

**ANNEXURE I****QUARTERLY CORPORATE GOVERNANCE REPORT**

1. Name of listed Entity -Indowind Energy Limited

2. Quarter ending- 31<sup>st</sup> March 2018**I COMPOSITION OF BOARD OF DIRECTORS**

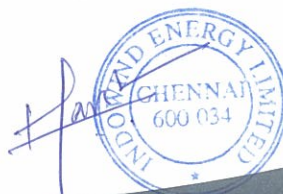
Mr /Ms	Name of the Director	PAN &DIN	Category (Chairperson/ Executive Non Executive/ independent /Nominee	Date of Appointment	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson 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.RAVINDRANATH	00848817 AALPR8173Q	EXECUTIVE DIRECTOR	28-SEP-2015	-	1	1	0
Mr.	NIRANJAN R JAGTAP	01237606 AEZPJ7624L	INDEPENDENT DIRECTOR	28-SEP-2015	30 Months	3	4	2
Mr.	K R SHYAMSUNDAR	03560150 AASP55127N	INDEPENDENT DIRECTOR	16-SEP-2016	17 Months	2	4	0
Ms.	ALICE CHHIKARA	00088920 AGTPC8626K	NON EXECUTIVE DIRECTOR	30-08-2017	-	2	1	0

**II COMPOSITION OF COMMITTEES**

Name of Committee	Name of committee Members	Category
Audit committee	Mr.K S Ravindranath Mr.Niranjan R Jagtap Mr.Shyamsundar	Executive Director Chairperson-Independent Director Independent Director
Nomination and Remuneration committee	Mr.Niranjan R jagtap Ms.Alice Chhikara Mr.K.R.Shyamsundar	Chairperson-Independent Director Non-Executive Director Independent Director
Risk Management Committee	NA	NA
Stakholders Relationship committee	Mr.Niranjan R jagtap Mr.K S Ravindranath Mr.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)
5 <sup>th</sup> December 2017	5 <sup>th</sup> January 2018 17 <sup>th</sup> January 2018 13 <sup>th</sup> February 2018	30 11 25



**I. Disclosure on website in terms of Listing Regulations****IV MEETING OF COMMITTEES**

Name of the Audit 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 meetings in number of days
Audit Committee	13 <sup>th</sup> February 2017	Yes-2 Members	5 <sup>th</sup> December 2017	69

**V RELATED PARTY TRANSACTIONS**

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**VI AFFIRMATION**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee -Yes
  - b. Nomination & remuneration committee -Yes
  - c. Stakeholders relationship committee -Yes
  - d. Risk management committee (applicable to the top 100 listed entities) -No
3. 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
4. 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
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors-Yes

Harsha J



Company Secretary





## ANNEXURE -II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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	
E-mail 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>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	YES
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

### III. Affirmation

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

  
**Harsha J**  
 Company Secretary

