



6<sup>th</sup> April 2017

## Indowind Energy Ltd

CIN : L40108TN1995PLC032311

E-mail : contact@indowind.com

**Bombay Stock Exchange Limited,**  
Registered Office: Floor 25,  
P J Street, Dalal Street,  
Mumbai – 400 001.

**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

Dear Sir / Madam,

**Sub: Quarterly Compliance report on Corporate Governance for the year ended 31<sup>st</sup> March 2017**

Pursuant to Regulation 27 (2) of the SEBI Listing obligation and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the Quarterly Compliance Report on Corporate Governance of the Company for the year ended 31<sup>st</sup> March 2017.

Kindly take note of the above.

Thanking you,

Yours faithfully  
**For Indowind Energy Limited**

**S. Diraviam**  
Company Secretary





# Indowind Energy Ltd

CIN : L40108TN1995PLC032311

E-mail : contact@indowind.com

## ANNEXURE I

### QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Indowind Energy Limited
2. Year ending - 31<sup>st</sup> March 2017

I. Composition of Board of Directors								
(Mr./Ms)	Name of the Director	DIN PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Tenure	No of Director ship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	BALA V KUTTI	00765036 AVHPK6576H	NON EXECUTIVE DIRECTOR	28-Sep-2015	-	2	1	0
Mr.	K.S.RAVINDRA NATH	00848817 AALPR8173Q	EXECUTIVE DIRECTOR	28-Sep-2015	-	1	1	0
Mr.	NIRANJAN R JAGTAP	01237606 AEZPJ7624L	INDEPENDENT DIRECTOR	28-Sep-2015	20 months	2	4	2
Mr.	K.R.SHYAMSU NDAR	03560150 AASPS5127N	INDEPENDENT DIRECTOR	16-Sep-2016	7 months	2	4	0
Ms.	ALICE CHHIKARA	00088920 AGTPC8626K	NON EXECUTIVE DIRECTOR	28-Sep-2015	-	2	1	0

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category
Audit Committee	K.S.RAVINDRANATH NIRANJAN R JAGTAP K.R.SHYAMSUNDAR	Executive Director Chairperson – Independent Director Member
Nomination and Remuneration Committee	NIRANJAN R JAGTAP ALICE CHHIKARA K.S.RAVINDRANATH	Chairperson – Independent Director Non-Executive Director Independent Director
Risk Management Committee	NA	NA
Stakeholders Relationship Committee	NIRANJAN R JAGTAP K.S.RAVINDRANATH K.R.SHYAMSUNDAR	Chairperson – Independent Director Executive Director Independent Director

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
31-Oct-2016	8-Feb-2017	99



**IV. Meeting of Committees**

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	8-Feb-2017	YES	31-Oct-2016	99

**V. Related Party Transactions**

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

**VI. Affirmations**

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

Audit Committee - **Yes**

Nomination & remuneration committee - **Yes**

Stakeholders relationship committee - **Yes**

Risk management committee (applicable to the top 100 listed entities) - **Not applicable**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

For **INDOWIND ENERGY LIMITED**



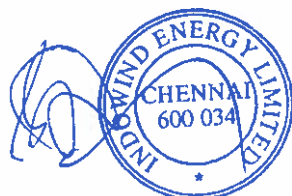
**S. DIRAVIAM**  
Company Secretary



## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes





Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **YES**

For **INDOWIND ENERGY LIMITED**

  
**S. DIRAVIAM**  
 Company Secretary