

INDOWIND ENERGY LIMITED

BOARD OF DIRECTORS

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|--------------------------|------------------------|
| 1. Mr. Niranjan R Jagtap | - Chairman |
| 2. Mr. K.S.Ravindranath | - Whole Time Director |
| 3. Dr. K.R. Shyamsundar | - Independent Director |
| 4. Mr. N.K.Haribabu | - Director / CFO |
| 5. Mr.R.Sridhar | - Additional Director |
| 6. Ms. Alice Chhikara | - Additional Director |

COMPANY SECRETARY

Ms. Simran Lodha Resigned w.e.f 1st August 2022

AUDITORS

M/s. Sanjiv Shah & Associates Chartered Accountants Address: 80, Adarsha Apartments, Ind Floor, Vepery High Road, Chennai - 600 007. Email: mail@ssaca.in	INTERNAL Kailash Jain & Associates Chartered Accountants Address: No.60/1, Tana Street, Purasaiwakkam, Chennai - 600 007. Email: ca.kailash@hotmail.com	SECRETARIAL KRA Associates Practicing Company Secretary Sri Sankara Furukripa Illam No.6A, 10 th Street, New Colony, Adampakkam, Chennai- 600 088. Email: gkrkgram@yahoo.in
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SUBSIDIARY

Indowind Power Pvt. Ltd.

“Kothari Buildings” 4th Floor, 114, M.G.Road,
Nungambakkam, Chennai- 600034.

BANKERS

DCB Bank Limited

Axis Bank Limited

Exim Bank Limited

Indian Renewable Energy Development Agency Limited

REGISTERED OFFICE “Kothari Buildings” 4 th Floor, 114, M.G.Road, Nungambakkam, Chennai- 600 034. Tel: 044-28330867/28331310 Fax: 044- 28330208. Email: contact@indowind.com / Website: www.indowind.com	REGISTRAR AND SHARE TRANSFER AGENT BIGSHARE SERVICES PRIVATE LIMITED E-2/3, Ansa Industrial Estate, Saki vihar Road, Saki Naka, Andheri (East), Mumbai 400 072. bhagwan@bigshareonline.com
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27TH ANNUAL REPORT FOR THE YEAR 2021-22

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that **27th Annual General Meeting** of **Indowind Energy Limited** having CIN: L40108TN1995PLC032311 will be held through **Video Conferencing (“VC”) /Other Audio Visual Means (OAVM)** on **Friday, 30th September 2022** at **4:00 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 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon by passing the following as an Ordinary Resolution:**

“RESOLVED THAT the audited financial statement (Standalone and Consolidated) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2. To appoint a Director in the place of Dr. K.S. Ravindranath having (Director Identification No. 00848817) who retires by rotation and being eligible offers himself for reappointment.**

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 152 of the Companies Act, 2013 and Articles of Association of the Company, Dr. K.S. Ravindranath (DIN No. 00848817), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

- 3. Appointment of Auditor.**

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 139,142 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)M/s. Venkatesh & Co, Chartered Accountants, Chennai (ICAI Firm Registration No. 004636S) be and is hereby appointed as Statutory Auditors of the company in the place of M/s. Sanjiv Shah & Associates, chartered Accountants ,the retiring Auditors to hold the office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting, on a remuneration of Rs. 4.5 Lacs p a. plus out of pocket expenses i.e on the same remuneration which was paid to the previous Auditor.

SPECIAL BUSINESS:

4. APPOINTMENT OF Mr.R. SRIDHAR (DIN: 09648012) AS NON-EXECUTIVE AND NON - INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Provisions, Sections, Rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the shareholders be and is hereby accorded, to appoint Mr.R.Sridhar as a Director (Non-Executive & Non-Independent) on the Board of the Company and whose office is liable to retire by rotation.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

5. APPOINTMENT OF Ms. SANGEETA LAKHI (DIN: 00074571) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Provisions, Sections, Rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the shareholders be and is hereby accorded, to appoint Ms. Sangeeta Lakhi as a Director (Non-Executive & Independent) on the Board of the Company w.e.f 08th August 2022, to hold office for a term up to five consecutive years from the date of ensuing Annual General Meeting i.e. up to the Conclusion of 32nd Annual General Meeting and whose office is not liable to retire by rotation.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

6. RECLASSIFICATION & INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT Approval of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 107,00,00,000/- (Rupees Hundred and Seven Crores Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each and 7 (Seven) preference shares of Rs. 1,00,00,000/- (Rupees One Crore) each into 10,70,00,000/- (Ten Crores seventy Lakhs) Equity Shares of Rs. 10/- each amounting to Rs. 107,00,00,000 (Rupees One Hundred and Seven Crores Only).

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and such other acts, laws, rules, regulations and guidelines applicable from time to time, and Subject to the approval of the regulatory authorities, approval of the Member of the Company be and is hereby accorded, for increase in the Authorised Share Capital of the Company from Rs. 107,00,00,000/- (Rupees Hundred and Seven Crores Only) divided into 10,70,00,000/- (Ten Crores seventy Lakhs) Equity Shares of Rs. 10/- Rupees Ten each) to Authorised Capital of Rs. 142,00,00,000 /- (Rupees Hundred and forty Two Crores Only) divided into 14,20,00,000 Shares (Fourteen Crores Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place, the following new ‘Clause V’:

“NEW CLAUSE V”:

“The Authorised Share Capital of the Company is Rs. 142,00,00,000 /- (Rupees Hundred and forty Two Crores Only) divided into 14,20,00,000 Shares (Fourteen Crores Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each with the power to the Company to reduce or Increase the Capital”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions or difficulties that may arise in this regard.”

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION IN CONNECTION WITH BORROWING FROM RELATED PARTY/IES

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements),

2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 ('the Act') and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company's policy on related party transactions, the Members of the Company do hereby accord their approval for entering into such contracts and agreements with **INDUS FINANCE LIMITED (IFL)** for availing loan facilities up to aggregate value of Rs. 50,00,00,000/- (Rupees Fifty Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten per cent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time."

"RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution."

8. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 ('the Act') and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company's policy on related party transactions, the Members of the Company do hereby accord their approval for entering into such contracts and agreements with **SOURA INVESTMENTS AND HOLDINGS PRIVATE LIMITED** for availing loan facilities up to aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten per cent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time."

"RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution."

9. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 (‘the Act’) and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company’s policy on related party transactions, the Members of the Company do hereby accord their approval for entering into such contracts and agreements with **SOURA CAPITAL PRIVATE LIMITED** for availing loan facilities up to aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten per cent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution.”

10. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 (‘the Act’) and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company’s policy on related party transactions, the Members of the Company do hereby accord their approval for entering into such contracts and agreements with **INDUS CAPITAL PRIVATE LIMITED** for availing loan facilities up to aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten per cent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution.”

11. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 (‘the Act’) and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company’s policy on related party transactions, the Members of the Company do hereby accord approval to the Board of Directors of the Company for entering into such contracts and agreements **EVER ON POWER LIMITED** for availing loan facilities up to aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten percent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution.”

12. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 (‘the Act’) and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company’s policy on related party transactions, the Members of the Company do hereby accord their approval for entering into such contracts and agreements with **LOYAL CREDIT AND**

INVESTMENTS LIMITED for availing loan facilities up to aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten per cent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution.”

13. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 (‘the Act’) and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company’s policy on related party transactions, the Members of the Company do hereby accord their approval for entering into such contracts and agreements with **INDONET GLOBAL LIMITED** for availing loan facilities up to aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only), whether in single or multiple tranches, notwithstanding the fact that the transaction(s) may exceed 10% (ten per cent) of the annual consolidated turnover of the Company as per the Audited Financial Statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of the Directors and /or Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary applications and submissions under the Act to give effect to this Resolution.”

14. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS ORDINARY IN CONNECTION WITH SALE, PURCHASE OF GOODS / MATERIALS, SERVICES & LEASING OF PROPERTIES FROM RELATED PARTY/IES

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 15 of

the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof) and Company’s Policy on Related Party/ies Transaction(s), approval of the Members of the Company be and is hereby accorded for the material related party/ies transaction(s) to be entered into with the **INDOWIND POWER PRIVATE LIMITED** with forms part of this Notice, as related party/ies within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale and Purchase of goods /Materials and Services and Leasing of properties on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Ten Crore (Rupees Ten Crore only).

“RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters, and things including delegation of such authority and take such steps as may be necessary, desirable or expedient and to give effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

15. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS ORDINARY IN CONNECTION WITH SALE, PURCHASE OF GOODS / MATERIALS, SERVICES & LEASING OF PROPERTIES FROM RELATED PARTY/IES

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof) and Company’s Policy on Related Party/ies Transaction(s), approval of the Members of the Company be and is hereby accorded for the material related party/ies transaction(s) to be entered into with **IND ECO VENTURES** with forms part of this Notice, as related party/ies within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale and Purchase of goods /Materials and Services and Leasing of properties on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of 90 Crore (Rupees Ninety Crores only).

“RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters, and things including delegation of such authority and take such steps as may be necessary, desirable or expedient and to give effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”