsagar, Karnataka is expected to be put back in operation. This will increase the revenue by about Rs. 51 Lakhs per year.

#### **FUTURE PLANS**

1. 100 MW of Solar project is in the pipeline stage.
2. The Company is planning to improve the WEGs performance and operational efficiency thereby ensuring above 90% machine availability.
3. The Company is also putting in place an automation programme to reduce manual labour and associated costs thereby ensuring better operational control.
4. The company has taken up along with the Indian Wind Power Association the issue of ensuring full power evacuation during the current wind season to avoid loss of generation due to grid back down through forecasting mechanism.

#### **RISKS AND CONCERNS**

1. The continued high interest rates and exchange fluctuation is a dampener for looking at new projects due to viability concerns. The grid availability and evacuation issue in Tamil Nadu are not still sorted out which is a case of concern.



## INDOWIND ENERGY LIMITED

2. Interest claim for delayed payments from TANGEDCO (Rs. 150 Lakhs Rupees) Has been filed.
3. Suzlon Compensation claim for the loss of generation in units (Claim of Rs. 2300 Lakhs @ 18% Interest rate and Rs. 2000 Lakhs @ 12% Interest rate) Legal action for arbitration has been initiated.
4. Price of CER's has been drastically reduced and the existing unsold CER's units will not result in meaningful revenue due to cost involved in renewal process.
5. Antiquated transmission network
6. Counter Party risk associated with State Discoms
7. Delay in obtaining clearances / approvals
8. Non-compliance of regulatory orders (RPO))

### **OPPORTUNITIES AND THREATS**

**Core Expertise:** Wide expertise in the operations of wind farms from Pre Concept to Post Commissioning. Experienced employees with willing to do attitude. Proven Track record and Technical Expertise.

**Multiple projects capability:** Our wind assets comprise of wind turbines of varied size and specification. Wind assets are located across some of the best sites of the country, thereby enabling it to generate higher output.

**Regulatory Support:** The renewable sector has been primarily driven by supportive government policies be it in the form of tax incentives, capital subsidies, feed-in-tariffs, viability gap funding or renewable energy certificates.

**Reduction in Capital expenditure:** Rapidly evolving technology has also enabled in reducing the price of renewable energy equipment and has led to greater demand for these resources.

**Growing Population of obsolete technology and ageing WEGs in high wind areas** are increasing the cost per KWH of generation and thus making it unviable to operate.

**Large Untapped Potential:** The widening gap between demand and supply at present is expected to continue in the future given the growing demand of power by industries and rising population, coupled with the continued shortage situation. The demand visibility makes the business extremely lucrative in the medium as well as long term.

**Reasonable Cost of Capital:** Government has incentivized towards the renewable energy industry in the form of interest priority sector lending status, subvention (Green bonds), etc., would go a long way in facilitating access of capital at reasonable costs

**Increasing Competition:** Rising popularity and greater familiarity with benefits associated with the sector may encourage others into entering the sector thereby resulting in increased competition which will have an impact on company's revenue.

**Disruptive technologies:** New technologies are rapidly emerging in the field of renewable energy. The incorporation of new and advanced technologies into products and services are required to remain competitive. Failing which it may negatively affect our business.

**Inadequate Grid Evacuation Facility:** India's investment in power transmission and distribution has not kept pace with generation. The inadequate inter-regional connections through high voltage



## **INDOWIND ENERGY LIMITED**

transmission lines create difficulties for transferring power from electricity surplus states to those in deficit.

**Higher Finance Cost:** The industry is faced with higher borrowing cost in absence of any support from the Government or regulatory bodies. Delay in obtaining the requisite approvals leads to cost overruns thereby impacting the financial viability of the project.

**Vulnerability to Delays:** Given the nature of the business, any lag on the delay on account of environmental factors (forest clearances) can result in cost escalation thereby affecting the viability of the project

### **NUMBER OF MEETINGS OF BOARD**

Your company held 5 Board Meetings during the year ended 31st March 2015. These were on 30th May 2014, 11th August 2014, 11th November 2014, 12th December 2014 and 30th January 2015

### **DIRECTORS**

Mr. Bala V. Kutti is retiring in the forth-coming 20th AGM of the company and being eligible offers himself for re-appointment. Your company is proposing Mr. Niranjana R. Jagtap and Mr. T.S. Raghavan as Independent Directors for the period of five years and the information regarding their appointment and reappointment are provided in the notice convening the 20th AGM of the company. Ms. Girija Shyamsundar was appointed as additional director with effect from 20.7.2015. Due to personal reasons she resigned from the directorship on 5.8.2015. Ms. Alice Chhikara was appointed as additional director with effect from 29th July 2015. She holds office up to 20th AGM of the Company. Your company has received notices from members proposing Mr. T.S. Raghavan, Mr. Niranjana R Jagtap and Ms. Alice Chhikara as Directors of the company and information regarding their appointments are provided in the notice convening the 20th AGM of the Company.

### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR UNDER SECTION 149 (6) OF CA 2013**

The Company has obtained declaration from the Independent Directors that they meet the criteria of Independence as provided in section 149 (6) of the Companies Act 2013

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors hereby state that;

1. In the presentation of the Annual accounts, applicable standards have been followed and there are no material departures.
2. The Directors have selected such accounting policies and apply them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2015 and profit for the Company for the year ended 31st March 2015.
3. The Directors have taken proper and sufficient care in the maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis; and



5. The Directors, in the case of listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and

The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This policy is accordingly derived from the said charter.

#### **1. Criteria of Selection of Non-Executive Directors**

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields.
  - ii. Personal, Professional or business standing:
  - iii. Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### **2. Remuneration :**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings.

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014).
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.



### **3. CEO, Managing Director / Whole Time Director Criteria for selection / appointment**

For the purpose of selection of the CEO, Managing Director / Whole Time Director, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### **Remuneration for the CEO, Managing Director / Whole Time Director**

- i. At the time of appointment or re-appointment, the CEO, Managing Director / Whole Time Director, shall be paid such remuneration as may be mutually agreed between the Companies (which includes the N&R Committee and the Board of Directors) and the CEO, Managing Director / Whole Time Director, within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the CEO, Managing Director / Whole Time Director, component comprises salary allowances, perquisites, amenities and retiral benefits.

#### **Remuneration Policy for the Senior Management Employees**

1. In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure / consider the following:
  - i. The relationship of remuneration and performance benchmark is clear;
  - ii. The remuneration component comprising salaries, perquisites and retirement benefits;
  - iii. The remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement.
  - iv. N&R Committee will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors, whilst recommending the annual increment.

#### **AUDIT COMMITTEE**

A qualified and independent Audit Committee of the Board of the company is functioning. It monitors and supervises the Management's financial reporting process with a view to ensure accurate and proper disclosure, transparency and quality of financial reporting. The committee reviews the financial and risk management policies and also the adequacy of internal control systems and holds discussions with Statutory Auditors and Internal Auditors. This is enhancing the credibility of the financial disclosures of the company and also provides transparency.

The company continued to drive immense benefit from the deliberation of the Audit Committee comprising of three Directors, **Mr. T.S. Raghavan**, **Mr. Niranjana R. Jagtap** and **Mr. K.S. Ravindranath** who are highly experienced and having knowledge in project finance,



accounts and company law. Mr. T.S. Raghavan is the Chairman of the Audit Committee. The Company Secretary acts as the Secretary of the Audit Committee. The details regarding the number of Audit Committee meeting convened during the year under review and the attendance details of the members are mentioned in the Corporate Governance Report. There is no incident where the Board had not accepted any recommendation of the Audit Committee during the year under review.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2014-2015.

No. of complaints received during the year: Nil

No. of Complaints disposed of during the year: Nil

**PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct as per the Guidelines issued by the Securities and Exchange Board of India for Prevention of Insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Board of Directors and the designated employees have confirmed compliance with the Code.

**THE RATIO OF THE REMUNERATION OF EACH DIRECTORS TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR 2014-15 ARE GIVEN BELOW**

<b>Name of the Directors</b>	<b>Ratio to Median Employee's remuneration</b>
Mr. Bala V. Kutti - Chairman	0.54
Mr. Niranjan R. Jagtap Independent Director	0.72
Mr. T.S. Raghavan Independent Director	0.81
Mr. K.S. Ravindranath - Whole Time Director	13.04



**THE PERCENTAGE INCREASE IN REMUNERATION OF DIRECTORS, KMP AND MEDIAN EMPLOYEE FOR THE FINANCIAL YEAR 2014-15**

There is no increase in remuneration to the Directors, KMP and median employee during the financial year 2014-15

**DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

Nomination of Exim Bank Director Mr. K. Ajitkumar, was withdrawn by the Bank with effect from 28th November 2014 and Ms. Alice Chhikara was appointed as additional Director as on 29th July 2015. There is no new appointment or resignation of KMP of the Company during the under review.

**PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS:**

The loan was provided to Indus Finance Ltd and its outstanding as on 31.3.2015 is Rs. 16.51 Crores. No Guarantee is outstanding as on 31.3.2015 nor provided by the Company during the year under review. With respect to investments details are provided under note No. 10 of notes on accounts under non-current investments.

**BUSINESS RISK MANAGEMENT:**

The Company has developed a Risk Management Policy by identifying the elements of risk which are mentioned below. The risk management approach at various levels inclining documentation and reporting seeks to create transparency, minimize adverse impact on the business objectives and enhance the company's competitive advantage.

**Project Risks:**

It is a high capital intensive in nature and therefore could be exposure to time and cost overruns. To mitigate these risks, the project management team, and the project accounting and governance frame work has been further strengthened.

**Competition risks:**

The industry is becoming intensely competitive with the foray of new entrants. To mitigate this risk, the Company is leveraging on its expertise, experience and its created capacities to increase market share, enhance brand visibility. It would also leverage its infrastructure and commercial team to offer value to its customers.

**Occupational Health and Safety Risks:**

Safety of the employees and workers is of utmost importance to the company. To reinforce the safety culture in the company, it has identified Occupational Health & Safety as one of its focus areas. Various training programs have been conducted and OH&S Competencies are integrated in to job descriptions of all Top Management and Safety Professionals.

**BOARD EVALUATION:**

Pursuant to the provisions of the companies Act 2013, and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance the directors



## INDOWIND ENERGY LIMITED

individually as well as the evaluation of the of its Audit, nomination and remuneration and compliance committees. The manner in which the valuation has been carried out has been explained in the Corporate Governance report.

### **DEPOSITS:**

During the year under review the company has not accepted any deposits from the public with in the ambit of section 73 of the companies Act, 2013 and The companies (Acceptance of Deposits)Rules,2014.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE HON'BLE HIGH COURT OF MADRAS**

To our Application filed before the Hon'ble High Court of Madras in the matter against Suzlon Infrastructure Services Ltd, (Now merged with holding Company M/s. Suzlon Energy Ltd) for appointment of Arbitrator in respect of the claim against them for loss of guaranteed generation, the Hon'ble High Court of Madras on 27th February 2015 has ordered appointment of Hon'ble Justice (Retd.) High Court of Madras, Mr. K.Chandru, as the Sole Arbitrator and pass an award as expeditiously as possible, preferably within a period of six months from the date of receipt of the Order.

### **WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to deal with instance of fraud and mismanagement if an any. The detail of the policy is explained in the Corporate Governance Report and posted on the website of the company

### **FINANCIAL STATEMENTS OF THE SUBSIDIARY COMPANY INDOWIND POWER PVT. LTD, (IPPL)**

IPPL has substantially contributed to the turnover of your company for the year under review. The Authorized Capital of the Company is Rs. 1,50,00,000/- comprises of 15,00,000 equity shares of Rs. 10/- each. The issued and Paid up capital of the company comprises of 11,36,960 equity shares of Rs. 10/- each amounting to INR.11,369,600 in which Indowind Energy Ltd holds 8,36,560 equity shares of Rs. 10/- each consisting of 73.58% of the total paid up capital.

### **FINANCIAL HIGHLIGHTS AND PERFORMANCE**

INR. In Million

<b>PARTICULARS</b>	<b>2014-15</b>	<b>2013-14</b>
Total Income	10.58	14.19
Total Expenses	10.48	14.05
Profit before Tax	0.10	0.14
Tax	0.03	0.04
Profit After Tax	0.07	0.10





## INDOWIND ENERGY LIMITED

### **INDUSTRIAL RELATIONS AND PARTICULARS OF EMPLOYEES**

As of 31st March 2015, Your Company has 78 employees on its rolls at different locations including Senior Management Personnel, Engineers, Technicians and Trainees. The employees will be inducted in to permanent services of the Company after training; to fill up vacancies as when arises. Your company has not issued any shares under Employees' Stock option Scheme during the year under review.

### **VARIATIONS IN THE MARKET CAPITALISATION OF THE COMPANY, PRICE EARNINGS RATIO AS AT THE CLOSING DATE OF THE CURRENT FINANCIAL YEAR AND PREVIOUS FINANCIAL YEAR:**

Particulars	March 31,2015	March 31,2014	% Change
Market Capitalization (Rs.)	38,40,93,560/-	31,31,97,786/-	22.63
Price earnings ratio	214	349	(38.68)

### **PERCENTAGE OF INCREASE OR DECREASE IN THE MARKET QUOTATION OF THE SHARES IN COMPARISON TO THE RATE AT WHICH THE COMPANY CAME OUT WITH THE LAST PUBLIC OFFER:**

Price of Public offer Rs. 65, Market Price as on 31.3.2015 - Rs. 4.28, difference (Rs.60.72) (93.41%)

### **THE KEY PARAMETERS FOR ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY THE DIRECTORS:**

None.

### **THE RATIO OF THE REMUNERATION OF THE HIGHEST PAID DIRECTOR TO THAT OF THE EMPLOYEES WHO ARE NOT DIRECTORS BUT RECEIVE REMUNERATION IN EXCESS OF THE HIGHEST PAID DIRECTOR DURING THE YEAR:**

None.

### **LIST OF EMPLOYEES WHO ARE IN RECEIPT OF REMUNERATION MORE THAN THE STIPULATED AMOUNT MENTIONED UNDER RULE 5 (2) OF COMPANIES (APPOINTMENT AND REMUNERATION) RULES 2014**

None.

### **AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:**

The Company affirms remuneration is as per the remuneration policy of the Company.

### **CORPORATE GOVERNANCE**

Your Company has complied with the requirements regarding Corporate Governance as required under revised clause 49 of the Listing agreement entered in with the Stock exchanges where the Company's shares are listed. A Report on the Corporate Governance in this regard is made as a



## **INDOWIND ENERGY LIMITED**

part of this Annual Report and a certificate from the Auditors of Your Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

### **LISTING OF EQUITY SHARES**

Your Company's equity shares are continued to be listed on the Bombay Stock Exchange Ltd, Mumbai and National Stock Exchange of India Ltd., Mumbai, FCCBs are listed at Singapore Exchange Securities Trading Ltd., (SGXST), GDRs are listed at Luxembourg Stock Exchange at Luxembourg during the year under review.

### **AUDITORS**

M/s.V.Ramaratnam & Co. retire at the conclusion of this Annual General Meeting and are eligible for reappointment.

### **EXTRACT OF ANNUAL RETURN**

As provided in Sec 92 (3) of the Act the extract of annual return is given in Annexure (1) of this report in the format Form MGT 9, which forms part of this report.

### **TRANSACTIONS WITH RELATED PARTIES**

Detailed information is provided with respect to the list of related parties under note No. 27.7.a of the notes on accounts and with respect to transactions with related parties are given in detailed under note No. 27.7.b of the notes on accounts in the format Form AOC-2, which forms part of this report in Annexure (2).

### **SECRETARIAL AUDIT**

Mr. R. Kannan PCS is the secretarial auditor of the company for the year under review and his report is attached with this in the format Form MR-3, which forms part of this report in Annexure (3).

### **ADEQUACY OF INTERNAL CONTROL**

Your Company has effective and adequate internal control systems in combination with delegation of powers. The control system is also supported by internal audits and management reviews with documented policies and procedures.

M/s. S. Vasudevan & Associates are the Internal Auditors to continuously monitor and strengthen the financial control procedures in line with the growth operations of the Company.

### **PARTICULARES REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013 AND ITS COMPANIES (ACCOUNTS) RULES 2014**

The particulars required to be given in terms of section 134 of the Companies Act, 2013 and its Companies (Accounts) Rules, 2014, regarding conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Foreign Exchange outgo are not applicable to Your Company.

### **ACKNOWLEDGEMENT**

The Directors wish to place on record their sincere thanks and gratitude to all its Bond holders, Share holders, Bankers, State Governments, Central Government and its agencies, statutory



## **INDOWIND ENERGY LIMITED**

bodies, suppliers, and customers, for their continued co-operation and excellent support extended to the Company from time to time.

Your Directors place on record their utmost appreciation for the sincere and devoted services rendered by the employees at all levels.

For and on behalf of  
**BOARD OF DIRECTORS OF  
INDOWIND ENERGY LIMITED**

Place: Chennai - 600 034

Date: 5<sup>th</sup> August 2015.

**Bala V. Kutti**  
Chairman



## INDOWIND ENERGY LIMITED

### Annexure - 1

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### Form No. MGT-9

#### I. REGISTRATION AND OTHER DETAILS:

CIN	L40108TN1995PLC032311
Registration Date	19.07.1995
Name of the Company	INDOWIND ENERGY LIMITED
Category / Sub-Category of the Company	Company limited by shares / Indian non Government Company
Address of the Registered office and contact details	No.114, Kothari Building, IV Floor, M.G. Road, Nungambakkam, Chennai – 600 034.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. CIN : U99999MH1994PTC076534 E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 072

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Power Generation	Power	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

##### COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	INDOWIND POWER PVT. LTD No.114, Kothari Building, IV Floor, M.G. Road, Nungambakkam, Chennai 600 034.	U40103TN2010PTC077068	subsidiary	73.58	2 (87)



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**I Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	7797490	-	7797490	8.69	7797490	-	7797490	8.69	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	21500572	4883154	26383726	29.40	22896599	4883154	27779753	30.96	1.56
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):	29298062	4883154	34181216	38.09	30694089	4883154	35577243	39.65	1.56
(2) Foreign									
a) NRIs - Individuals	756000	-	756000	0.84	756000	-	756000	0.84	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other.	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	756000	-	756000	0.84	756000	-	756000	0.84	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	30054062	-	34937216	38.93	31450089	-	36333243	40.49	1.56
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds / UTI									
b) Banks / FI	225000	-	225000	0.25	225000	-	225000	0.25	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-



## INDOWIND ENERGY LIMITED

i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	225000	-	225000	0.25	225000	-	225000	0.25	-
(2) Non-Institutions									
a) Bodies Corporate	8170974	-	8170974	9.11	8528265		8528265	9.50	0.39
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto 1 lakh	25599601	1374	25600975	28.53	25606838	1345	25608183	28.53	-
ii) Individual Shareholders holding nominal share capital in excess of 1 lakh	18072878	-	18072878	20.14	17346515	-	17346515	19.33	(0.81)
c) Others (specify)									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI	1829940		1829940	2.04	1509580		1509580	1.68	(0.36)
v) Clearing Members / Clearing House	865443	-	865443	0.96	151640		151640	0.17	(0.79)
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Directors / Relative & Friends	6600	32460	39060	0.04	6600	32460	39060	0.04	-
viii) Foreign Portfolio Investor Corporate	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	54545436	33834	54579270	60.82	53149438	33805	53183243	59.26	(1.56)
Total Public Shareholding (B)=(B)(1)+(B)(2)	54770436	33834	54804270	61.07	53374438	33805	53408243	59.51	(1.56)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	84824498	4916988	89741486	100	84824527	4916959	89741486	100	-



## INDOWIND ENERGY LIMITED

### ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	INDUS FINANCE LTD	6421765	7.16	-	6421765	7.16	-	-
2	LOYAL CREDIT & INVESTMENTS LTD	8125348	9.05	4.46	8125348	9.05	4.46	-
3	BALA VENCKAT KUTTI	5437495	6.06	-	5437495	6.06	-	-
4	K.S.RAVINDRANATH	1784995	1.99	-	1784995	1.99	-	-
5	KARUMUTHU FINANCE PVT. LTD*	6067481	6.76	-	-	-	-	0.09
6	IND ECO VENTURES LTD*	-	-	-	6145653	6.85	-	-
7	MANOHARAN V KUTTI	756000	0.84	-	756000	0.84	-	-
8	K.B.PRATHADEVI	575000	0.64	-	575000	0.64	-	-
9	INDUS CAPITAL PVT. LTD	495000	0.55	-	495000	0.55	-	-
10	SOURA CAPITAL PVT. LTD	5274132	5.88	-	6591987	7.35	-	1.4
	Total	34937216	38.93	4.46	36333243	40.49	4.46	1.56

\* Karumuth Finance Pvt. Ltd merged with Ind Eco Ventures Ltd,

### iii) Change in Promoters' Shareholding

	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Soura Capital Pvt. Ltd,	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year		5274132	5.88	6591987	7.35
Date: 13/06/2014 (Market Purchase)		620000	0.69	5894132	6.57
Date: 23/01/2015 (Market Purchase)		38000	0.04	5932132	6.61
Date: 30/01/2015 (Market Purchase)		16750	0.02	5948882	6.63
Date: 27/03/2015 (Market Purchase)		643105	0.72	6591987	7.35
At the end of the year		6591987	7.35	6591987	7.35



## INDOWIND ENERGY LIMITED

### iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Top 10 Shareholders*	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Commendam Investments Pvt. Ltd.	3515548	3.92	3686433	4.11
2	Ajit Singh	530000	0.59	520000	0.58
3	Karvy Stock Broking Ltd	387316	0.43	421251	0.47
4	EktaRajul Patel	361609	0.39	354609	0.40
5	Shakuntla Gupta	0	0.00	354226	0.39
6	ShriParasram Holdings Pvt. Ltd,	257308	0.29	328100	0.37
7	K R Gupta	256008	0.29	256008	0.29
8	Ganesh Vishnu Nalawade	200001	0.22	235405	0.26
9	Alwin Ashok Alva	92833	0.10	232231	0.26
10	Corporation Bank	225000	0.25	226000	0.25

\* The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated Shareholding is consolidated based on permanent account number (PAN) of the shareholder.





## INDOWIND ENERGY LIMITED

### v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Directors				
1	Mr. Bala V. Kutti, Chairman				
	At the beginning of the year	5437495	6.06	5437495	6.06
		<i>There is no change in Directors' Shareholding between 01.04.2014 to 31.03.2015</i>			
	At the end of the year	5437495	6.06	5437495	6.06
2	Mr. K.S. Ravindranath, Whole Time Director & KMP				
	At the beginning of the year	1784995	1.99	1784995	1.99
		<i>There is no change in Directors' Shareholding between 01.04.2014 to 31.03.2015</i>			
	At the end of the year	1784995	1.99	1784995	1.99
3	Mr. Niranjana R. Jagtap, Director				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
4	Mr. T.S. Raghavan, Director				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

Sl. No.	Key Managerial Personnel	Name of the Key Managerial Personnel			
		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Mr. K.K. Dinakar				
	At the beginning of the year	258	0.00	258	0.00
		<i>There is no change Shareholding between 01.04.2014 to 31.03.2015</i>			
	At the end of the year	258	0.00	258	0.00
	Mr. S. Diraviam				
	At the beginning of the year	4800	0.005		
	Date: 27/10/2014	3800	0.004		
	Date: 3/1/2015	0	0.00		
	At the end of the year	0	0.00	0	0.00



## INDOWIND ENERGY LIMITED

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness Crores
Indebtedness at the beginning of the financial year				
i) Principal Amount	79,19,34,936	62,15,90,065	NIL	141.35
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	79,19,34,936	62,15,90,065	NIL	141.35
Change in Indebtedness during the financial year				
Addition 8,57,32,484	NIL	NIL	8.58	
Reduction	11,10,88,064	NIL	NIL	11.11
Net Change	(2,53,55,580)	NIL	NIL	(2.53)
Indebtedness at the end of the financial year				
i) Principal Amount	76,65,79,356	62,15,90,065	NIL	138.82
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	76,65,79,356	62,15,90,065	NIL	138.82

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Mr. K.S.Ravindranath Whole Time Director	Total Amount Lakhs
	Gross Salary	Rs.	
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	14,02,008	14.02
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	38,760	0.39
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL
2	Stock Options	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission		
	- as % of profit	NIL	NIL
	- others, specify....	NIL	NIL
	Others, please specify		
	i. Deferred bonus (pertaining to the current Financial year payable in 2018)	NIL	NIL
	ii. Retrials	NIL	NIL
	Total (A)	14,40,768	14.41



## INDOWIND ENERGY LIMITED

### B. Remuneration to other Directors:

#### 1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount Lakhs
		Mr. Niranjan R. Jagtap	Mr. T.S. Raghavan	
		Rs.	Rs.	
1	-Fee for attending Board/Committee Meetings	80,000	90,000	1.70
2	-Commission	NIL	NIL	NIL
3	- Others, please specify	NIL	NIL	NIL
	Total (B)(1)	80,000	90,000	1.70

#### 2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount Lakhs
		K V Bala	Authorised Director from Exim Bank	
		Rs.	Rs.	
1	-Fee for attending Board/ Committee Meetings	60,000	10,000	0.70
2	-Commission	NIL	NIL	NIL
3	- Others, please specify	NIL	NIL	NIL
	Total (B)(1)	60,000	10,000	0.70

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. K.K. Dinakar Chief Financial Officer	Mr. S. Diraviam Company Secretary & Head Compliance	Total Amount Lakhs
	Gross Salary (Rs.)	18,06,308	15,73,000	33.79
	TOTAL	18,06,308	15,73,000	33.79

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2015



**ANNEXURE 2  
FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

**INTRODUCTION**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2015, which were not at Arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

<b>Nature of Related Party</b>	<b>Nature of Relationship</b>	<b>Salient Terms</b>	<b>Amount (in Rupees)</b>
<b><u>Nature of Contract</u></b>			
<i>Power Share</i>			
- Indowind Power Private Limited	Subsidiary	Power Share	84,364,977
- Indus Finance Limited	Associates	Power Share	1,969,019
- Ind Eco Ventures Ltd	Associates	Power Share	1,949,163
- Bekae Properties Pvt. Ltd.	Associates	Power Share	1,642,062
- Everon Power Pvt. Ltd.	Associates	Power Share	2,474,662
<i>Interest Income</i>			
- Indus Finance Ltd	Associates	Loan Interest	19,148,544
<i>Investments</i>			
Indowind Power Private Ltd	Subsidiary	Not Applicable	8,365,600
<i>Capital Advances Acquisition of 6MW wind project</i>			
Indus Finance Ltd.	Associates	Advances	99,232,716
Ind Eco Ventures Ltd	Associates	Advances	209,935,663
Bekae Properties Pvt. Ltd.	Associates	Advances	102,106,738
<i>Capital Advances/ Guarantee Deposits - Secured</i>			
Everon Power Pvt. Ltd.	Associates	Advances	2,365,196
- Loyal Credit & Investments Ltd.	Associates	Advances	82,447,795
- Indus Finance Limited	Associates	Advances	165,110,797
<i>Other Current Assets</i>			
- Indus Finance Limited	Associates		795,202
- Loyal Credit & Investments Ltd	Associates		807,381
<i>Long Term trade advances</i>			
- Indowind Power Pvt. Ltd.	Subsidiary	Trade Advances	50,401,224
- Bekae Properties Pvt. Ltd.	Associates	Trade Advances	20,976
- Indonet Global Ltd.	Associates	Trade Advances	67,312



**ANNEXURE 3**

**Form No.MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Indowind Energy Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Indowind Energy Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s Indowind Energy Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Indowind Energy Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings is not applicable for the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The other laws as may be applicable specifically to the company
  - (a) Electricity Act, 2003
  - (b) Essential Commodities Act, 1955

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges in India

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) In respect of Appointment of Key Managerial Personnel as prescribed under Section 203 of Companies Act, 2013, the Company is yet to appoint Chief Financial Officer for the Company
- (b) System for monitoring Insider Trading should be strengthened. Inter-se Transfers / Share Transfers within Group Companies to be regularised. The company has to devise a Policy for regulating and monitoring Insider Trading and the same should be circulated to all Designated Persons and employees of the Company.
- (c) The company has entered into Related Party Transactions during the year. As declared by them, the transactions are in the ordinary course of business at arm's length price
- (d) The Company has transferred funds to Related Parties during the year which needs to be regularised as per the Companies Act.

I report that there were no actions / events in pursuance of

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring Compliance thereof by the Company during the year under review and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year



## INDOWIND ENERGY LIMITED

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

It is recommended to constitute a compliance management committee and to formulate a system to review the statutory compliances made or to be made by the Company under various applicable acts, rules, regulations on periodical basis under the in-charge of a responsible person in the senior most management cadre.

I further report that during the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Signature:

**R Kannan**  
**Practicing Company Secretary**  
**FCS No: 6718**  
**C P No: 3363**

Place: Chennai

Date: 5th August 2015

**REPORT ON CORPORATE GOVERNANCE OF INDOWIND ENERGY LTD****INTRODUCTION**

The company is complying with the mandatory requirements of the Code of Corporate Governance (Code) introduced by the Securities and Exchange Board of India (SEBI) and incorporated in Clause 49 of the Listing Agreement in all material aspects, stipulated for listed companies.

**A) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The company is committed to the highest standards of corporate governance in all its activities and business practices. The Company looks at Corporate Governance as a measure to ensure sustained better financial performance and to serve the shareholders by providing better service. The Company considers Corporate Governance in its widest sense. The Corporate Governance measures the delivery of Company's objects with a view to translate the ability, opportunity into reality and results. The Board ensures better implementation of the key elements in Corporate Governance like transparency, disclosure, internal controls etc. It takes feedback into account in its reviews of the principles of commitment and growth to ensure better improvement and growth.

The following is the report on the practices of the company on major aspects of corporate governance:

**B) COMPOSITION OF THE BOARD**

The company has complied with the corporate governance norms in terms of constitution of the board. The Board comprises of 5 Directors details are given in Table 1.

**C) NUMBER OF BOARD MEETINGS**

Indowind Energy Limited held 5 Board Meetings during the year ended 31<sup>st</sup> March 2015. These were on 30<sup>th</sup> May 2014, 11<sup>th</sup> August 2014, 11<sup>th</sup> November 2014, 12<sup>th</sup> December 2014 and 30<sup>th</sup> January 2015.

**D) DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIP HELD**

Details of the above are given in table 1.

**Table 1: DETAILS ABOUT BOARD OF DIRECTORS OF INDOWIND ENERGY LIMITED**

Name	Designation	Board Meetings held during the year	Board Meetings attended during the year	Whether attended last AGM	Other Directorship (in Public Limited Companies)
Mr. Bala V. Kutti	Chairman	5	4	Yes	<ul style="list-style-type: none"><li>➤ M/s.Ind Eco Ventures Ltd</li><li>➤ M/s.Indus Finance Ltd.,</li><li>➤ M/s.Indonet Global Ltd.</li><li>➤ M/s.Loyal Credit &amp; Investments Ltd</li></ul>





## INDOWIND ENERGY LIMITED

Mr. K.S.Ravindranath	Whole time Director	5	5	Yes	Nil
Mr. Niranjan R Jagtap	* Independent Director	5	4	Yes	➤ M/s.Ind Eco Ventures Ltd
Mr. T.S. Raghavan	* Independent Director	5	5	Yes	➤ M/s.Tanfac Industries Ltd ➤ M/s. Empee Sugars & Chemicals Ltd ➤ M/s. Empee Distilleries Ltd ➤ M/s. Hindustan Safe Deposit Lockers Ltd ➤ M/s. Indus Finance Ltd
Mr. K. Ajit Kumar	**Nominee Director	5	1	No	➤ M/s. Ucal Fuel Systems Ltd ➤ M/s. Moser Baer India Ltd

(\* ) Independent Director means a Director who, apart from receiving a Director's remuneration does not have any other material pecuniary relationship or transactions with the company, its promoters, its management, or its subsidiaries, which in the judgment of the Board may affect the independence of judgment of the Director.

(\*\*) Nominated by Export - Import Bank of India, Mumbai, with effect from 7<sup>th</sup> February 2014 and his resigned from the office of director of the company with effect from 28<sup>th</sup> November 2014.

None of the Directors is a member of more than 10 Board-level committees, or a Chairman of more than five such committees, as required under Clause 49 of the listing agreement.

### E) INFORMATION SUPPLIED TO THE BOARD:

Among others, this includes:

- Annual operating plans and budgets and any updates.
- Quarterly financial results of the company
- Minutes of meeting of Audit Committee and other committees of the Board
- Materially important show cause, demand, prosecution and penalty notices
- Fatal or serious accidents of dangerous occurrences
- Any materially relevant default in financial obligations to and by the company.
- Any issue which involves possible public claims of substantial nature
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- Sale of material nature, of investments, assets, which is not in the normal course of business
- Any issue which involves possible public claims of substantial nature
- Non-compliance of any regulatory or statutory provision or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.



## INDOWIND ENERGY LIMITED

The Board of M/s. Indowind Energy Limited is routinely presented with information under the above heads whenever applicable and materially significant. These are submitted either as part of the agenda papers well in advance of the Board meetings or are tabled in the course of the Board meetings.

### F) COMMITTEES OF THE BOARD

#### I) AUDIT COMMITTEE

A qualified and independent Audit Committee of the Board of the company is functioning. It monitors and supervises the Management's financial reporting process with a view to ensure accurate and proper disclosure, transparency and quality of financial reporting. The committee reviews the financial and risk management policies and also the adequacy of internal control systems and holds discussions with Statutory Auditors and Internal Auditors. This is enhancing the credibility of the financial disclosures of the company and also provides transparency.

The company continued to drive immense benefit from the deliberation of the Audit Committee comprising of three Directors, **Mr. T.S. Raghavan**, **Mr. Niranjan R. Jagtap** and **Mr. K.S. Ravindranath** who are highly experienced and having knowledge in project finance, accounts and company law. Mr. T.S. Raghavan is the Chairman of the Audit Committee. The Company Secretary acts as the Secretary of the Audit Committee. The minutes of each Audit Committee meeting are placed before, and discussed in full by the Board.

The Audit Committee met 4 times during the year ended 31<sup>st</sup> March 2015.

Attendance records of Audit Committee Members are given in Table 2.

**Table 2:**

Name of Director	No. of Meetings held	Meetings attended
Mr. T.S. Raghavan	4	4
Mr. Niranjan R. Jagtap	4	3
Mr. K.S. Ravindranath	4	4

The terms of reference of the Audit Committee are as follows:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of Auditor and the fixation of audit fees.
3. Approval of payment to Auditors for any other services rendered by them.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference:
  - i. Matters required to be included in Director's responsibility statement to be included in the Board's report.
  - ii. Changes of any in accounting policies and practices and reasons for the same.
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management.
  - iv. Significant adjustments made in the financial statement arising out of audit findings.
  - v. Compliance with listing and other legal requirements relating to financial statements.



- vi. Disclosure of any party transactions.
- vii. Qualifications in the draft audit report.

## **II) RISK MANAGEMENT COMMITTEE**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the Company has constituted a risk management committee.

The Risk management Committee comprises of

1. Mr. Bala V. Kutti - Chairman
2. Mr. K.S. Ravindranath Whole Time Director
3. Ms. Alice Chhikara Director

It is an ongoing process within the organization. The management identifies and monitors the risk and takes proper action to minimize the risk. The Committee will meet as and when situation arises.

This Risk Management Committee will go into the various matters involving transactions of the company in assessing the various issues and recommend in devolving procedure and frame work in terms of Clause 49 of the listing agreement:

- (a) Forex Dealings
- (b) Position of collection of Outstanding's from Customers and Extending Credit Facilities to Customers
- (c) Inventory Control
- (d) Placing of Orders with Suppliers in respect of Critical components and High value items
- (e) Borrowings from Bankers by analyzing the need and interest charged by the Bankers and recommending the same to the Borrowing of the Board for its consideration.
- (f) External Borrowings
- (g) Capital outlay / Expansion of the company's activities
- (h) Statutory Obligations, Compliance, Legal Issues if any.
- (i) Budgetary allocation and analysis of variation with regard to Budget and actuals.
- (j) Diversification of activities and manufacture of new line of Products
- (k) Review of Internal Control

This Committee may also invite Consultants in the respective area of specialization for discussions if need be.

At present the Company has not identified any element of risk which may threaten the existence of the company

## **III) STAKE HOLDERS' RELATIONSHIP COMMITTEE**

In line with the Companies Act 2013 / Clause 49 of Listing Agreement requirements, the nomenclature of this committee has been changed from Shareholders / Investors' Grievances Committee to Stake Holders' Relationship Committee.

This Committee comprises of the following members of the Board as take in Table 3.



## INDOWIND ENERGY LIMITED

**Table 3:**

Name	Designation	Status	No. of meetings held	No. of meetings attended
Mr.T.S. Raghavan	Chairman	Non-Executive and Independent Director	4	4
Mr.K.S.Ravindranath	Member	Whole Time Director	4	4
Mr.Niranjan R.Jagtap	Member	Non-Executive and Independent Director	4	4

The terms of reference of the Shareholders / Investors' Grievance Committee are as follows:

The shareholder / Investors grievance committee shall be responsible to look into redressal of the grievances of the shareholders and non receipt of dividend if any.

The Company has received nil complaint during this financial year 31st March 2015. Mr. S. Diraviam Company Secretary of the Company is the Compliance officer.

### **IV) NOMINATION AND REMUNERATION COMMITTEE**

In line with the Companies Act 2013 / Clause 49 of Listing Agreement requirements, the nomenclature of this committee has been changed from Remuneration Committee to Nomination and Remuneration Committee

This Committee consists of the following members of the Board as stated in Table 4.

**Table 4:**

Name	Designation	Status
Mr.T.S.Raghavan	Chairman	Non-Executive and Independent Director
Mr. Bala V. Kutti	Member	Chairman
Mr.Niranjan R.Jagtap	Member	Non-Executive and Independent Director

The Committee met two times during the Financial Year 2013-14 i.e. on 11<sup>th</sup> November 2013 and 16<sup>th</sup> January 2014.

The terms of reference of the Remuneration Committee of our Company are as follows:

The Remuneration Committee shall have all necessary powers and authority to ensure appropriate disclosure on the remuneration of the whole-time Director and to deal with all elements of remuneration package of all directors. The remuneration paid to all is as per the Remuneration of the Company.

### **G) BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.



A separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its mandatory shareholders etc. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

#### **H) WHISTLE BLOWER POLICY**

Your Company has established a Whistle blower Policy to enable the stakeholders to report unethical behavior, actual or suspected fraud or violation of the companies' code of conduct this policy provides adequate safe guards against victimization of Directors / Employees and provide direct access to the Chairman of the Audit Committee in exception cases. The protected disclosers if any reported under this policy will be appropriately and expeditiously investigated by Chairman.

Your Company here by affirms that no Director / Employee has been denied access to the Chairman of the Audit Committee and that no complaint was received during the year under review. The Whistle Blower policy has been disclosed on the company's website.

The Member of the Whistle blower Policy Committee consists of the following persons.

1. Mr. Sajan - Site Engineer - Nettur
2. Mr. G.D. Sharath Chandra - Sr. Manager Gadag
3. Mr. C. Rajaram Site In charge - Keel Veeranam

#### **I) MANAGEMENT**

Disclosure by the management to the Board

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board, and interested Directors neither participate in the discussion, nor do they vote on such matters.

#### **J) SHAREHOLDERS**

##### **a) Disclosure regarding appointment or re-appointment of Directors**

According to the Articles of Association of the Company, not less than 1/3<sup>rd</sup> of the Directors who are liable to retire by rotation, shall retire from office. All the Directors are eligible and are offering themselves for re-appointment as and when required.

The profile of the directors who are to be appointed are mentioned, in brief, in the notice convening the 20th Annual General Meeting.

##### **b) Shareholding pattern of Directors:**

As per our Memorandum, the Directors need not hold any Shares as Qualification Shares.

Details as to shareholding of the Directors are furnished in Table 5.



## INDOWIND ENERGY LIMITED

**Table 5**

Name of Director	No. of Shares held as on 31.3.2015	% of Paid-up Equity Share Capital
Mr. Bala V. Kutti	54,37,495	6.06
Mr.K.S.Ravindranath	1,784,995	1.99
Mr.Niranjan R.Jagtap	NIL	NIL
Mr.T.S.Raghavan	NIL	NIL
Mr. K. Ajit Kumar	NIL	NIL
<b>Total</b>	<b>72,22,490</b>	<b>8.05</b>

**c) Registrar and Transfer Agent:**

M/s. Big Share Services Pvt Ltd. who is registered with SEBI as a Category II Registrar, have been appointed as the registrar and share transfer agent of the company for both physical and electronic segment and have attended to share transfer formalities regularly.

**d) General Body Meetings**

Details of last three Annual General Meetings are given in Table (6)

**Table 6**

Year	Location	Date	Time
2013-14	Hotel 'Clarion, 25, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004	14/08/14	4.00 P.M
2012-13	Hotel 'Savera, 146, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 017	27/09/13	4.00 P.M
2011-12	Hotel 'The Accord Metropolitan 35, G.N.Chetty Road, T.Nagar, Chennai 600 017	28/09/12	4.00 P.M

**The following special resolution was passed in the previous general meeting.**

Date of AGM	Subject
27.9.2013	Resolution under Sec. 198,269,309,310 and 311 Schedule XIII of the Companies Act 1956, for the re-appointment of Mr. K.S. Ravindranath, as the Whole time Director of the Company.

There were no resolutions requiring approval through postal ballot during the last year and at present no such resolution is being proposed to be passed.



## INDOWIND ENERGY LIMITED

### e) Disclosures:

Disclosure on materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.

### f) General Shareholder Information:

#### i) 20th Annual General Meeting for the year 2015

Date	28 <sup>th</sup> September 2015
Time	4.00 P.M.
Venue	Hotel Accord Metropolitan, No.35, G.N. Chetty Road, T. Nagar, Chennai-600004.
Date of Book Closure	23 <sup>rd</sup> September 2015 to 28 <sup>th</sup> September 2015 (both days inclusive)
Registrar and Share Transfer Agent	M/s. Bigshare Services Pvt Ltd.

#### ii) Financial Calendar:

Adoption of the Quarterly Results for the quarter ending:

Quarter ending	Date of results adoption
30 <sup>th</sup> June 2014	11 <sup>th</sup> August 2014
30 <sup>th</sup> September 2014	11 <sup>th</sup> November 2014
31 <sup>st</sup> December 2014	30 <sup>th</sup> January 2015
31 <sup>st</sup> March 2015	13 <sup>th</sup> June 2015

#### iii) Listing on Stock Exchanges at

<b>Bombay Stock Exchange Limited,</b> Registered Office: Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	<b>National Stock Exchange of India Limited,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.
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#### iv) Scrip Code

Bombay Stock Exchange Limited	:	532894
National Stock Exchange of India Limited	:	INDOWIND
Demat ISIN Number in NSDL and CDSL	:	INE227G01018



## INDOWIND ENERGY LIMITED

### v) Market Price Data

Month & Year	NSE		BSE	
	Share Price (Rs.)		Share Price (Rs.)	
	High	Low	High	Low
April 2014	4.00	3.30	4.03	3.40
May	5.85	3.60	6.03	3.61
June	8.05	5.10	8.00	5.20
July	7.40	4.85	7.49	4.93
August	5.35	4.60	5.35	4.62
September	5.25	3.90	5.25	3.96
October	4.45	3.80	4.57	3.91
November	4.80	4.00	4.82	4.00
December	4.65	3.85	4.57	3.86
January 2015	5.95	4.05	5.95	4.10
February	6.65	4.65	6.88	4.60
March	5.95	4.00	5.90	3.91

### K) MEANS OF COMMUNICATION

As stipulated under Clause 41 of the Listing Agreement, the Quarterly Results are published in one English National Newspaper (News Today) and one Tamil Newspaper (Maalai Sudar) within 48 hours of the conclusion of the Board Meeting in which the results are approved. They are also displayed in the website of the Company [www.indowind.com](http://www.indowind.com)

The Company's website also displays official press/news releases and several other details/information of interest to various stakeholders, including the complete Annual Reports and shareholding pattern.

### L) DISTRIBUTION OF SHAREHOLDING AS ON 31.3.2015

Range of Shares		Holders		Shares	
From	To	No.	%	No.	%
1	5000	25041	68.7034	42303540	4.7139
5001	10000	4592	12.5988	39705020	4.4244
10001	20000	2911	7.9867	46093460	5.1362
20001	30000	1148	3.1497	30006910	3.3437
30001	40000	590	1.6187	21620710	2.4092
40001	50000	585	1.6050	28010750	3.1213
50001	100000	826	2.2662	62182800	6.9291
100001 and above		755	2.0714	627491670	69.9221
<b>Total</b>		<b>36448</b>	<b>100.0000</b>	<b>897414860</b>	<b>100.0000</b>





## INDOWIND ENERGY LIMITED

### M) TOP 10 SHAREHOLDERS AS ON 31.3.2015

SL No	SHAREHOLDER NAME	HOLDING
1	Loyal Credit And Investments Ltd	8125348
2	Soura Capital Private Limited	6591987
3	Ind Eco Ventures Limited	6145653
4	Bala Venckat Kutti	5437495
5	Indus Finance Limited	6421765
6	Commendam Investments Private Limited	3686433
7	K. S. Ravindranath	1784995
8	Manoharan V Kutti	756000
9	KB Prathadevi	575000
10	Ajit Singh	520000



## INDOWIND ENERGY LIMITED

### N) SHAREHOLDING PATTERN

Name of the Company: INDOWIND ENERGY LIMITED

As on: 31.03.2015

Statement Showing Shareholding Pattern								
Name of the Company : INDOWIND ENERGY LIMITED								
Scrip Code : 532894      Quarter Ended : 31 <sup>st</sup> March 2015								
Category Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup> (VI)	As a percentage of (A+B+C) (VII)	Number of Sahres (VIII)	As a percentage (IX) = (VIII) (IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>(A)</b>	<b>Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	3	7797490	7797490	8.69	8.69	0	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	5	27779753	22896599	30.96	30.96	4000000	14.40
(d)	Financial Institutions/Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)							
	<b>Sub Total (A)(1)</b>	<b>8</b>	<b>35577243</b>	<b>30694089</b>	<b>39.64</b>	<b>39.64</b>	<b>4000000</b>	<b>11.24</b>
<b>2</b>	<b>Foreign</b>							
a	Individuals (Non - Residents Individuals / Foreign Individuals)	1	756000	756000	0.84	0.84	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00
d	Any Others(Specify)							
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>9</b>	<b>36333243</b>	<b>31450089</b>	<b>40.49</b>	<b>40.49</b>	<b>4000000</b>	<b>11.01</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds / UTI	0	0	0	0.00	0.00	0	0.00
(b)	Financial Institutions / Banks	1	225000	225000	0.25	0.25	0	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Any Other (specify)							
	<b>Sub-Total (B)(1)</b>	<b>1</b>	<b>225000</b>	<b>225000</b>	<b>0.25</b>	<b>0.25</b>	<b>0</b>	<b>0.00</b>



## INDOWIND ENERGY LIMITED

**Statement Showing Shareholding Pattern**  
**Name of the Company : INDOWIND ENERGY LIMITED**  
**Scrip Code : 532894 Quarter Ended : 31<sup>st</sup> March 2015**

Category Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of Sahres (VIII)	As a percentage (IX) = (VIII) (IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>2</b>	<b>Non-institutions</b>						0	0.00
(a)	Bodies Corporate	454	8528265	8528265	9.50	9.50	0	0.00
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	35013	25608183	25606838	28.53	28.53	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	609	17346515	17346515	19.33	19.33	0	0.00
(c)	Trusts	0	0	0	0.00	0.00	0	0.00
( d )	Any Other (specify)							
(d-i)	Clearing Member	43	151640	151640	0.17	0.17	0	0.00
(d-ii)	NRI (Repat)	303	1509580	1509580	1.68	1.68	0	0.00
(d-iii)	Directors / Relative & Friends	12	39060	6600	0.04	0.04	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>36434</b>	<b>53183243</b>	<b>53149438</b>	<b>59.26</b>	<b>59.26</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>36435</b>	<b>53408243</b>	<b>53374438</b>	<b>59.51</b>	<b>59.51</b>	<b>0</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>36444</b>	<b>89741486</b>	<b>84824527</b>	<b>100.00</b>	<b>100.00</b>	<b>4000000</b>	<b>4.46</b>
<b>(C)</b>	Shares held by Custodians and against which Depository Receipts have been issued							
(c-i)	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
(c-ii)	Public	0	0	0	0.00	0.00	0	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>36444</b>	<b>89741486</b>	<b>84824527</b>	<b>100.00</b>	<b>100.00</b>	<b>4000000</b>	<b>4.46</b>



## INDOWIND ENERGY LIMITED

### O) DEMATERIALIZATION OF SHARES AND LIQUIDITY

94.52% Shares are held in demat as on 31<sup>st</sup> March 2015 and the balance 5.48% are in physical form.

Outstanding GDRs / ADRs / Warrants or any Convertible instruments : Nil

Stock option scheme : Nil

The shares of the Company are listed in Bombay Stock Exchange Limited and National Stock Exchanges of India Ltd.,

### P) ADDRESS FOR CORRESPONDENCE:

#### **Registered Office:**

#### **Registrar and Transfer Agent:**

1) Indowind Energy Limited "Kothari Building" 4th Floor, 114, M.G. Road, Nungambakkam, Chennai 600 034. Phone: 044-2833 0867/ 2833 1310 Fax: 044-2833 0208 Email: diraviam@indowind.com	2) M/s.Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400 072. Phone: 022-40430200 Fax: 022-2847 5207 Email: bhagwan@bigshareonline.com
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### Q) BRANCH OFFICES:

#### **MUMBAI**

603, Keshava Building, 6<sup>th</sup> Floor,  
Bandra Kurly Complex, Bandra East,  
Mumbai 600 051

#### **MADURAI**

85, Kamarajar Salai,  
Madurai 625 009.

### R) SITE OFFICES

#### **NETTUR**

Kidararakulam,  
Alangulam,  
Tirunelveli Dist.  
Tamilnadu-627854

#### **ARALVOIMOZHI**

Subash Nagar,  
Kumarapuram Road,  
Kanyakumari Dist.  
Tamilnadu-629301

#### **GADAG**

Adarsha Nagar,  
Plot No. 16, Gadag,  
Karnataka-562 103  
Karnataka-582103

#### **CHITRADURGA**

Srinivas Complex,  
First Floor,  
B.P. Extension Area,  
Chitradurga-577501

For and on behalf of  
**BOARD OF DIRECTORS OF  
INDOWIND ENERGY LIMITED**

Place: Chennai - 600 034  
Date: 5<sup>th</sup> August 2015.

**Bala V. Kutti**  
Chairman



**INDOWIND ENERGY LIMITED**

## **Certificate on Corporate Governance**

We have examined the compliance of conditions of Corporate Governance by M/s. Indowind Energy Limited, for the year ended 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investor's Grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For V. Ramaratnam & Co  
Chartered Accountants**

FRN: 002956S

**R. Sundar  
Partner**

Membership No. : 012339

Place: Chennai.

Date: 5<sup>th</sup> August 2015.

### **DECLARATION BY CHAIRMAN**

This is to declare that the respective Code of Conduct envisaged by the Company for Members of the Board and Senior Management Personnel have been complied with by all the members of the Board and senior management Personnel of the Company.

For and on behalf of  
**BOARD OF DIRECTORS OF  
INDOWIND ENERGY LIMITED**

Place: Chennai - 600 034

Date: 5<sup>th</sup> August 2015.

**Bala V. Kutti**  
Chairman



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
Indowind Energy Limited.

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of INDOWIND ENERGY LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the



appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Basis of Qualified Opinion**

- (i) We draw your attention to the Note. No. 12 of Financial Statements regarding the Project Advances amounting to Rs.44.60 Crores made as part of the 24 MW wind farm expansion project. This transaction has occurred outside India, during the financial year 2011-12. We have in the past drawn your attention to the lack of information concerning the supply schedule and nonconfirmation of balance by the party. In view of the above facts, we are unable to comment on the substance of the transaction and its disclosure in the accompanying financial statements. In the absence of any information about the progress of the project or legal proceedings in the Court of Law we are unable to comment about the recoverability of the amount and / or acquisition of WEGs for which the payments have been made. The consequential financial impact on the profit and loss account and the net-worth of the Company for the financial year ended 31st March, 2015 is indeterminable.
- (ii) We draw your attention to Point 2 (d) in the paragraph "Report on other Legal & Regulatory requirements" for effect on Profit & Loss of the company on account of non-compliance of Accounting Standards.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, ***except for the effects of the matter described in the paragraphs "Basis of Qualified Opinion" and "Emphasis of Matter"***, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

### **Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

- (i) Note No. 5 (i) of the Financial Statements in respect of the Company's ability to continue as a going concern which is in part dependent on the successful outcome of the decision regarding the liquidation petition filed by the bond holders before the Honorable Madras High Court.
- (ii) Note No. 10 of the Financial Statements in respect of Non-Current Investments. In the absence of information, we are unable to comment whether any provision for diminution, other than temporary, in the value of investments, in India Wind Power Private Ltd., to the extent of Rs. 100 Lakhs, needs to be made.
- (iii) Note No.15 of the Financial Statements in respect of cash & cash equivalents. In our opinion, Rs.30 lakhs grouped under cash & cash equivalents requires Provisioning since the Bank has



not confirmed this balance and the Quality of the Asset is doubtful. Had the same been provided for, the Profit for the year would have been decreased by Rs.30 lakhs.

- (iv) Note No. 19 of Financial Statements in respect of Rs.2,93,10,704/- accounted as Interest from Tamil Nadu Electricity Board (TNEB) and Bangalore Electricity Supply Company (BESCOM), in respect of delayed payments being made by TNEB& BESCOM. The said amount has been accounted in accordance with the Power Purchase Agreement entered into between the Company and TNEB& BESCOM; however the same has not been acknowledged as payable by TNEB& BESCOM.

Our opinion is not modified in respect of the matters mentioned above.

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the central government in terms sub-section (11) of section 143 of the Act, we give in Annexure a statement on matters specified in paragraph 3 & 4 of the said order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except Accounting Standard 11 - The Effects of Changes in Foreign Exchange Rates, wherein the Company has not re-instated the foreign currency term loan disclosed under Note No. 4 & 7 amounting to Rs. 58,33,93,531/- representing a part of total sanctioned loan amount, taken from EXIM Bank at the year-end forex rates. Had the same been re-instated, the profit for the financial year ended 31st March 2015 as per the Statement of Profit & Loss A/c would have been decreased by Rs. 21,16,01,199/-
  - (e) The matter described in sub-paragraph (i) under the Emphasis of Matters paragraph above, regarding outcome of winding up petition, in our opinion, may have an adverse effect on the functioning of the Company.
  - (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the





## INDOWIND ENERGY LIMITED

Company and the operating effectiveness of such controls, we are of opinion that internal controls needs to be strengthened on the basis stated in paragraph "Basis for Qualified Opinion", "Emphasis of Matter"& "Point (d) of Report on Other Legal and Regulatory Requirements".

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 5 and 27.1 to the financial statements
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Chennai.  
Date: 13<sup>th</sup> June 2015

**For V. Ramaratnam & Co**  
**Chartered Accountants**

FRN: 002956S

**R. Sundar**  
**Partner**

Membership No. : 012339



**The Annexure referred to in paragraph 1 in Other Legal and Regulatory Requirements of Our Report of even date to the members of INDOWIND ENERGY LIMITED on the accounts of the company for the year ended 31st March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.  
No Material discrepancies were noticed on such verification.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) On the basis of our examination of the records of Inventory, we are of the opinion that the company is maintaining proper records of its inventories.  
No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) There is a Company covered in the register maintained under section 189 of the Companies Act, 2013 to which the company has granted loans.  
(b) The parties have repaid the principal amounts as stipulated and have been regular in the payment of interest.  
(c) There is no overdue amount of loans granted to companies / firms / other parties listed in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, with regards to the purchase of inventories & fixed assets and with regards to sale of goods & services.  
During the course of our audit, no major weakness has been noticed in the internal controls.
5. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 73 & 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 with regard to deposits accepted from the public & from the members.  
No Order has been passed by the Company Law Board or the National Company Law Tribunal or by any Court or by any other Tribunal with regard to such deposits.
6. We have broadly reviewed the Books of Account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for maintenance of Cost Records under section 148 (1) of the Companies Act, 2013 and we are of the opinion, that prima facie the prescribed accounts and records have been made and maintained.



## INDOWIND ENERGY LIMITED

7. (a) According to the records of the company, the company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Sales-tax, Value Added Tax, Wealth Tax, Income Tax, Service Tax, Custom Duty, Excise Duty, cess & other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of Sales-tax, Value Added Tax, Wealth Tax, Income Tax, Service Tax, Custom Duty and Excise Duty were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.

- (b) According to the records of the company, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Value Added Tax, Service Tax, Excise Duty or Cess which have not been deposited on account of any dispute except the following

Particulars	Amount disputed	Case preferred by the Co.
<b>INCOME TAX</b>		
A. Y. 1998-99	21,54,944	Pending before CIT(A)
A. Y. 2006-07	21,30,000	Pending before ITAT
A. Y. 2007-08	55,63,470	Pending before CIT(A)
A. Y. 2009-10	8,95,560	Pending before CIT(A)
A. Y. 2010-11	1,06,04,310	Pending before CIT(A)
A. Y. 2011-12	2,41,051	Pending before ITAT
	<b>2,15,89,335</b>	
<b>VAT</b>		
F.Y. 2007-08	21,69,024	Pending before Commissioner of Commercial Tax
F.Y. 2008-09	54,40,000	Pending before Commissioner of Commercial Tax
	<b>76,09,024</b>	
<b>SERVICE TAX</b>		
F.Y. 2007-08	<b>2,14,83,296</b>	Pending before CESTAT

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The accumulated losses of the company are not more than 50% of its net worth. The Company has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution and bank or debenture holders.



## INDOWIND ENERGY LIMITED

10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
11. Based on our audit procedures and on the information given by the management, the term loans have been applied for the purpose for which they were raised.
12. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

Place: Chennai.  
Date: 13<sup>th</sup> June 2015

**For V. Ramaratnam & Co**  
**Chartered Accountants**  
FRN: 002956S

**R. Sundar**  
**Partner**  
Membership No. : 012339



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Balance Sheet as at 31 March, 2015

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	897,414,860	897,414,860
(b) Reserves and surplus	3	808,872,099	807,699,783
(c) Monies received against share warrants		-	-
		<b>1,706,286,959</b>	<b>1,705,114,643</b>
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	716,705,352	751,273,413
(b) Deferred tax liabilities (net)	2 7.9	65,671,725	63,964,777
(c) Other long-term liabilities		-	-
(d) Long-term provisions	5	621,590,065	621,590,065
		<b>1,403,967,142</b>	<b>1,436,828,255</b>
<b>4 Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	6	7,287,360	28,838,602
(c) Other current liabilities	7	49,874,004	40,661,523
(d) Short-term provisions	8	6,127,148	5,004,506
		<b>63,288,512</b>	<b>74,504,631</b>
<b>TOTAL</b>		<b>3,173,542,613</b>	<b>3,216,447,529</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	9	1,971,415,091	2,040,821,400
(ii) Intangible assets		-	-
		<b>1,971,415,091</b>	<b>2,040,821,400</b>
(b) Non-current investments	10	69,556,491	45,595,891
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	11	330,689,878	412,784,300
(e) Other non-current assets	12	664,705,828	608,836,468
		<b>3,036,367,288</b>	<b>3,108,038,059</b>
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories	13	37,224,025	36,900,555
(c) Trade receivables	14	43,356,262	10,630,137
(d) Cash and cash equivalents	15	47,189,415	50,189,635
(e) Short-term loans and advances	16	3,982,674	6,893,139
(f) Other current assets	17	5,422,949	3,796,004
		<b>137,175,325</b>	<b>108,409,470</b>
<b>TOTAL</b>		<b>3,173,542,613</b>	<b>3,216,447,529</b>

**See accompanying notes forming part of the financial statements - Note 27**

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar**  
Partner

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015

**DIRAVIAM S**  
Company Secretary

for and on behalf of the Board of Directors

**BALA V KUTTI**

Chairman  
DIN - 00765036

**RAGHAVAN T S**

Director  
DIN - 00446651

**RAVINDRANATH K S**

Director  
DIN - 00848817

**NIRANJAN R JAGTAP**

Director  
DIN - 01237606



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Statement of Profit and Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year ended 31 March, 2015 Rs.	For the year ended 31 March, 2014 Rs.
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	18	189,932,867	219,855,132
Revenue from operations (net)		189,932,867	219,855,132
2 Other income	19	51,397,293	19,553,950
<b>3 Total revenue</b>		<b>241,330,160</b>	<b>239,409,082</b>
<b>4 Expenses</b>			
(a) Cost of Power Generation	20	62,005,128	55,437,149
(b) Project Expenses	21	-	880,795
(c) Changes in inventories of finished goods, work-inprogress and stock-in-trade	22	(447,568)	(3,533,672)
(d) Employee benefits expenses	23	18,693,219	15,908,222
(e) Finance costs	24	60,407,727	47,169,049
(f) Depreciation and amortisation expense	9	75,424,210	95,749,002
(g) Other expenses	25	20,253,689	24,824,998
<b>Total expenses</b>		<b>236,336,405</b>	<b>236,435,543</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>4,993,755</b>	<b>2,973,539</b>
6 Exceptional items	26	-	-
<b>7 Profit / (Loss) before extraordinary items and tax</b>		<b>4,993,755</b>	<b>2,973,539</b>
8 Extraordinary items		-	-
<b>9 Profit / (Loss) before tax</b>		<b>4,993,755</b>	<b>2,973,539</b>
<b>10 Tax expense:</b>			
(a) Current tax expense		1,078,657	-
(b) Deferred tax	27.9	1,706,948	2,008,815
		<b>2,785,605</b>	<b>2,008,815</b>
<b>11 Profit / (Loss) from continuing operations</b>		<b>2,208,150</b>	<b>964,724</b>
<b>C TOTAL OPERATIONS</b>			
<b>14 Profit / (Loss) for the year</b>		<b>2,208,150</b>	<b>964,724</b>
<b>15.i Earnings per share (of Rs.10/- each):</b>			
(a) Basic			
(i) Continuing operations		0.02	0.01
(ii) Total operations		0.02	0.01
(b) Diluted			
(i) Continuing operations		0.02	0.01
(ii) Total operations		0.02	0.01

**See accompanying notes forming part of the financial statements - Note 27**

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar**

**Partner**

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015

for and on behalf of the Board of Directors

**BALA V KUTTI**

*Chairman*  
DIN - 00765036

**RAVINDRANATH K S**

*Director*  
DIN - 00848817

**DIRAVIAM S**  
*Company Secretary*

**RAGHAVAN T S**

*Director*  
DIN - 00446651

**NIRANJAN R JAGTAP**

*Director*  
DIN - 01237606



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before tax and extra-ordinary items		4,993,755		2,973,539
<i>Adjustments for:</i>				
Depreciation and amortisation	75,424,210		95,749,002	
Public issue expenses w/off	-		1,743,241	
Finance costs	60,407,727		47,164,039	
Drawn from reserves	-		(8,170,060)	
Interest income	(51,254,639)		(19,469,750)	
Dividend Income	(12,500)		(12,500)	
Profit on sale of asset	(1,844)		-	
Net unrealised exchange (gain) / loss		84,562,954		117,003,972
Operating profit / (loss) before working capital changes		<b>89,556,709</b>		<b>119,977,511</b>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(323,470)		4,966,328	
Trade receivables	(3,415,421)		(5,262,080)	
Short-term loans and advances	2,910,465		9,926	
Long-term loans and advances	18,985,445		62,236,623	
Other current assets	(1,626,945)		-	
Other non-current assets	(55,869,360)		7,228,437	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(21,551,242)		1,204,996	
Other long-term liabilities	-		-	
Short-term provisions	43,985		(2,134,298)	
Long-term provisions	-	(60,846,543)	-	68,249,932
		<b>28,710,166</b>		<b>188,227,443</b>
Cash flow from extraordinary items		-		-
Cash generated from operations		28,710,166		188,227,443
Net income tax (paid) / refunds		(9,865,394)		(47,540)
<b>Net cash flow from operating activities (A)</b>		<b>18,844,772</b>		<b>188,179,903</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(6,019,152)		(211,039,023)	
Proceeds from Guarantee deposits	91,087,080		96,487,904	
Proceeds from sale of fixed assets	3,096		-	
Purchase of long-term investments	(23,960,600)		(500,000)	
Interest received - Associates	-		-	
Interest received - Others	808,080		46,732	
Dividend Income	12,500		12,500	
Rental income from investment properties	-		-	
		61,931,004		(114,991,887)
Proceeds on maturity of Fixed Deposits (Other than Cash Equivalents as per AS-3)		2,500,000		-
Cash flow from extraordinary items		-		-
<b>Net cash flow from investing activities (B)</b>		<b>64,431,004</b>		<b>(114,991,887)</b>

**Cash Flow Statement for the year ended 31 March, 2015**

Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
	Rs.	Rs.	Rs.	Rs.
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares				
Share application money received / (refunded)	-		-	
Redemption / buy back of preference / equity shares	-		-	
Increase / (Decrease) in long-term borrowings	(34,568,061)		(32,075,750)	
Increase / (Decrease) in current maturities of long-term debt	9,212,481		(1,069,538)	
Increase / (Decrease) in Deferred Tax Liability	-		-	
Increase / (Decrease) in other long-term liabilities	-		-	
Increase / (Decrease) in Reserves	-		-	
Net increase / (decrease) in working capital borrowings	-		-	
Misc Expenses	-		-	
Finance cost	(60,407,727)		(47,164,039)	
<b>Net cash flow from financing activities (C)</b>		<b>(85,763,307)</b>		<b>(80,309,327)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(2,487,531)</b>		<b>(7,121,311)</b>
Cash and cash equivalents at the beginning of the year		8,389,635		15,510,946
<b>Cash and cash equivalents at the end of the year</b>		<b>5,902,104</b>		<b>8,389,635</b>
<b>Cash and cash equivalents at the end of the year Comprising:</b>				
(a) Cash on hand		5,77,155		501,992
(b) Balances with banks		5,324,949		7,887,643
		<b>5,902,104</b>		<b>8,389,635</b>

**See accompanying notes forming part of the financial statements - Note 27**

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar****Partner**

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015**DIRAVIAM S**  
Company Secretary**BALA V KUTTI**Chairman  
DIN - 00765036**RAGHAVAN T S**Director  
DIN - 00446651**RAVINDRANATH K S**Director  
DIN - 00848817**NIRANJAN R JAGTAP**Director  
DIN - 01237606

for and on behalf of the Board of Directors





## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the financial statements

Note	Particulars
<b>1.1</b>	<b>Corporate Information</b> <p>The Company was incorporated on 19th July 1995 as private limited company and was converted into a deemed public limited company effective 30th september 1997. The Registered office is situated at Kothari building, 4th Floor, No.114, Mahatama Gandhi Salai, Nungambakkam, Chennai - 600 034.</p> <p>The Company is engaged in the business of Generation &amp; Distribution of Power through Windmill</p>
<b>1.2</b>	<b>Significant accounting policies</b>
<b>1.2.1</b>	<b>Basis of accounting and preparation of financial statements</b> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
<b>1.2.2</b>	<b>Use of estimates</b> <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
<b>1.2.3</b>	<b>Inventories</b> <p>Inventories are valued at the cost. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.</p>
<b>1.2.4</b>	<b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b> <p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>
<b>1.2.5</b>	<b>Cash flow statement</b> <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
<b>1.2.6</b>	<b>Depreciation and amortisation</b> <p>Depreciation/amortisation on fixed assets, including revaluation cost and the capitalisation of capital expenditure, are charged over the period of the remaining useful life of the asset, arrived at after considering the asset life as prescribed under Schedule-II to the Companies Act, 2013, adopting straight line method of depreciation/amortisation.</p>
<b>1.2.7</b>	<b>Revenue recognition</b> <p><b><u>Sale of goods</u></b><p>Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.</p></p>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

Note	Particulars
	<p><b>Sale of power</b> Sale of power is recognised at the point generation of the power from the plant and stock points. Wherever company enters into power sharing agreement, income is recognised net of power share.</p> <p><b>Income from services</b> Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion.</p> <p><b>1.2.8 Other income</b> Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established. Income from sale of CER (Carbon Credits) is accounted for based on eligibility criteria.</p> <p><b>1.2.9 Tangible fixed assets</b> Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p> <p><b>Capital work-in-progress:</b> Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.</p> <p><b>Capital Advances:</b> Capital Advances represents payments made for acquiring rights on wind farm projects is disclosed as a part of Fixed asset and no amortisation is recognised.</p> <p><b>1.2.10 Foreign currency transactions and translations</b></p> <p><b>Initial recognition</b> Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.</p> <p><b>Measurement of foreign currency monetary items at the Balance Sheet date</b> Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.</p> <p><b>Treatment of exchange differences</b> Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to nonintegral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment.</p>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

Note	Particulars
	<p>The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. It is presented as part of reserves and surplus. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon.</p>
<p><b>1.2.11</b></p>	<p><b>Investments</b> Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.</p>
<p><b>1.2.12</b></p>	<p><b>Employee benefits</b> Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.</p> <p><b>Defined contribution plans</b> The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.</p> <p><b>Defined benefit plans</b> Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur, as per the Life Insurance Corporation of India, with whom the Company has taken necessary policy under group Gratuity Scheme.</p>
<p><b>1.2.13</b></p>	<p><b>Borrowing costs</b> Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.</p>
<p><b>1.2.14</b></p>	<p><b>Segment reporting</b> The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.</p> <p>The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p> <p>Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets /liabilities".</p>
<p><b>1.2.15</b></p>	<p><b>Earnings per share</b> Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of</p>



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Note	Particulars
	<p>extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p>
<p><b>1.2.16</b></p>	<p><b>Taxes on income</b></p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p>
<p><b>1.2.17</b></p>	<p><b>Impairment of assets</b></p> <p>The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.</p>
<p><b>1.2.18</b></p>	<p><b>Provisions and contingencies</b></p> <p>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.</p>
<p><b>1.2.19</b></p>	<p><b>Share issues expenses</b></p> <p>Share issue expenses and redemption premium are adjusted against the Securities Premium Account as permissible under Section 78(2) of the Companies Act, 1956, to the extent balance is available for utilisation in the Securities Premium Account. The balance of share issue expenses is carried as an asset and is amortised over a period of 5 years from the date of the issue of shares.</p>
<p><b>1.2.20</b></p>	<p><b>Insurance claims</b></p> <p>Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.</p>
<p><b>1.2.21</b></p>	<p><b>Service tax input credit</b></p> <p>Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is certainty in availing / utilising the credits.</p>



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<b>Note 2 Share capital</b>					
<b>Notes forming part of the financial statements</b>					
Particulars	As at 31 March, 2015		As at 31 March, 2014		
	Number of shares	Rs.	Number of shares	Rs.	
(a) Authorised					
Equity shares of Rs. 10/- each with voting rights	100,000,000	1,000,000,000	100,000,000	1,000,000,000	
Redeemable preference shares of Rs.10,000,000/- each	7	70,000,000	7	70,000,000	
		<b>1,070,000,000</b>		<b>1,070,000,000</b>	
(b) Issued					
Equity shares of Rs.10/- each with voting rights	89,741,486	897,414,860	89,741,486	897,414,860	
Redeemable preference shares of Rs.10,000,000/- each	-	-	-	-	
		<b>8 97,414,860</b>		<b>897,414,860</b>	
(c) Subscribed and fully paid up					
Equity shares of Rs.10/- each with voting rights	89,741,486	897,414,860	89,741,486	897,414,860	
Redeemable preference shares of Rs.10,000,000/- each	-	-	-	-	
		<b>8 97,414,860</b>		<b>897,414,860</b>	
<b>Total</b>		<b>8 97,414,860</b>		<b>897,414,860</b>	
<b>Notes: (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:</b>					
Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance	
Equity shares with voting rights					
Year ended 31 March, 2015					
- Number of shares	89,741,486	-	-	89,741,486	
- Amount (Rs.10/-each)	897,414,860	-	-	897,414,860	
Year ended 31 March, 2014					
-Number of shares	89,741,486	-	-	89,741,486	
- Amount (Rs.10/- each)	897,414,860	-	-	897,414,860	
<b>(ii) Details of shares held by each shareholder holding more than 5% shares:</b>					
Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014		
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
Equity shares with voting rights					
Bala K V	5,437,495	6.06	5,437,495	6.06	
Loyal Credit and Investments Ltd	8,125,348	9.05	8,125,348	9.05	
Indus Finance Ltd	6,421,765	7.16	6,421,765	7.16	
Indeco Ventures Limited	6,145,653	6.85	6,067,481	6.76	
Soura Capital Pvt Ltd	6,591,987	7.35	5,274,132	5.88	
<b>(iii) Aggregate number and class of shares allotted as fully paid up as bonus shares for the period of 5 years immediately preceding the Balance Sheet date:</b>					
Particulars	Aggregate number of shares				
	As at 31.3.2014	As at 31.3.2013	As at 30.6.2012	As at 30.6.2011	As at 30.6.2010
Equity shares with voting rights	NIL	NIL	NIL	NIL	NIL
Fully paid up pursuant to contract(s) without payment being received in cash					
Fully paid up by way of bonus shares					



## INDOWIND ENERGY LIMITED

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<b>Note 3 Reserves and surplus</b>		
<b>Notes forming part of the financial statements</b>		
Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
<b>(a) Capital reserve</b>		
Closing balance	19,090,000	19,090,000
<b>(b) Securities premium reserve</b>		
Closing balance	1,148,677,973	1,148,677,973
<b>(c) Revaluation reserve</b>		
Closing balance	6,000,000	6,000,000
<b>(d) General reserve</b>		
Opening balance	70,046,256	77,253,269
Add: Transferred from surplus in Statement of Profit and Loss	2,208,150	964,724
Less: Others (Adjusted against Prior Period Items)	(1,035,835)	8,170,060
Less: Others (Adjusted against Prior Period Items)	-	1,677
Closing balance	<b>71,218,572</b>	<b>70,046,256</b>
<b>Total</b>	<b>1,244,986,545</b>	<b>1,243,814,229</b>
<b>(e) Contingency / Currency Fluctuation Reserves</b>	(436,114,446)	(436,114,446)
<b>Total</b>	<b>808,872,099</b>	<b>807,699,783</b>
<b>Note 4 Long-term borrowings</b>		
<b>(a) Term loans</b>		
(i) From banks (Refer Note below) (Secured)	571,519,527	567,512,163
(ii) From other Financial Institutions (Refer Note below) (Secured)	145,185,825	183,761,250
<b>Total</b>	<b>716,705,352</b>	<b>751,273,413</b>



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**Notes:**

**Notes forming part of the financial statements**

**(i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other longterm borrowings:**

Particulars	Terms of repayment and security	As at 31 March, 2015		As at 31 March, 2014	
		Secured Rs.	Unsecured Rs.	Secured Rs.	Unsecured Rs.
Term loans from banks: EXIM Bank	Secured against the project's assets funded by the bank & further secured by way of pari passu charge on other free movable & immovable assets of the company and 40 Lakhs shares held by Loyal Credit and Investment Ltd. in Indowind Energy Ltd., subject to release of entire sanctioned loan amounts. As the entire sanctioned amount is not released, the Company is in negotiation with the Bank, the borrowings have been classified as Long term Liabilities. The liability disclosed at the prevailing exchange rates at the time of availment of loan.	571,519,527		567,512,163	
Axis Bank - Vehicle Loan	Secured against the motor vehicles.	-		-	-
<b>Total</b>		<b>571,519,527</b>	<b>-</b>	<b>567,512,163</b>	<b>-</b>
Term loans from other parties:					
Indian Renewable Energy Development Agency Limited	Secured against 6 WEGs of 1.5Mw each situated in the state of Karnataka	132,424,575	-	171,000,000	-
LIC of India	Secured against the Key Man Policy and repayable on Maturity / surrender of Policy.	12,761,250	-	12,761,250	-
<b>Total</b>		<b>145,185,825</b>	<b>-</b>	<b>183,761,250</b>	<b>-</b>

**(ii) The Company has not defaulted in repayment of loans and interest thereon during the year under review.**

Particulars		As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 5 Long-term provisions</b>			
Provision - FCCB (refer Note(i) below) [Unhedged Balance]		621,590,065	621,590,065
<b>Total</b>		<b>621,590,065</b>	<b>621,590,065</b>
<b>Note (i):</b>			
Particulars	Terms of Issue		
Foreign Currency Convertible Bonds	The Company had issued bonds worth 30mn USD in December, 2007 which have to be redeemed in December, 2012 as per original terms of issue. Meanwhile, the Company had entered into restructuring agreement with the bond holders in September, 2009 for conversion of 50% of the issue into Equity and rest meant for conversion in 2012. However, before the maturity date, the trustees of the bond holders, the Bank of New York had filed a winding up petition before the Hon'ble High Court of Madras in 2011. As such, the Company had redeemed 50% of the bonds i.e., bonds worth 15 mn USD. In terms of the restructuring agreement the balance bonds are to be converted into 1,91,53,012 equity shares.	621,590,065	621,590,065
<b>Total</b>		<b>621,590,065</b>	<b>621,590,065</b>

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**Notes forming part of the financial statements**

<b>Particulars</b>	<b>As at 31 March, 2015 Rs.</b>	<b>As at 31 March, 2014 Rs.</b>
<b>Note 6 Trade payables</b>		
Trade payables	7,287,360	28,838,602
<b>Total</b>	<b>7,287,360</b>	<b>28,838,602</b>
<b>Note 7 Other current liabilities</b>		
(i) Current maturities of long-term debt		
Secured	49,874,004	40,661,523
<b>Total</b>	<b>49,874,004</b>	<b>40,661,523</b>
<b>Notes:</b>		
(i) Details for current maturities of long-term debt:		
Bank of India	-	2,499,965
Axis Bank	-	161,558
Indian Renewable Energy Dev. Agency Ltd	38,000,000	38,000,000
EXIM Bank	11,874,004	-
<b>Total</b>	<b>49,874,004</b>	<b>40,661,523</b>
<b>Note 8 Short term provisions</b>		
(i) Statutory remittances	4,747,654	4,673,669
(ii) Expenses Payable	300,837	330,837
(iii) Provision for Income Tax	1,078,657	-
<b>Total</b>	<b>6,127,148</b>	<b>5,004,506</b>





## INDOWIND ENERGY LIMITED

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Notes forming part of the financial statements

### Note 9 Fixed assets

Particulars	Gross block				Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2014	Additions	Disposals	Balance as at 31 Mar, 2015	Balance as at 1 April, 2014	Depreciation/ amortisation for the year	Eliminated on disposal of assets	Balance as at 31 Mar, 2015	Balance as at 31 Mar, 2014	Balance as at 31 Mar, 2015
	Rs	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>A. Tangible assets</b>										
(a) Land										
Freehold	40,397,154	2,050,000	-	42,447,154	-	-	-	-	40,397,154	42,447,154
Leasehold (Note 1)	18,000,000	-	-	18,000,000	720,000	720,000	-	1,440,000	17,280,000	16,560,000
(b) Buildings	8,460,300	-	-	8,460,300	2,839,449	410,188	-	3,249,637	5,620,851	5,210,663
(c) Plant and Equipment (Note 2 & 4)	1,983,070,242	12,186,892	-	1,995,257,134	489,475,250	72,632,383	-	562,107,633	1,493,594,992	1,433,149,501
(d) Vehicles	16,848,624	47,000	25,024	16,870,600	14,079,111	666,875	23,773	14,722,213	2,769,513	2,148,387
(e) Office equipment	20,053,337	37,290	-	20,090,627	10,687,358	994,764	-	11,682,122	9,365,979	8,408,505
<b>B. Capital Advances (Note 3)</b>	432,000,000	-	20,724,883	411,275,117	-	-	-	-	432,000,000	411,275,117
<b>C. Capital Work in Progress</b>	39,792,911	12,422,853	-	52,215,764	-	-	-	-	39,792,911	52,215,764
<b>Total</b>	<b>2,558,622,568</b>	<b>26,744,035</b>	<b>20,749,907</b>	<b>2,564,616,696</b>	<b>517,801,168</b>	<b>75,424,210</b>	<b>23,773</b>	<b>593,201,605</b>	<b>2,040,821,400</b>	<b>1,971,415,091</b>

### Depreciation and amortisation relating to continuing operations:

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
Depreciation and amortisation relating to continuing operations	<b>75,424,210</b>	<b>95,749,002</b>

### Notes

1. Represents amount paid to Forest department of Karnataka towards lease rentals for the Chitradurga site.
2. Plant & Machinery includes revaluation amount of Rs. 60 Lakhs, whose WDV as on 31st March, 2015, is Rs.24,04,000/-
3. Represents purchase of rights out of EXIM bank Loan for 6 Mw Wind farm project. Amount mentioned under column 'disposals' represents adjusted net figure of transactions.
4. Depreciation on Plant & Machinery is charged at 85% of the prescribed quantum as the machinery was not put to use fully.



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### Notes forming part of the financial statements

#### Note 10 Non-current investments

Particulars	No. of Shares	As at 31 March, 2015			No. of Shares	As at 31 March, 2014		
		Quoted Rs.	Unquoted Rs.	Total Rs.		Quoted Rs.	Unquoted Rs.	Total Rs.
Investments (At cost):								
(a) Investment in equity instruments								
(i) of Subsidiary								
Indowind Power Private Limited	836,560	-	8,365,600	8,365,600			8,405,000	8,405,000
(ii) of other entities								
The Jain Sahakar Bank Limited	4,247	-	124,500	124,500			124,500	124,500
India wind Power Limited	1,000,000	-	10,000,000	10,000,000			10,000,000	10,000,000
Revati Commercial Private Limited	2,400,000	-	24,000,000	24,000,000			-	-
(b) "Other non-current investments								
Key Man Insurance Policy"		-	27,066,391	27,066,391			27,066,391	27,066,391
<b>Total Investments</b>		-	<b>69,556,491</b>	<b>69,556,491</b>			<b>45,595,891</b>	<b>45,595,891</b>
Less: Provision for diminution in value of investments		-	-	-			-	-
<b>Total</b>		-	<b>69,556,491</b>	<b>69,556,491</b>			<b>45,595,891</b>	<b>45,595,891</b>



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### Notes forming part of the financial statements

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 11 Long-term loans and advances</b>		
<i>(a) Capital advances / Guarantee Deposits</i>		
Secured, considered good		
- Others	1 7,086,848	142,459,788
- Related Parties (Refer Note below)	249,923,788	215,637,930
Unsecured, considered good		
- Others	6,884,772	6,884,770
- Related Parties	-	-
	<b>273,895,408</b>	<b>364,982,488</b>
<i>(b) Security deposits</i>		
Unsecured, considered good	20,686,162	20,680,601
<i>(c) Loans and advances to related parties</i>		
Unsecured, considered good	-	-
<i>(d) Balances with government authorities</i>	27,697,162	18,850,565
<i>(e) Other loans and advances</i>		
Unsecured, considered bad / non recoverable		
- Others	8,411,146	8,270,646
<b>Total (a+b+c+d+e)</b>	<b>330,689,878</b>	<b>412,784,300</b>
<b>Capital advances / Guarantee Deposits</b>		
<b>Secured, considered good</b>		
Everon Power Private Ltd	2,365,196	-
Loyal Credit and Investment Ltd	82,447,795	90,450,677
Indus Finance limited	165,110,797	125,187,253
<b>Note 12 Other non-current assets</b>		
<i>(a) Long-term trade advances</i>		
Unsecured, considered good		
- Others	614,216,316	559,378,840
- Related Parties	50,489,512	49,457,628
<b>Total</b>	<b>664,705,828</b>	<b>608,836,468</b>
<b>Note 13 Inventories</b>		
<i>(a) Work-in-progress (Refer Note below)</i>	30,176,938	30,301,036
<i>(b) Stock-in-trade - Energy Stock</i>	7,047,087	6,599,519
<b>Total</b>	<b>37,224,025</b>	<b>36,900,555</b>
<b>Note: Details of inventory of work-in-progress</b>		
Work in Progress 50 Mw Project	-	-
Work in Progress 28 Mw Project	-	-
Closing Stock	25,794,529	25,794,529
Work in Progress - Agri Division	4,382,409	4,506,507
<b>Total</b>	<b>30,176,938</b>	<b>30,301,036</b>



## INDOWIND ENERGY LIMITED

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### Notes forming part of the financial statements

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 14 Trade receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	8,295,621	5,118,561
Other Trade receivables		
Unsecured, considered good	35,060,641	5,511,576
<b>Total</b>	<b>43,356,262</b>	<b>10,630,137</b>
<b>Note 15 Cash and cash equivalents</b>		
(a) Cash on hand	577,155	501,992
(b) Balances with banks		
(i) In current accounts	5,324,949	7,887,643
(iii) In deposit accounts		
- Earmarked accounts (Refer Note (i) below)	38,287,311	38,800,000
- Others (Refer Note (ii) below)	3,000,000	3,000,000
(c) Others	-	-
<b>Total</b>	<b>47,189,415</b>	<b>50,189,635</b>
Cash & Cash Equivalents as per AS-3 Cash Flow Statement issued by ICAI	5,902,104	8,389,635
<p>Note :</p> <p>(i) Earmarked Deposit Account represents Fixed Deposits on which lien has been marked for the facilities availed from Banks</p> <p>(ii) Represents amount deposited with Bank of India,, Bangalore Main Branch, which was appropriated by the bank towards bank charges which the company is disputing.</p>		
<b>Note 16 Short-term loans and advances</b>		
(a) Loans and advances to employees		
Unsecured, considered good	2,331,095	1,938,622
(b) Prepaid expenses	1,651,579	4,954,517
<b>Total</b>	<b>3,982,674</b>	<b>6,893,139</b>
<b>Note 17 Other current assets</b>		
(a) Unamortised expenses		
(i) Share issue expenses / pre-operative expenses	3,796,004	3,796,004
(ii) Preliminary expenses - Cold storage	24,362	-
(iii) Others	1,602,583	-
<b>Total</b>	<b>5,422,949</b>	<b>3,796,004</b>



## INDOWIND ENERGY LIMITED

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### Notes forming part of the financial statements

Particulars	for the Year ended 31 March, 2015 Rs.	for the Year ended 31 March, 2014 Rs.
<b>Note 18 Revenue from operations</b>		
(a) Sale of products - Power (shown net off of Power Share Payments made)	189,932,867	219,855,132
(b) Sale of Projects	-	-
<b>Total</b>	<b>189,932,867</b>	<b>219,855,132</b>
<b>Note 19 Other income</b>		
(a) Interest income (Refer Note (i) below)	51,254,639	19,469,750
(b) Other non-operating income (Refer Note (ii) below)	142,654	84,200
<b>Total</b>	<b>51,397,293</b>	<b>19,553,950</b>
<b>Note</b>		
(i) Interest income comprises:		
Interest from banks on deposits	2,795,391	3,300,000
Interest income - associates	19,148,544	16,169,750
Interest income - others (refer note below)	29,310,704	-
<b>Total - Interest income</b>	<b>51,254,639</b>	<b>19,469,750</b>
(ii) Other non-operating income comprises:		
Dividend Income	12,500	12,500
Others	128,310	71,700
Profit on sale of asset	1,844	-
<b>Total - Other non-operating income</b>	<b>142,654</b>	<b>84,200</b>
<b>Note - Interest income others</b>		
This represents claims lodged with electricity boards towards interest for belated payments in tune with the power purchase agreements entered into with the said Boards.		
<b>Note 20 Cost of Generation of Power</b>		
(i) Direct Cost incurred at Power Generation Site	62,005,128	55,437,149
<b>Total</b>	<b>62,005,128</b>	<b>55,437,149</b>
<b>Note 21 Project Expenses</b>		
(i) Purchases	-	-
(ii) Project Expenses	-	880,795
<b>Total</b>	<b>-</b>	<b>880,795</b>
<b>Note 22 Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Inventories at the end of the year:		
Work-in-progress	25,794,529	25,794,529
Transfers from Project/ Purchase returns	-	8,500,000
Energy Stock	7,047,087	6,599,519
	<b>32,841,616</b>	<b>40,894,048</b>
Inventories at the beginning of the year:		
Work-in-progress	25,794,529	33,602,085
Energy Stock	6,599,519	3,758,291
	<b>32,394,048</b>	<b>37,360,376</b>
<b>Net (increase) / decrease</b>	<b>(447,568)</b>	<b>(3,533,672)</b>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the financial statements

Particulars	for the Year ended 31 March, 2015 Rs.	for the Year ended 31 March, 2014 Rs.
<b>Note 23 Employee benefits expense</b>		
Salaries and wages	15,290,059	14,229,358
Contributions to provident and other funds	1,625,632	589,188
Staff welfare expenses	864,383	1,089,676
Employee medicalim insurance	913,145	-
<b>Total</b>	<b>18,693,219</b>	<b>15,908,222</b>
<b>Note 24 Finance costs</b>		
(a) Interest expense on:		
(i) Borrowings	60,407,727	47,139,039
(ii) Others - Processing Charges	-	25,000
(iii) Interest on TDS	-	5,010
<b>Total</b>	<b>60,407,727</b>	<b>47,169,049</b>
<b>Note 25 Other expenses</b>		
Power and fuel	912,240	806,460
Advertisement	340,640	208,596
Repairs and maintenance - Buildings	1,571,109	1,364,429
Repairs and maintenance - Vehicles	626,591	674,209
Insurance	86,723	904,308
Rates and taxes	2,924,879	5,307,061
Communication	658,006	591,673
Travelling and conveyance	2,644,845	5,183,618
Printing and stationery	541,387	405,936
Business promotion	104,085	754,941
AGM / EGM Expenses	1,152,242	1,053,648
Legal and professional	6,579,292	3,814,839
Bank Charges	1,251,994	8,604
Books & Periodicals	17,986	41,529
Sitting Fees	269,664	167,304
Payments to auditors (Refer Note below)	300,000	371,983
Miscellaneous expenses	272,006	3,165,860
<b>Total</b>	<b>20,253,689</b>	<b>24,824,998</b>
<b>Notes:</b>		
(i) Payments to the auditors comprises		
As auditors - statutory audit	200,000	250,000
As auditors - Tax audit	100,000	50,000
For taxation matters	-	-
For Certification matters	-	71,983
<b>Total</b>	<b>300,000</b>	<b>371,983</b>
<b>Note 26 Exceptional items</b>		
Miscellaneous Expenses Written Off	-	-
Prior Period Items Off*	-	8,170,060
Less:		
Transfer from Reserves	-	8,170,060
<b>Total</b>	<b>-</b>	<b>-</b>

\* Represents charges appropriated by TANGEDCO



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the financial statements

#### Note 27 Additional information to the financial statements

Note	Particulars			
27.1	<b>Contingent liabilities and commitments (to the extent not provided for)</b>			
	Income Tax - various years	138.66	800.14	
	Service Tax : F Y 2007 -08	214.83	214.83	
	VAT : F Ys 2007 -08 and 2008 - 09	76.09	76.09	
	Others	3,250.00	150.00	
27.2	<b>Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>			
	Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.	
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-	
	Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.			
27.3	<b>Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges</b>			
	Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:			
	Name of the party	Relationship	Amount outstanding as at 31 March, 2015	Maximum balance outstanding during the year
	Indus Finance Limited	Company where Key Management Personnel has a significant influence.	165,110,797 (125,187,253)	165,110,797 (125,187,253)
Indowind Power Private Limited (Trade Receivable)		Subsidiary	-	49,438,330
Note: Figures in bracket relate to the previous year.				
27.4	<b>Foreign Currency transactions</b>		for the Year ended 31 March, 2015 Rs.	for the Year ended 31 March, 2014 Rs.
	<b>Expenditure in Foreign Currency</b>			
	Travelling Expenses		-	102,594
	Fees		-	747,646
	Interest payment		52,384,310	22,964,332
<b>Earnings in foreign exchange</b>			-	-



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the financial statements

#### Note 27 Additional information to the financial statements

27.5	<b>Employee benefit plans</b> <u>Defined contribution plans</u> The Company has provided for retirement benefits to the employees such as Gratuity, Provident Fund and ESI. The Company has formulated in consultation with the Life Insurance Corporation of India, for Gratuity benefits, necessary benefit plans, the details of which are as follows:	
	Accrued Gratuity Liability*  Actuarial Value of Accrued Gratuity Liability* Fund with Life Insurance Corporation of India* Net Liability  <b>Assumptions for Actuarial Valuation</b> Discounting Rate Salary Escalation Rate Method of Valuation	Rs. 3,130,377  2,959,065 2,959,065 -  8.00% 7.00% Projected unit credit method
	** Details shown above are based on Actuarial Valuation Report of LIC as on 01/08/2014. Revised Liability will be available only by August 2015 and hence actuarial liability cannot be ascertained.	







## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the financial statements

#### Note 27 Disclosures under Accounting Standards (contd.)

Note	Particulars				
27.7	<b>Related party transactions</b>				
27.7 a	<b>Details of related parties:</b>				
	<b>Description of relationship</b>	<b>Names of related parties</b>			
	Subsidiary Associates and Companies where Key Managerial Personnel has a significant influence.	Indowind Power Private Limited Indus Finance Limited Ind Eco Ventures Limited IndoNet Global Limited Indus Nutri Power Pvt Ltd Loyal Credit & Investments Limited Indus Capital Pvt Limited Everon Power P Ltd. Bekae Properties P Ltd.			
	Key Managerial Personnel (KMP)	Bala V Kutti, Chairman K S Ravindranath, Whole Time Director S Diraviam, Company Secretary K K Dinakar, President Finance			
27.7 b	Note: Related parties have been identified by the Management.				
	<b>Details of related party transactions during the year ended 31 March, 2015 and balances outstanding as at 31 March, 2015:</b>				
	<b>Nature of Transactions</b>	<b>Subsidiaries</b>	<b>Companies where Key Managerial Personnel has a significant influence.</b>	<b>KMP</b>	<b>Directors</b>
	Power Share Income	84,364,977	8,016,906	-	-
	Interest Income	-	19,148,544	-	-
	Travelling Expenses	-	-	1,114,978	-
	Conveyance	-	-	109,500	-
	Salary	-	-	3,835,076	-
	Sitting Fees	-	-	60,000	170,000
	Investments	8,365,600	-	-	-
	<b><u>Balances outstanding at the end of the year</u></b>				
	Capital Advances - Acquisition of 6Mw Wind project		411,275,117		
	Capital advances / Guarantee Deposits - Secured		249,923,788		
	Other Current Assets		1,602,583		
	Long-Term trade advances	50,401,224	88,288		



## INDOWIND ENERGY LIMITED

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### Notes forming part of the financial statements Note 27 Disclosures under Accounting Standards (contd.)

Ref. No.	Particulars	For the Year ended 31 March, 2015 Rs.	For the Year ended 31 March, 2014 Rs.
27.8	<b>Earnings per share</b>		
	<b>Basic - Total &amp; Continuing operations</b>		
	Net profit / (loss) for the year from continuing operations	2,208,150	964,724
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	2,208,150	964,724
	Weighted average number of equity shares	89,741,486	89,741,486
	Par value per share	1 0.00	10.00
	Earnings per share from continuing operations - Basic	0.02	0.01
	<b>Diluted - Total &amp; Continuing operations</b>		
	Net profit / (loss) for the year from continuing operations after adjusting for Interest Payment / Dividend relating to Potential Dilutive Equity Shares	2,208,150	964,724
	Net Profit / (loss) as computed by above attributable to the equity shareholders	2,208,150	964,724
Weighted average number of equity shares after adding Potential Dilutive Equity Shares	108,894,498	108,894,498	
Par Value per share	1 0.00	10.00	
Earnings per share from continuing operations	0.02	0.01	
27.9	<b>Deferred tax (liability) / asset</b>		
	<b>Opening Balance - Deferred Tax Liability</b>	63,964,777	61,955,962
	Total value of items constituting timing differences for Deferred Tax effect	(5,021,911)	(5,910,018)
	Tax effect of items constituting deferred tax effect	(1,706,948)	(2,008,815)
	MAT Credit availed for current year	-	-
Net deferred tax - Liability	(1,706,948)	(2,008,815)	
	<b>Closing Balance - Deferred Tax Liability</b>	<b>65,671,725</b>	<b>63,964,777</b>
	The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax (or) The Company has recognised deferred tax asset on unabsorbed depreciation and brought forward business losses based on the Management's estimates of future profits considering the non-cancellable customer orders received by the Company.		
28	<b>Previous year's figures</b>		
	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.		
In terms of our report attached. <b>For V. Ramaratnam &amp; Co.</b> Chartered Accountants FRN: 002956S <b>R. Sundar</b> <b>Partner</b> Membership No. : 012339 Place: Chennai. Date: 13 <sup>th</sup> June, 2015		for and on behalf of the Board of Directors <b>BALA V KUTTI</b> <i>Chairman</i> DIN - 00765036 <b>DIRAVIAM S</b> <i>Company Secretary</i>	<b>RAVINDRANATH K S</b> <i>Director</i> DIN - 00848817 <b>NIRANJAN R JAGTAP</b> <i>Director</i> DIN - 01237606



## INDOWIND ENERGY LIMITED

### INDEPENDENT AUDITOR'S REPORT

To the Members of  
Indowind Energy Limited.

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Indowind Energy Limited** ("the Company") and its subsidiary, which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures



## INDOWIND ENERGY LIMITED

to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

The financial statements of the subsidiary Company reflecting total assets of Rs. 625.18 Lakhs as at 31st March, 2015, total revenue of Rs.105.81 Lakhs for the year ended on that date have been audited by other auditor, whose report have been furnished to us. We have relied upon this report for the purpose of the amounts included in respect of the above company in the Consolidated Financial Statements.

We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard -

1. AS 21 Consolidated Financial Statements
2. AS 23 Accounting for Investments in Associates in Consolidated Financial Statements

as prescribed under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014 and on the basis of the separate audited financial statements of Indowind Energy Limited and its subsidiary included in the Consolidated Financial Statements.

### **Opinion**

Based on our audit and on consideration of report of other auditor on separate financial statement and on the other financial information of the component, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally



## INDOWIND ENERGY LIMITED

accepted in India ***subject to our opinion in the independent audit report of even date on standalone financial statements of Parent Company:***

- a) in the case of the Consolidated Balance Sheet, of the Consolidated state of affairs of the Company as at March 31, 2015;
- b) in the case of the Consolidated Profit and Loss Account, of the Consolidated profit for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the Consolidated cash flows for the year ended on that date.

**For V. Ramaratnam & Co**  
**Chartered Accountants**  
FRN: 002956S

Place: Chennai  
Date: 13-June-2015

**R. Sundar**  
**Partner**  
Membership No: 012339



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Consolidated Balance Sheet as at 31 March, 2015

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	897,414,860	897,414,860
(b) Reserves and surplus	3	809,177,218	807,952,149
(c) Minority Interest		3,090,642	3,069,302
		<b>1,709,682,720</b>	<b>1,708,436,311</b>
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	716,705,352	751,273,413
(b) Deferred tax liabilities (net)	27.9	65,671,725	63,964,777
(c) Other long-term liabilities		-	-
(d) Long-term provisions	5	621,590,065	621,590,065
		<b>1,403,967,142</b>	<b>1,436,828,255</b>
<b>4 Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	6	7,404,201	28,838,602
(c) Other current liabilities	7	49,874,004	40,661,523
(d) Short-term provisions	8	6,299,340	5,176,124
		<b>63,577,545</b>	<b>74,676,249</b>
<b>TOTAL</b>		<b>3,177,227,407</b>	<b>3,219,940,815</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	9	1,971,415,091	2,040,821,400
(ii) Intangible assets		47,762,453	46,712,453
		<b>2,019,177,544</b>	<b>2,087,533,853</b>
(b) Non-current investments	10	61,190,891	37,190,891
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	11	330,689,878	412,784,300
(e) Other non-current assets	12	614,304,604	559,398,138
		<b>3,025,362,917</b>	<b>3,096,907,182</b>
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories	13	37,224,025	39,280,398
(c) Trade receivables	14	54,615,555	17,183,151
(d) Cash and cash equivalents	15	47,954,498	52,057,363
(e) Short-term loans and advances	16	3,982,674	6,893,139
(f) Other current assets	17	8,087,738	7,619,582
		<b>151,864,490</b>	<b>123,033,633</b>
<b>TOTAL</b>		<b>3,177,227,407</b>	<b>3,219,940,815</b>

**See accompanying notes forming part of the financial statements - Note 27**

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar**

**Partner**

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015

for and on behalf of the Board of Directors

**BALA V KUTTI**

*Chairman*

DIN - 00765036

**RAVINDRANATH K S**

*Director*

DIN - 00848817

**DIRAVIAM S**  
*Company Secretary*

**RAGHAVAN T S**

*Director*

DIN - 00446651

**NIRANJAN R JAGTAP**

*Director*

DIN - 01237606



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Consolidated Statement of Profit and Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year ended 31 March, 2015 Rs.	For the year ended 31 March, 2014 Rs.
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	18	200,513,836	234,045,453
Revenue from operations (net)		200,513,836	234,045,453
2 Other income	19	<b>51,397,293</b>	<b>19,553,950</b>
<b>3 Total revenue</b>		<b>251,911,129</b>	<b>253,599,403</b>
<b>4 Expenses</b>			
(a) Cost of Power Generation	20	72,121,575	68,017,067
(b) Project Expenses	21	-	880,795
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(447,568)	(3,533,672)
(d) Employee benefits expenses	23	18,693,219	15,910,092
(e) Finance costs	24	60,407,727	47,169,049
(f) Depreciation and amortisation expense	9	75,424,210	95,749,002
(g) Other expenses	25	20,612,284	26,291,631
<b>Total expenses</b>		<b>246,811,447</b>	<b>250,483,964</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>5,099,682</b>	<b>3,115,439</b>
6 Exceptional items	26	-	-
<b>7 Profit / (Loss) before extraordinary items and tax</b>		<b>5,099,682</b>	<b>3,115,439</b>
8 Extraordinary items		-	-
<b>9 Profit / (Loss) before tax</b>		<b>5,099,682</b>	<b>3,115,439</b>
<b>10 Tax expense:</b>			
(a) Current tax expense		1,111,388	43,847
(b) Deferred tax	27.9	1,706,948	2,008,815
		<b>2,818,336</b>	<b>2,052,662</b>
<b>11 Profit / (Loss) from continuing operations</b>		<b>2,281,346</b>	<b>1,062,777</b>
<b>C TOTAL OPERATIONS</b>			
<b>12 Profit / (Loss) for the year</b>		<b>2,281,346</b>	<b>1,062,777</b>
<b>13.i Earnings per share (of Rs.10/- each):</b>			
(a) Basic			
(i) Continuing operations		0.03	0.01
(ii) Total operations		0.03	0.01
(b) Diluted			
(i) Continuing operations		0.02	0.01
(ii) Total operations		0.02	0.01

**See accompanying notes forming part of the financial statements - Note 27**

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar**

**Partner**

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015

**DIRAVIAM S**  
Company Secretary

for and on behalf of the Board of Directors

**BALA V KUTTI**

Chairman

DIN - 00765036

**RAVINDRANATH K S**

Director

DIN - 00848817

**RAGHAVAN T S**

Director

DIN - 00446651

**NIRANJAN R JAGTAP**

Director

DIN - 01237606





# INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

## Consolidated Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		5,099,682		3,115,439
Adjustments for:				
Depreciation and amortisation	75,424,210		95,749,002	
Public issue expenses w/off	-		1,743,241	
Finance costs	60,407,727		47,164,039	
Drawn from reserves	-		(8,170,060)	
Interest income	(51,254,639)		(19,469,750)	
Dividend Income	(12,500)		(12,500)	
Profit on sale of asset	(1,844)		-	
Net unrealised exchange (gain) / loss				
Operating profit / (loss) before working capital changes		84,562,954		117,003,972
Changes in working capital:		89,662,636		120,119,411
Adjustments for (increase) / decrease in operating assets:				
Inventories	2,056,373		4,584,616	
Trade receivables	(8,121,700)		5,342,537	
Short-term loans and advances	2,910,465		1,009,926	
Long-term loans and advances	18,985,445		62,236,623	
Other current assets	(468,156)		(3,823,576)	
Other non-current assets	(54,906,466)		7,228,437	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(21,434,401)		613,360	
Other long-term liabilities	-		-	
Short-term provisions	55,675		(2,169,329)	
Long-term provisions	-	(60,922,765)	-	75,022,592
Cash flow from extraordinary items		28,739,871		195,142,003
Cash generated from operations		28,739,871		195,142,003
Net income tax (paid) / refunds		(9,910,344)		(182,210)
<b>Net cash flow from operating activities (A)</b>		<b>18,829,527</b>		<b>194,959,793</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(7,069,152)		(218,728,313)	
Proceeds from Guarantee deposits	91,087,080		96,487,904	
Proceeds from sale of fixed assets	3,096		-	
Purchase of long-term investments	(24,000,000)		-	
Interest received - Associates	-		-	
Interest received - Others	808,080		46,732	
Dividend Income	12,500		12,500	
Rental income from investment properties	-		-	
Proceeds on maturity of Fixed Deposits (Other than Cash Equivalents as per AS-3)		60,841,604		(122,181,177)
Cash flow from extraordinary items		2,500,000		-
<b>Net cash flow from investing activities (B)</b>		<b>63,341,604</b>		<b>(122,181,177)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares (minority share)	2,000		351,000	
Share application money received / (refunded)	-		-	
Redemption / buy back of preference / equity shares	-		-	
Increase / (Decrease) in long-term borrowings	(34,568,061)		(32,075,750)	
Increase / (Decrease) in current maturities of long-term debt	9,212,481		(1,069,538)	
Increase / (Decrease) in Deferred Tax Liability	-		-	
Increase / (Decrease) in other long-term liabilities	-		-	
Increase / (Decrease) in Reserves	-		-	
Net increase / (decrease) in working capital borrowings	-		-	
Misc Expenses	-		-	
Finance cost	(60,407,727)		(47,164,039)	
<b>Net cash flow from financing activities (C)</b>		<b>(85,761,307)</b>		<b>(79,958,327)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(3,590,176)</b>		<b>(7,179,711)</b>
Cash and cash equivalents at the beginning of the year		10,257,363		17,437,074
<b>Cash and cash equivalents at the end of the year</b>		<b>6,667,187</b>		<b>10,257,363</b>
<b>Cash and cash equivalents at the end of the year Comprising:</b>				
(a) Cash on hand		663,546		505,195
(b) Balances with banks		6,003,641		9,752,168
		<b>6,667,187</b>		<b>10,257,363</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar**

Partner

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015

for and on behalf of the Board of Directors

**BALA V KUTTI**

Chairman

DIN - 00765036

**RAVINDRANATH K S**

Director

DIN - 00848817

**DIRAVIAM S**  
Company Secretary

**RAGHAVAN T S**

Director

DIN - 00446651

**NIRANJAN R JAGTAP**

Director

DIN - 01237606



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the Consolidated Financial Statements

Note	Particulars
1.1	<p><b>Corporate Information</b></p>
	<p>The Company was incorporated on 19th July 1995 as private limited company and was converted into a deemed public limited company effective 30th September 1997. The Registered office is situated at Kothari building, 4th Floor, No. 114, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034.</p>
	<p>The Company is engaged in the business of Generation &amp; Distribution of Power through Windmill</p>
1.2	<p><b>Significant accounting policies</b></p>
1.2.1	<p><b>Basis of accounting and preparation of financial statements</b></p>
	<p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
1.2.2	<p><b>Use of estimates</b></p>
	<p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
1.2.3	<p><b>Inventories</b></p>
	<p>Inventories are valued at the cost. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.</p>
1.2.4	<p><b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b></p>
	<p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>
1.2.5	<p><b>Cash flow statement</b></p>
	<p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
1.2.6	<p><b>Depreciation and amortisation</b></p>
	<p>Depreciation/amortisation on fixed assets, including revaluation cost and the capitalisation of capital expenditure, are charged over the period of the remaining useful life of the asset, arrived at after considering the asset life as prescribed under Schedule-II to the Companies Act, 2013, adopting straight line method of depreciation/amortisation.</p>
1.2.7	<p><b>Revenue recognition</b></p>
	<p><b>Sale of goods</b></p>
	<p>Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.</p>
	<p><b>Sale of power</b></p>
	<p>Sale of power is recognised at the point generation of the power from the plant and stock points. Wherever company enters into power sharing agreement, income is recognised net of power share.</p>



Notes forming part of the Consolidated Financial Statements

Note	Particulars
	<p><b>Income from services</b> Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion.</p>
1.2.8	<p><b>Other income</b> Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established. Income from sale of CER (Carbon Credits) is accounted for based on eligibility criteria.</p>
1.2.9	<p><b>Tangible fixed assets</b> Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p> <p><b>Capital work-in-progress:</b> Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.</p> <p><b>Capital Advances:</b> Capital Advances represents payments made for acquiring rights on wind farm projects is disclosed as a part of Fixed asset and no amortisation is recognised.</p>
1.2.10	<p><b>Foreign currency transactions and translations</b></p> <p><b>Initial recognition</b> Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.</p> <p><b>Measurement of foreign currency monetary items at the Balance Sheet date</b> Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.</p> <p><b>Treatment of exchange differences</b> Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment. The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to</p>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the Consolidated Financial Statements

Note	Particulars
<p><b>1.2.11 Investments</b></p>	<p>acquisition of depreciable fixed assets. It is presented as part of reserves and surplus. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon.</p> <p>Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.</p> <p>Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.</p>
<p><b>1.2.12 Employee benefits</b></p>	<p>Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.</p> <p><b><u>Defined contribution plans</u></b></p> <p>The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.</p> <p><b><u>Defined benefit plans</u></b></p> <p>Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur, as per the Life Insurance Corporation of India, with whom the Company has taken necessary policy under group Gratuity Scheme.</p>
<p><b>1.2.13 Borrowing costs</b></p>	<p>Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.</p>
<p><b>1.2.14 Segment reporting</b></p>	<p>The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.</p> <p>The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p> <p>Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".</p>
<p><b>1.2.15 Earnings per share</b></p>	<p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p>

**INDOWIND ENERGY LIMITED**

CIN - L40108TN1995PLC032311

## Notes forming part of the Consolidated Financial Statements

Note	Particulars
<b>1.2.16</b>	<b>Taxes on income</b> Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.
<b>1.2.17</b>	<b>Impairment of assets</b> The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.
<b>1.2.18</b>	<b>Provisions and contingencies</b> A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.
<b>1.2.19</b>	<b>Share issues expenses</b> Share issue expenses and redemption premium are adjusted against the Securities Premium Account as permissible under Section 78(2) of the Companies Act, 1956, to the extent balance is available for utilisation in the Securities Premium Account. The balance of share issue expenses is carried as an asset and is amortised over a period of 5 years from the date of the issue of shares.
<b>1.2.20</b>	<b>Insurance claims</b> Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.
<b>1.2.21</b>	<b>Service tax input credit</b> Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is certainty in availing / utilising the credits.



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

<b>Note 2 Share capital</b>					
<b>Notes forming part of the consolidated financial statements</b>					
Particulars	As at 31 March, 2015		As at 31 March, 2014		
	Number of shares	Rs.	Number of shares	Rs.	
(a) Authorised					
Equity shares of Rs. 10/- each with voting rights	100,000,000	1,000,000,000	100,000,000	1,000,000,000	
Redeemable preference shares of Rs.10,000,000/- each	7	70,000,000	7	70,000,000	
		<b>1,070,000,000</b>		<b>1,070,000,000</b>	
(b) Issued					
Equity shares of Rs.10/- each with voting rights	89,741,486	897,414,860	89,741,486	897,414,860	
Redeemable preference shares of Rs.10,000,000/- each	-	-	-	-	
		<b>897,414,860</b>		<b>897,414,860</b>	
(c) Subscribed and fully paid up					
Equity shares of Rs.10/- each with voting rights	89,741,486	897,414,860	89,741,486	897,414,860	
Redeemable preference shares of Rs.10,000,000/- each	-	-	-	-	
		<b>897,414,860</b>		<b>897,414,860</b>	
<b>Total</b>		<b>897,414,860</b>		<b>897,414,860</b>	
<b>Notes: (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:</b>					
Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance	
Equity shares with voting rights					
Year ended 31 March, 2015					
- Number of shares	89,741,486	-	-	89,741,486	
- Amount (* Rs.10/-each)	897,414,860	-	-	897,414,860	
Year ended 31 March, 2014					
-Number of shares	89,741,486	-	-	89,741,486	
- Amount (* Rs.10/- each)	897,414,860	-	-	897,414,860	
<b>(ii) Details of shares held by each shareholder holding more than 5% shares:</b>					
Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014		
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
Equity shares with voting rights					
Bala K V	5,437,495	6.06	5,437,495	6.06	
Loyal Credit and Investments Ltd	8,125,348	9.05	8,125,348	9.05	
Indus Finance Ltd	6,421,765	7.16	6,421,765	7.16	
Indeco Ventures Limited	6,145,653	6.85	6,067,481	6.76	
Soura Capital Pvt Ltd	6,591,987	7.35	5,274,132	5.88	
<b>(iii) Aggregate number and class of shares allotted as fully paid up as bonus shares for the period of 5 years immediately preceding the Balance Sheet date:</b>					
Particulars	Aggregate number of shares				
	As at 31.3.2014	As at 31.3.2013	As at 30.6.2012	As at 30.6.2011	As at 30.6.2010
Equity shares with voting rights	NIL	NIL	NIL	NIL	NIL
Fully paid up pursuant to contract(s) without payment being received in cash					
Fully paid up by way of bonus shares					



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 3 Reserves and surplus</b>		
<b>(a) Capital reserve</b>		
Closing balance	19,090,000	19,090,000
<b>(b) Securities premium account</b>		
Closing balance	1,148,677,973	1,148,677,973
<b>(c) Revaluation reserve</b>		
Closing balance	6,000,000	6,000,000
<b>(d) General reserve</b>		
Opening balance	70,298,622	77,443,338
Add: Transferred from surplus in Statement of Profit and Loss	2,281,346	1,062,777
Less: Others (Adjusted against Prior Period Items)	(1,035,835)	(8,170,060)
Others (Adjusted against Prior Period Items)	(1,103)	(15,078)
Others (Minority Shares)	(19,339)	(22,355)
Closing balance	<b>71,523,691</b>	<b>70,298,622</b>
<b>Total</b>	<b>1,245,291,664</b>	<b>1,244,066,595</b>
<b>(e) Contingency / Currency Fluctuation Reserves</b>		
<b>Total</b>	<b>(436,114,446)</b>	<b>(436,114,446)</b>
	<b>809,177,218</b>	<b>807,952,149</b>
<b>Note 4 Long-term borrowings</b>		
<b>(a) Term loans</b>		
(i) From banks (Refer Note below) (Secured)	571,519,527	567,512,163
(ii) From other Financial Institutions (Refer Note below) (Secured)	145,185,825	183,761,250
<b>Total</b>	<b>716,705,352</b>	<b>751,273,413</b>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

**Notes:**

**(i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:**

Particulars	Terms of repayment and security*	As at 31 March, 2015		As at 31 March, 2014	
		Secured Rs.	Unsecured Rs.	Secured Rs.	Unsecured Rs.
Term loans from banks: EXIM Bank	Secured against the project's assets funded by the bank & further secured way of pari passu charge on other movable & immovable assets of company and 40 Lakhs shares held by Loyal Credit and Investment Ltd. in Indowind Energy Ltd., subject to release of entire sanctioned loan amounts. As the entire sanctioned amount is not released, the Company is in negotiation with the Bank, the borrowings have been classified as Long term Liabilities. The liability disclosed at the prevailing exchange rates at the time of availment of the loan.	571,519,527	by free the	567,512,163	
Axis Bank - Vehicle Loan	Secured against the motor vehicles.	-		-	-
<b>Total</b>		<b>571,519,527</b>		<b>567,512,163</b>	

Term loans from other parties:

Indian Renewable Energy Development Agency Limited	Secured against 6 WEGs of 1.5Mw each situated in the state of Karnataka	132,424,575	-	171,000,000	-
LIC of India	Secured against the Key Man Policy and repayable on Maturity / surrender of Policy.	12,761,250	-	12,761,250	-
<b>Total</b>		<b>145,185,825</b>		<b>183,761,250</b>	

**(ii) The Company has not defaulted in repayment of loans and interest thereon during the year under review.**

Particulars		As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 5 Long-term provisions</b>			
Provision - FCCB (refer Note(i) below) [Unhedged Balance]		621,590,065	621,590,065
<b>Total</b>		<b>621,590,065</b>	<b>621,590,065</b>
<b>Note (i):</b>			
Particulars	Terms of Issue		
Foreign Currency Convertible Bonds	The Company had issued bonds worth 30mn USD in December, 2007 which have to be redeemed in December, 2012 as per original terms of issue. Meanwhile, the Company had entered into restructuring agreement with the bond holders in September, 2009 for conversion of 50% of the issue into Equity and rest meant for conversion in 2012. However, before the maturity date, the trustees of the bond holders, the Bank of New York had filed a winding up petition before the Hon'ble High Court of Madras in 2011. As such, the Company had redeemed 50% of the bonds i.e., bonds worth 15 mn USD. In terms of the restructuring agreement the balance bonds are to be converted into 1,91,53,012 equity shares.	621,590,065	621,590,065
<b>Total</b>		<b>621,590,065</b>	<b>621,590,065</b>





## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 6 Trade payables</b>		
Trade payables:	7,404,201	28,838,602
<b>Total</b>	<b>7,404,201</b>	<b>28,838,602</b>
<b>Note 7 Other current liabilities</b>		
(i) Current maturities of long-term debt		
Secured	49,874,004	40,661,523
<b>Total</b>	<b>49,874,004</b>	<b>40,661,523</b>
<b>Notes:</b>		
(i) Details for the current maturities of long-term debt:		
Bank of India	-	2,499,965
Axis Bank	-	161,558
Indian Renewable Energy Dev. Agency Ltd	38,000,000	38,000,000
EXIM Bank	11,874,004	-
<b>Total</b>	<b>49,874,004</b>	<b>40,661,523</b>
<b>Note 8 Short term provisions</b>		
(i) Statutory remittances	4,787,115	4,701,440
(ii) Expenses Payable	400,837	430,837
(iii) Provision for Income Tax	1,111,388	43,847
<b>Total</b>	<b>6,299,340</b>	<b>5,176,124</b>



## INDOWIND ENERGY LIMITED

### Note 9 Fixed assets Notes forming part of the consolidated financial statements

CIN : L46108TN1995PLC032311

Particulars	Gross block				Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2014	Additions	Disposals	Balance as at 31 Mar, 2015	Balance as at 1 April, 2014	Depreciation/ amortisation for the year	Eliminated on disposal of assets	Balance as at 31 Mar, 2015	Balance as at 31 Mar, 2014	Balance as at 31 Mar, 2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>A. Tangible assets</b>										
(a) Land										
Freehold Leasehold (Note 1)	40,397,154	2,050,000	-	42,447,154	-	-	-	-	40,397,154	42,447,154
(b) Buildings	18,000,000	-	-	18,000,000	720,000	720,000	-	1,440,000	17,280,000	16,560,000
(c) Plant and Equipment (Note 2)	8,460,300	-	-	8,460,300	2,839,449	410,188	-	3,249,637	5,620,851	5,210,663
(d) Vehicles	1,983,070,242	12,186,892	25,024	1,995,257,134	489,475,250	72,632,383	-	562,107,633	1,493,594,992	1,433,149,501
(e) Office equipment	16,848,624	47,000	-	16,870,600	14,079,111	666,875	23,773	14,722,213	2,769,513	2,148,387
<b>B. Capital Advances (Note 3)</b>	20,053,337	37,290	-	20,090,627	10,687,358	994,764	-	11,682,122	9,365,979	8,408,505
<b>C. Capital Work in Progress</b>	432,000,000	-	20,724,883	411,275,117	-	-	-	-	432,000,000	411,275,117
<b>D. Intangibles</b>	39,792,911	12,422,853	-	52,215,764	-	-	-	-	39,792,911	52,215,764
	46,712,453	1,050,000	-	47,762,453	-	-	-	-	46,712,453	47,762,453
<b>Total</b>	<b>2,605,335,021</b>	<b>2,794,035</b>	<b>20,749,907</b>	<b>2,612,379,149</b>	<b>517,801,168</b>	<b>75,424,210</b>	<b>23,773</b>	<b>593,201,605</b>	<b>2,087,533,853</b>	<b>2,019,177,544</b>

### Depreciation and amortisation relating to continuing operations:

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	Rs.	Rs.
Depreciation and amortisation relating to continuing operations	75,424,210	95,749,002

### Notes

1. Represents amount paid to Forest department of Karnataka towards lease rentals for the Chitradurga site.
2. Plant & Machinery includes revaluation amount of Rs. 60 Lakhs, whose WDV as on 31st March, 2015, is Rs.24,04,000/-
3. Represents purchase of rights out of EXIM bank Loan for 6 Mw Wind farm project. Amount mentioned under column 'disposals' represents adjusted net figure of transactions.
4. Depreciation on Plant & Machinery is charged at 85% of the prescribed quantum as the machinery was not put to use fully.



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

#### Note 10 Non-current investments

Particulars	No. of Shares	As at 31 March, 2015			As at 31 March, 2014		
		Quoted Rs.	Unquoted Rs.	Total Rs.	Quoted Rs.	Unquoted Rs.	Total Rs.
Investments (At cost):							
(a) Investment in equity instruments							
(i) of other entities							
The Jain Sahakari Bank Limited	4,247	-	124,500	124,500	-	124,500	124,500
India wind Power Limited	1,000,000	-	10,000,000	10,000,000	-	10,000,000	10,000,000
Revati Commercial Private Limited	2,400,000	24,000,000	-	-	-	-	-
(b) "Other non-current investments							
Key Man Insurance Policy"		-	27,066,391	27,066,391	-	27,066,391	27,066,391
<b>Total investments</b>		-	<b>61,190,891</b>	<b>61,190,891</b>	-	<b>37,190,891</b>	<b>37,190,891</b>
Less: Provision for diminution in value of investments							
<b>Total</b>		-	<b>61,190,891</b>	<b>61,190,891</b>	-	<b>37,190,891</b>	<b>37,190,891</b>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 11 Long-term loans and advances</b>		
<i>(a) Capital advances / Guarantee Deposits</i>		
Secured, considered good		
- Others	17,086,848	142,459,788
- Related Parties (Refer Note below)	249,923,788	215,637,930
Unsecured, considered good		
- Others	6,884,772	6,884,770
- Related Parties	-	-
	<b>273,895,408</b>	<b>364,982,488</b>
<i>(b) Security deposits</i>		
Unsecured, considered good	20,686,162	20,680,601
<i>(c) Loans and advances to related parties</i>		
Unsecured, considered good	-	-
<i>(d) Balances with government authorities</i>	27,697,162	18,850,565
<i>(e) Other loans and advances</i>		
Unsecured, considered bad / non recoverable		
- Others	8,411,146	8,270,646
<b>Total (a+b+c+d+e)</b>	<b>330,689,878</b>	<b>412,784,300</b>
<b>Capital advances / Guarantee Deposits</b>		
<b>Secured, considered good</b>		
Everon Power Private Ltd	2,365,196	-
Loyal Credit and Investment Ltd	82,447,795	90,450,677
Indus Finance limited	165,110,797	125,187,253
<b>Note 12 Other non-current assets</b>		
<i>(a) Long-term trade advances</i>		
Unsecured, considered good		
- Others	614,216,316	559,378,840
- Related Parties	88,288	19,298
<b>Total</b>	<b>614,304,604</b>	<b>559,398,138</b>
<b>Note 13 Inventories</b>		
<i>(a) Work-in-progress (Refer Note below)</i>	30,176,938	30,301,036
<i>(b) Stock-in-trade - Energy Stock</i>	7,047,087	8,979,362
<b>Total</b>	<b>37,224,025</b>	<b>39,280,398</b>
<b>Note: Details of work-in-progress</b>		
Closing Stock	25,794,529	25,794,529
Work in Progress - Agri Division	4,382,409	4,506,507
<b>Total</b>	<b>30,176,938</b>	<b>30,301,036</b>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

Particulars	As at 31 March, 2015 Rs.	As at 31 March, 2014 Rs.
<b>Note 14 Trade receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	10,639,307	5,118,561
Other Trade receivables		
Unsecured, considered good	43,976,248	12,064,590
<b>Total</b>	<b>54,615,555</b>	<b>17,183,151</b>
<b>Note 15 Cash and cash equivalents</b>		
(a) Cash on hand	663,546	505,195
(b) Balances with banks		
(i) In current accounts	6,003,641	9,752,168
(iii) In deposit accounts		
- Earmarked accounts (Refer Note (i) below)	38,287,311	38,800,000
- Others (Refer Note (ii) below)	3,000,000	3,000,000
(c) Others		
<b>Total</b>	<b>47,954,498</b>	<b>52,057,363</b>
Cash & Cash Equivalents as per AS-3 Cash Flow Statement issued by ICAI	6,667,187	10,257,363
<p>Note (i) : (i) Earmarked Deposit Account represents Fixed Deposits on which lien has been marked for the facilities availed from Banks  (ii) Represents amount deposited with Bank of India,, Bangalore Main Branch, which was appropriated by the bank towards bank charges which the company is disputing.</p>		
<b>Note 16 Short-term loans and advances</b>		
(a) Loans and advances to employees		
Unsecured, considered good	2,331,095	1,938,622
(b) Prepaid expenses	1,651,579	4,954,517
(c) Others - Secured, considered good	-	-
<b>Total</b>	<b>3,982,674</b>	<b>6,893,139</b>
<b>Note 17 Other current assets</b>		
(a) Unamortised expenses		
(i) Share issue expenses / pre-operative expenses	3,796,004	3,796,004
(ii) Preliminary expenses - Cold storage	24,362	-
(iii) Others	4,267,372	3,823,578
<b>Total</b>	<b>8,087,738</b>	<b>7,619,582</b>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

Particulars	for the Year ended 31 March, 2015 Rs.	for the Year ended 31 March, 2014 Rs.
<b>Note 18 Revenue from operations</b>		
(a) Sale of products - Power (shown net off of Power Share Payments made)	200,513,836	234,045,453
(b) Sale of Projects	-	-
<b>Total</b>	<b>200,513,836</b>	<b>234,045,453</b>
<b>Note 19 Other income</b>		
(a) Interest income (Refer Note (i) below)	51,254,639	19,469,750
(b) Other non-operating income (Refer Note (ii) below)	142,654	84,200
<b>Total</b>	<b>51,397,293</b>	<b>19,553,950</b>
<b>Note</b>		
(i) Interest income comprises:		
Interest from banks on deposits	2,795,391	3,300,000
Interest income associates	19,148,544	16,169,750
Interest income - others (refer note below)	29,310,704	-
<b>Total - Interest income</b>	<b>51,254,639</b>	<b>19,469,750</b>
(ii) Other non-operating income comprises:		
Dividend Income	12,500	12,500
Others	128,310	71,700
Profit on sale of asset	1,844	-
<b>Total - Other non-operating income</b>	<b>142,654</b>	<b>84,200</b>
<b>Note - Interest income others</b>		
This represents claims lodged with electricity boards towards interest for belated payments in tune with the power purchase agreements entered into with the said Board.		
<b>Note 20 Cost of Generation of Power</b>		
(i) Direct Cost incurred at Power Generation Site	62,005,128	55,501,919
(ii) Selling expenses	10,116,447	12,515,148
<b>Total</b>	<b>72,121,575</b>	<b>68,017,067</b>
<b>Note 21 Project Expenses</b>		
(i) Purchases	-	-
(ii) Project Expenses	-	880,795
<b>Total</b>	<b>-</b>	<b>880,795</b>
<b>Note 22 Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Inventories at the end of the year:		
Work-in-progress	25,794,529	25,794,529
Transfers from Project/ Purchase returns	-	8,500,000
Energy Stock	7,047,087	6,599,519
	<b>32,841,616</b>	<b>40,894,048</b>
Inventories at the beginning of the year:		
Work-in-progress	25,794,529	33,602,085
Energy Stock	6,599,519	3,758,291
	<b>32,394,048</b>	<b>37,360,376</b>
<b>Net (increase) / decrease</b>	<b>(447,568)</b>	<b>(3,533,672)</b>



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

Particulars	for the Year ended 31 March, 2015 Rs.	for the Year ended 31 March, 2014 Rs.
<b>Note 23 Employee benefits expense</b>		
Salaries and wages	15,290,059	14,229,358
Contributions to provident and other funds	1,625,632	589,188
Staff welfare expenses	864,383	1,091,546
Employee medicalim insurance	913,145	-
<b>Total</b>	<b>18,693,219</b>	<b>15,910,092</b>
<b>Note 24 Finance costs</b>		
(a) Interest expense on:		
(i) Borrowings	60,407,727	47,139,039
(ii) Others - Processing Charges	-	25,000
(iii) Interest on TDS	-	5,010
<b>Total</b>	<b>60,407,727</b>	<b>47,169,049</b>
<b>Note 25 Other expenses</b>		
Power and fuel	912,240	806,460
Advertisement	340,640	208,596
Repairs and maintenance - Buildings	1,571,109	1,364,429
Repairs and maintenance - Vehicles	626,591	674,209
Insurance	86,723	904,308
Rates and taxes	3,163,408	5,624,547
Communication	658,006	591,673
Travelling and conveyance	2,645,865	5,189,598
Printing and stationery	544,887	406,596
Business promotion	104,085	754,941
AGM / EGM Expenses	1,152,242	1,053,648
Legal and professional	6,579,292	3,814,839
Bank Charges	1,252,039	8,716
Books & Periodicals	17,986	41,529
Sitting Fees	269,664	167,304
Payments to auditors (Refer Note below)	400,000	471,983
Miscellaneous expenses	287,507	4,208,255
<b>Total</b>	<b>20,612,284</b>	<b>26,291,631</b>
<b>Notes:</b>		
(i) Payments to the auditors comprises		
As auditors - statutory audit	250,000	300,000
As auditors - Tax audit	150,000	100,000
For taxation matters	-	-
For Certification matters	-	71,983
<b>Total</b>	<b>400,000</b>	<b>471,983</b>
<b>Note 26 Exceptional items</b>		
Miscellaneous Expenses Written Off	-	-
Prior Period Items Off*	-	8,170,060
Less:		
Transfer from Reserves	-	8,170,060
<b>Total</b>	<b>-</b>	<b>-</b>

\*\* Represents charges appropriated by TANGEDCO



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

#### Note 27 Additional information to the financial statements

Note	Particulars	As at 31 March, 2015 Rs. In lacs	As at 31 March, 2014 Rs. In lacs	
27.1	<b>Contingent liabilities and commitments (to the extent not provided for)</b>			
	Income Tax - various years	138.66	800.14	
	Service Tax : F Y 2007 -08	214.83	214.83	
	VAT : F Ys 2007 -08 and 2008 - 09	76.09	76.09	
	Others	3250.00	150.00	
27.2	<b>Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act,</b>			
	<b>Particulars</b>	<b>As at 31 March, 2015 Rs.</b>	<b>As at 31 March, 2014 Rs.</b>	
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year			
	Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.			
27.3	<b>Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges</b>			
	Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:			
	<b>Name of the party</b>	<b>Relationship</b>	<b>Amount outstanding as at 31 March, 2015</b>	<b>Maximum balance outstanding during the year</b>
	Indus Finance Limited	Company where Key Managerial Personnel has a significant influence.	165,110,797	165,110,797
			( 125,187,253)	(125,187,253)
	Note: Figures in bracket relate to the previous year.			
27.4	<b>Foreign Currency transactions</b>		<b>for the Year ended 31 March, 2015 Rs.</b>	<b>for the Year ended 31 March, 2014 Rs.</b>
	<b>Expenditure in Foreign Currency</b>			
	Travelling Expenses		-	102,594
	Fees		-	747,646
	Interest payment		52,384,310	22,964,332
<b>Earnings in foreign exchange</b>		-	-	





## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

#### Note 27 Additional information to the financial statements

27.5	<b>Employee benefit plans</b> <u>Defined contribution plans</u> The Company has provided for retirement benefits to the employees such as Gratuity, Provident Fund and ESI. The Company has formulated in consultation with the Life Insurance Corporation of India, for Gratuity benefits, necessary benefit plans, the details of which are as follows:	
	Accrued Gratuity Liability*  Actuarial Value of Accrued Gratuity Liability* Fund with Life Insurance Corporation of India* Net Liability	Rs. 3,130,377  2,959,065 2,959,065 -
	<b>Assumptions for Actuarial Valuation</b> Discounting Rate Salary Escalation Rate Method of Valuation	8.00% 7.00% Projected unit credit method
	* Details shown above are based on Actuarial Valuation Report of LIC as on 01/08/2014. Revised Liability will be available only by August 2015 and hence actuarial liability cannot be ascertained.	





## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

#### Note 27 Disclosures under Accounting Standards (contd.)

Note	Particulars		
27.7	<b>Related party transactions</b>		
27.7 a	<b>Details of related parties:</b>		
	<b>Description of relationship</b>	<b>Names of related parties</b>	
	Subsidiary Associates and Companies where Key Managerial Personnel has a significant influence.	Indowind Power Private Limited Indus Finance Limited	
	Key Managerial Personnel (KMP)	Ind Eco Ventures Limited IndoNet Global Limited Indus Nutri Power Pvt Ltd Loyal Credit & Investments Limited Indus Capital Pvt Limited Everon Power P Ltd. Bekae Properties P Ltd.  Mr. Bala V Kutti, Chairman Mr. K.S. Ravindranath, Whole Time Director Mr. S Diraviam , Company Secretary Mr. K K Dinakar, President Finance	
	Note: Related parties have been identified by the Management.		
27.7 b	<b>Details of related party transactions during the year ended 31 March, 2015 and balances</b>		
	<b>Nature of Transaction</b>	<b>Associates</b>	<b>KMP</b>
		<b>Directors</b>	
	Power Share Income	8,016,906	
	Interest Income	19,148,544	-
	Travelling Expenses	-	1,114,978
	Conveyance	-	109,500
	Salary		3,835,076
	Sitting Fees		60,000
	<b>Balances outstanding at the end of the year</b>		170,000
	Capital Advances - Acquisition of 6Mw Wind project	411,275,117	
	Capital advances / Guarantee Deposits - Secured	249,923,788	
	Other Current Assets	1,602,583	
	Long-Term trade advances	88,288	



## INDOWIND ENERGY LIMITED

CIN - L40108TN1995PLC032311

### Notes forming part of the consolidated financial statements

#### Note 27 Disclosures under Accounting Standards (contd.)

Ref. No.	Particulars	For the Year ended 31 March, 2015 Rs.	for the Year ended 31 March, 2014 Rs.
27.8	<b>Earnings per share</b> <b>Basic - Total &amp; Continuing operations</b> Net profit / (loss) for the year from continuing operations Net profit / (loss) for the year from continuing operations attributable to the equity shareholders Weighted average number of equity shares Par value per share Earnings per share from continuing operations - Basic	2,281,346    2,281,346 89,741,486 10.00 0.03	1,062,777    1,062,777 89,741,486 10.00 0.01
	<b>Diluted - Total &amp; Continuing operations</b> Net profit / (loss) for the year from continuing operations after adjusting for Interest Payment / Dividend relating to Potential Dilutive Equity Shares Net Profit / (loss) as computed by above attributable to the equity shareholders Weighted average number of equity shares after adding Potential Dilutive Equity Shares Par Value per share Earnings per share from continuing operations - Basic	2,281,346    2,281,346 108,894,498 10.00 0.02	1,062,777    1,062,777 108,894,498 10.00 0.01
27.9	<b>Deferred tax (liability) / asset</b> <b>Opening Balance - Deferred Tax Liability</b> Total value of items constituting timing differences for Deferred Tax effect Tax effect of items constituting deferred tax effect MAT Credit availed for current year Net deferred tax - Liability <b>Closing Balance - Deferred Tax Liability</b>	63,964,777 -1,706,948 - - 65,671,725 <b>-1,706,948</b>	61,955,962 -5,910,018 -2,008,815 - -2,008,815 <b>63,964,777</b>
	The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax (or) The Company has recognised deferred tax asset on unabsorbed depreciation and brought forward business losses based on the Management's estimates of future profits considering the non-cancellable customer orders received by the Company		
28	<b>Previous year's figures</b> Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.		

In terms of our report attached.

**For V. Ramaratnam & Co.**

Chartered Accountants

FRN: 002956S

**R. Sundar**  
Partner

Membership No. : 012339

Place: Chennai.

Date: 13<sup>th</sup> June, 2015

for and on behalf of the Board of Directors

**BALA V KUTTI**

Chairman  
DIN - 00765036

**RAVINDRANATH K S**

Director  
DIN - 00848817

**DIRAVIAM S**  
Company Secretary

**RAGHAVAN T S**

Director  
DIN - 00446651

**NIRANJAN R JAGTAP**

Director  
DIN - 01237606





**INDOWIND ENERGY LIMITED**

CIN: L40108TN1995PLC032311

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

**Tel: 044-28330867 Fax: 044-28330208 Email: [contact@indowind.com](mailto:contact@indowind.com)**

**Website: [www.indowind.com](http://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 SHARHOLDER

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**Folio No.**

DP.ID	
CLIENT ID*	

I hereby record my presence at the 20th Annual General Meeting held on 28th September 2015 Hotel "The Accord Metropolitan' 35, G.N.. Chetty Road, T. Nagar, Chennai - 600 017.

<b>SIGNATURE OF THE MEMBERS OR PROXY</b>	<b>SHARES HELD</b>



**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  
**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 20th Annual General Meeting of the Company, to be held on Monday, 28th September 2015 at 4.00 PM at Hotel Accord Metropolitan, No.35, G.N.Chetty Road, T.Nagar, Chennai 600 017, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
	<b>Ordinary business</b>			
1	To consider and adopt the Twentieth Annual Report of the Directors, the Standalone and Consolidated Audited Balance Sheet as at 31st March 2015, Profit and Loss Account for the year ended 31st March 2015 and the Auditors Report thereon			
2	To appoint a Director in place of Mr. Bala V. Kutti (holding DIN- 00765036) who retires at this meeting in terms of section 152(6) of the Companies Act 2013 and being eligible, offers himself for Re-appointment.			
3	Appointment of Auditor			
	<b>Special Resolution</b>			
4	Reappointment of Mr.K.S.Ravindranath, DIN NO.00848817 as the Whole Time Director			
5	Appointment of Mr.T.S.Raghavan, DIN NO.00446651 as an Independent Director			
6	Appointment of Mr.Niranjan R.Jagtap, DIN NO.01237606 as an Independent Director			
7	Appointment of Ms.Alice Chhikara, DIN NO:00088920 as an Additional Director			

Signed this/-----/day of/-----/2015.

Signature of shareholder: -----

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

Re 1/- Revenue Stamp
----------------------------

**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 the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

BOOK-POST

If Undelivered Please return to :



**INDOWIND ENERGY LIMITED**

"Kothari Buildings",  
4th Floor, 114, Mahatma Gandhi Road,  
Nungambakkam, Chennai - 600 034.  
Tel : 044-28330867 / 28331310