

22nd ANNUAL REPORT 2016 -17



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
Dr. K.R. Shyamsundar	- Independent Director
Ms. Alice Chhikara	- Director

COMPANY SECRETARY & Sr. VICE PRESIDENT - LEGAL

Mr. S. Diraviam

AUDITORS

STATUTORY

V. Ramaratnam & Co (Retiring)
Chartered Accountants

Address :

26, 4th Street, Abhirama Puram,
Chennai - 600 018.
Email : admin@vramaratnam.com

SUBSIDIARY

Indowind Power Pvt. Ltd.

INTERNAL

S. Vasudevan & Associates
Chartered Accountants

Address :

B1-H2 Newtech Indira, Jafferkanpet,
Ashok Nagar, Chennai- 600 083.
Email : vaudev@yahoo.com

BANKERS

DCB Bank Limited
Axis Bank Limited

REGISTERED OFFICE

"Kothari Buildings", 4th Floor, 114, M.G. Road,
Nungambakkam, Chennai - 600 034.
Tel : 044-28330867 / 28331310 Fax : 044-28330208.
E-mail : contact@indowind.com / Website : www.indowind.com

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INDOWIND ENERGY LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that 22nd Annual General Meeting of Indowind Energy Limited CIN: L40108TN1995PLC032311 will be held at **The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai- 600 014, Wednesday, 30th August 2017 at 3.00 PM** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Ms. Alice Chhikara (Director Identification No.00088920) who retires by rotation and being eligible offers herself for reappointment.
3. Appointment of Auditors.

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

“RESOLVED THAT pursuant to the provisions of section 139 of the companies Act, 2013 and the Rules made thereunder M/s. Sanjiv Shah & Associates, Chartered Accountants, Chennai (ICAI Firm Registration No.003572S) be and are hereby appointed as Statutory Auditors of the company (in place of M/s. V. Ramaratnam & Co, Chartered Accountants, the retiring Auditors), to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit committee in consultation with the Auditors.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF 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



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6. The Register of Members and Share Transfer Book will remain closed from 24.08.2017 to 30.08.2017 (both days inclusive)
7. 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 the Annual Report are being sent to all the members who have registered their e mail addresses with their Depository Participants. However, if any member requires a hard copy, they may make a request in writing to the company secretary in this regard.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. 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.
10. Information regarding the Director proposed to be reappointed pursuant to SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is annexed.
11. 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 **30th August 2017 Wednesday, at 3.00pm.** with a request to follow the instructions for voting electronically as under:-

The voting period begins on **27th August 2017 at 9.00 A.M and ends on 29th August 2017, 5.00 P.M.** 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 23rd August 2017**) may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of member receiving e-mail:

- i. Log on to the e-voting website 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.



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- 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 and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>"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.</p> <p>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.</p>
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 #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># 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.</p>

- 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 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. On 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.



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- 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 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
 - 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 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
 - 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 under help section or write an email to 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.
 - In case of members receiving the physical copy, please follow all steps from Sl. No. (i) to Sl. No. (xviii) 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) 23rd August 2017.
 - A copy of this Notice has been placed on the website of the Company and the website of CDSL.



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12. 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) witnesses 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 23rd August 2017.

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**

Place: Chennai - 600 034.
Date: 23rd May 2017

S. DIRAVIAM
Company Secretary &
Sr. Vice President Legal

BRIEF PROFILE OF MS. ALICE CHHIKARA

Ms Alice Chhikara, has over 14 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. She holds a degree in Banking & Finance from London School of Economics & Political Sciences. The information pertaining to her to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in the Report on Corporate Governance which is forming part of the Annual Report.



INDOWIND ENERGY LIMITED

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

To

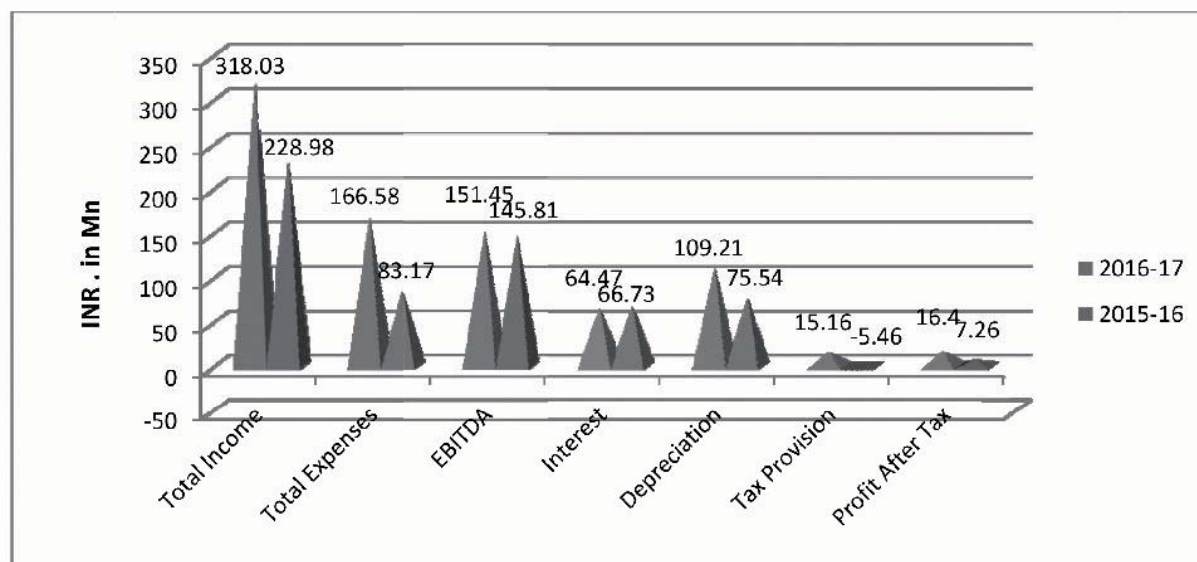
The Members

Your Directors are pleased to present this 22nd Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2017.

FINANCIAL HIGHLIGHTS AND PERFORMANCE

INR In Million

PARTICULARS	2016-17	2015-16
Total Income	318.03	228.98
Total Expenses	166.58	83.17
EBITDA	151.45	145.81
Interest	64.47	66.73
Depreciation	109.21	75.54
Tax Provision	(15.16)	(5.46)
Profit After Tax	16.40	7.26



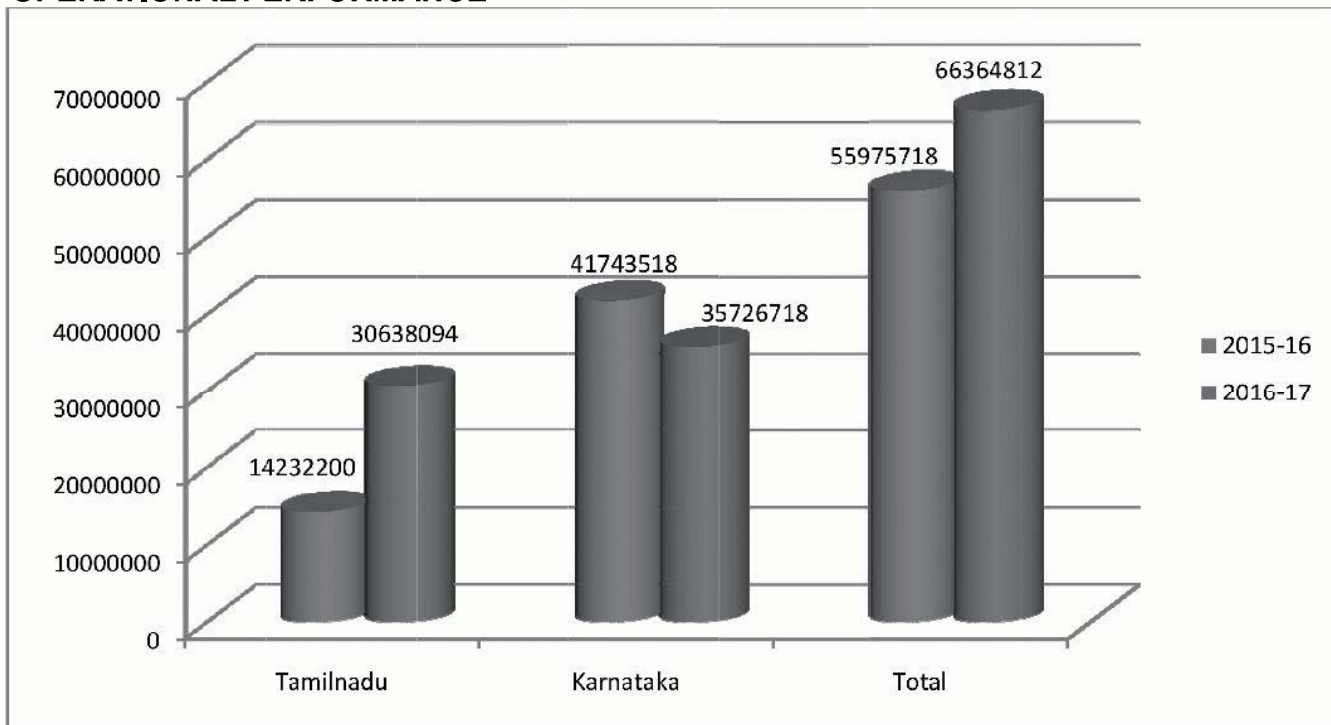
During the year under review, your Company's total income achieved is INR 318.03 Mn. against INR 228.98 Mn. of the previous year with a top line growth of 38.89%. The sales revenue growth is due to better grid availability throughout the year due to effective implementation of the Forecasting & Scheduling program initiated by IWPA and being done by NIWE coordinating with TANGEDCO.



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Total expenses have increased to INR 166.58 Mn. from previous year of INR.83.17.Mn.mainly due to increase of depreciation by 44%from INR 75.54 Mn. of previous year to INR 109.21 Mn. in view of increase in depreciation on addition of Wind assets. The interest paid for the year under review is INR. 64.47 Mn. compared to INR. 66.73 Mn. of previous year due to effective servicing of the Loans. However current year tax paid has reduced to INR 0.075 Mn., against INR 0.36 Mn. in the previous year due to higher deferred tax credit accumulated to INR 15.16 Mn. from INR 5.46 Mn., showing a Net tax credit of INR 9.7 Mn. The Company has posted a net profit of INR 16.40 Mn. and therefore 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 are no Subsidiary / Joint Venture or Associate 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. With respect to the observation made by the auditors the Company wishes to state that the advances / receivables mentioned are in the nature of project advances and claims which are being pursued by the Company for completion and recovery. The management is of the view that in due course the subject projects would be completed and receivables will be recovered.

OPERATIONAL PERFORMANCE



Generation has increased compared to the previous year, due to better Grid availability, evacuation and Forecasting & Scheduling provided by NIWE.



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POWER SALE

The company has sold substantial the power generated & evacuated to the grid to its captive clients as per the contractual terms, in spite of competitive pressure on pricing.

Revenue (Rs)	2016-17	2015-16
Tamil Nadu	138,281,011	73,424,054
Karnataka	100,568,362	82,244,013

REPOWERING

The company's investment in repowering & retrofitting of old WEGs have started yielding better generation during the year and the units have been sold as per the plan. The company has completed repowering of 13 Nos. WEGs – 4 machines of 250 KW and 9 machines of 225 KW capacity in TN during 2016-17.

MACHINE AVAILABILITY & PROCESS IMPROVEMENT

During the current year, the machine availability has been improved with around 90% ensuring optimum generation. Automation programme implemented by the company is working smoothly providing MIS for operational and executive decision making.

PLF (%) – INDIA

The average PLF for wind in India ranged from 15 to 16% upto 2010 due to smaller capacity machines installed in high wind areas with old technology WEGs. PLFs gradually increased due to higher capacity turbines of MW class being installed in India with latest technology to an average of around 25 to 26% PLF annually during 2016. The PLF also is highly state & site specific and depends on evacuation facilities available & the DISCOMs scheduling the wind power for evacuating.

INDOWIND PLF (%)

YE 31, March	2015	2016	2017
Tamilnadu	8.60	6.33	12.06
Karnataka	20.00	19.17	24.65

The Company offers 'Green Power®' to its customers, which are mainly Corporates and State utilities on a 56:44 ratio to ensure higher revenue realization. Indowind has achieved better PLF and generation in line with Industry average due to improved operational performance.