



**PROCEEDINGS OF THE 19th ANNUAL GENERAL MEETING OF THE
INDOWIND ENERGY LIMITED HELD ON 14th AUGUST 2014,
THURSDAY AT 4.00 P.M. AT 'HOTEL CLARION', 25,
Dr.RADHAKRISHNAN SALAI, MYLAPORE CHENNAI – 600 004.**

Mr BALA V. KUTTI, Mr. K.S.RAVINDRANATH., Mr. T.S. RAGHAVAN (Audit Committee Chairman), M NIRANJAN R JAGTAP, Directors were present, Mr. S. DIRAVIAM – Company Secretary, Mr . R. Sundar Partner of M/s Ramaratnam &co, Chartered Accountants and Statutory Auditor and Mr. S. Vasudevan – Internal Auditor were also present. There were .336 Members physically present and 126 members were present by Proxy.

1. CHAIRMAN.

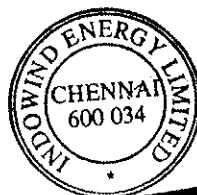
Mr. BALA V. KUTTI took the Chair and presided over the proceedings.

2. QUORUM.

The Chairman informed the members that the requisite quorum to hold the Annual General Meeting was available and further informed that the Statutory Registers required under the Companies Act, 2013 were kept ready for inspection.

3. NOTICE OF THE MEETING:

The Chairman introduced the Directors who were sitting on the dais, to the shareholders and with the permission of the shareholders present, the Notice dated 30th May 2014, sent to the Members calling the Nineteenth Annual General Meeting was taken as read. Thereafter Mr.S. Diraviam- Company Secretary read the Auditor's Report. Thereafter Chairman directed Mr. Rajasukumar, President Commercial, to present the shareholders a power point presentation on the performance of the company .The PPT was impressive and the shareholders appreciated for the clarity and information provided through the PPT.



19/8/14



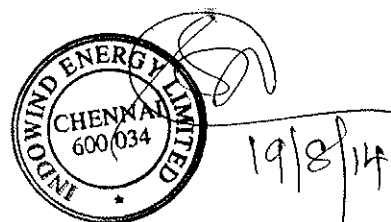
4. E-VOTING AND POLL ON RESOLUTIONS:

The Chairman then informed the shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided to the Members the facility to exercise their right to vote at the 19th Annual General Meeting by electronic means (E-Voting).

The Chairman further informed the shareholders that pursuant to Section 107 of the Companies Act, there would be no voting on the resolutions by show of hands. However, for the benefit of shareholders who were present at the meeting and who had not cast their votes through E-Voting, a poll was being arranged and the members who did not participate can exercise their votes. The poll papers were distributed to the members. Mr. R. Kannan, practicing Company Secretary, Chennai - who has been appointed as Scrutinizer for E-Voting process looked after the polling process at the meeting.

The chairman then informed the members that there were three ordinary businesses viz i) Approval of audited financial statements ii) Appointment of director Mr. Bala V.Kutti who retires by rotation and being eligible offers himself for reelection and iii) Re Appointment of Auditors M/s Ramaratnam &co, Chartered Accountants.

The Chairman further informed that any clarifications on the financial statements or on the performance of the company may be sought. Many shareholders then sought clarifications on these areas which were answered well by the Chairman.



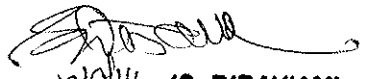
5. CONCLUSION:

After providing all clarifications on the issues raised by the shareholders the Chairman thanked the shareholders for their participation in the meeting and requested the members to complete the polling process by dropping the poll papers in the ballot boxes kept at the stage and announced that the combined results of the poll and E-Voting on all resolutions, would be declared on or before 16th August and the same would be displayed on the website of the Company and further would be intimated to the Stock Exchanges, Thereafter the chairman announced that the meeting was concluded

6. RESULTS OF E-VOTING AND POLLING:

The results of the E voting and Polling together with the scrutinizer's report were already submitted to the stock exchanges on 16-8-2014 and further posted on the company's website.(www.indowind.com)

For INDOWIND ENERGY LIMITED


19/8/14 (S. DIRAVIAM)
Company Secretary

