



INDOWIND ENERGY LIMITED

NOTICE is hereby given that 23rd Annual General Meeting of Indowind Energy Limited having CIN: L40108TN1995PLC032311 will be held at **The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai- 600 014, on Thursday, 27th September 2018 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 March 31, 2018 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** (Director Identification No.00765036) who retires by rotation and being eligible offers himself 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 to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 24th 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."

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF Mr. K.S. RAVINDRANATH, (DIN No: 00848817) AS WHOLE TIME 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 Sections 196, 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, 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 01.11.2018 to 31.10.2021 upon the terms and conditions set out in 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 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."



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5. ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THERE UNDER:

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

"RESOLVED THAT the existing Memorandum of Association of the Company be and are hereby substituted by the new set of Memorandum of Association, pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Table A of Schedule I of the Act."

"RESOLVED FURTHER THAT the existing Articles of Association of the Company be and are hereby substituted by the new set of Articles of Association, pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Table F of Schedule I of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid alteration to the Memorandum of Association and Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary 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 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
6. The Register of Members and Share Transfer Book will remain closed from **21.09.2018 to 27.09.2018** (both days inclusive)



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7. The related Explanatory statements pursuant to Sec 102 of the Companies Act, 2013 setting out all the material facts concerning item No. 4 & 5 are 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 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.
9. 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.
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 re-appointed pursuant to SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
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 **27th September 2018 Thursday, at 4:00 pm** with a request to follow the instructions for voting electronically as under:-

The voting period begins **24th September 2018 at 9:00 a.m. and ends on 26th September 2018 at 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 20th September 2018**) may cast their vote 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 use follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-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 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 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
 - 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 Ms. Harsha J on 044 – 2833 1310 or harsha@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) 20th September 2018.
 - A copy of this Notice has been placed on the website of the Company and the website of CDSL.



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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 Exchange.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 20th September 2018.

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: 08th June 2018.

HARSHA J
Company Secretary



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ANNEXURE TO NOTICE EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 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, 2018. The Remuneration Committee recommends the Board of Directors in their meeting held on 8th June, 2018 reappointing him as Whole Time Director on the following terms and conditions, subject to the approval of the Members of the Company.

- a. Nature of Appointment: Contractual
- b. Remuneration (Per Month) Rs. 2,00,000 (Rupees Two 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 of the Company except Mr. Bala.V.Kutti Chairman of the Company is interested or deemed to be interested or concerned in the resolution proposed at Item no. 4 of the notice.

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

Item No.5

The Companies Act, 2013 deals with the general functioning of companies. The existing Memorandum of Association (MOA) and Articles of Association (AOA) of the Company was formulated based on the provisions of the Companies Act, 1956 and therefore contains certain provisions which are not in line with the provisions of the Act. It is proposed to replace the existing MOA and AOA of the Company with a new set of Memorandum and Articles aligned with the provisions of the Act, including the rules framed thereunder.

As per the provisions of Section 4 and 13 of the Companies Act, 2013, alteration of the MOA of the Company needs to be approved by the Members of the Company.

As per the provisions of Section 5 and 14 of the Companies Act, 2013, alteration of the AOA of the Company needs to be approved by the Members of the Company.

The Board of Directors at their meeting held on 8th June, 2018 has accorded approval for adoption of a new set of MOA and AOA in substitution, and to the entire exclusion of the existing MOA and AOA. The Board of Directors recommends the Special Resolution mentioned for approval by the Members.

The proposed MOA and AOA are available on the Company's website www.indowind.com for perusal by the Members.

None of the Directors of the Company is interested or deemed to be interested or concerned in the resolution proposed at Item no. 5 of the notice.



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

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall.

NAME AND ADDRESS OF THE SHAREHOLDER

Folio No.	DP.ID	
	CLIENT ID*	

I hereby record my presence at the 23rd Annual General Meeting held on 27th September 2018, at 4.00 p.m., The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai - 600 014.

SIGNATURE OF THE MEMBERS OR PROXY	NO. OF SHARES HELD

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

ROUTE MAP TO AGM VENUE

