

16th ANNUAL REPORT 2010-11



INDOWIND ENERGY LIMITED



INDOWIND ENERGY LIMITED

BOARD OF DIRECTORS

Mr. K V Bala	-	Chairman
Mr. K S Ravindranath	-	Whole Time Director
Mr. Niranjana R Jagtap	-	Independent Director
Mr. T R Jayaraman	-	Independent Director

COMPANY SECRETARY & Sr. VICE PRESIDENT - LEGAL

Mr. S. Diraviam

AUDITORS

STATUTORY

V. Ramaratnam & Co
Chartered Accountants

INTERNAL

S. Vasudevan & Associates
Chartered Accountants

BANKERS

Bank of India
Development Credit Bank Limited
Axis Bank Limited
Andhra Bank
Export - Import Bank of India

REGISTERED OFFICE

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

BRANCH OFFICES

MUMBAI

603, Keshava Building, 6th Floor,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051. Tel : 022-26590125

MADURAI

85, Kamarajar Salai,
Madurai - 625 009.
Tel : 0452 - 2623161

SITE OFFICES

NETTOR

Kidararakulam,
Alangulam,
Tirunelveli District,
Tamilnadu - 627 854.

ARALVOIMOZHI

Subash Nagar
Kumarapuram Road,
Kanyakumari District,
Tamilnadu - 629 301.
Tel : 04652 - 263889

GADAG

Adarsha Nagar,
Plot No. 16, Gadag,
Karnataka - 582 103.
Tel : 08372 - 230262

CHITRADURGA

Srinivas Complex,
First Floor,
B.P. Extension Area,
Chitradurga - 577 501.

WORKS

PUDUCHERRY

1/3, Karasur Revenue Village, Sedarapet,
Puducherry - 605 111. Tel : 0413 - 2671231

PROJECT SITES

TAMILNADU

Kanyakumari Dist.

1. Aralvaimozhi
2. Senbagaramanpudur
3. Muppandal

Tirunelveli Dist.

1. Pazhavor
2. Kasikavaithan
3. Keelaveeranam
4. Karungulam
5. Sundarapandiapuram
6. Sambavar Vadakarai
7. Perungudi
8. Levingipuram

KARNATAKA

Gadag Dist.

1. Mallasamudra
2. Nagavi
3. Beladaddi

Koppal Dist.

1. Hanumasagar

Chitradurga Dist.

1. Elkornahalli
2. Palavanahalli



INDOWIND ENERGY LIMITED

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INDOWIND ENERGY LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Shareholders of Indowind Energy Limited will be held at Hotel 'The Accord Metropolitan 35, G.N.Chetty Road, T.Nagar, Chennai 600 017, at 4.00 PM on Thursday 29th September 2011 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance sheet as at 31st March 2011 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Niranjana R. Jagtap who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s.V.Ramaratnam & Co, Chartered Accountants, as Statutory 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 HIMSELF 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 22nd September 2011 to 29th September 2011 (both days inclusive)
7. 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.
8. 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.



INDOWIND ENERGY LIMITED

9. Information regarding the Directors proposed to be reappointed pursuant to clause 49 (IV) (G) of the Listing Agreement with Stock Exchanges is annexed.

**BY ORDER OF THE BOARD
for INDOWIND ENERGY LIMITED**

Sd/

S. DIRAVIAM

*Company Secretary &
Sr. Vice President Legal*

Place: Chennai
Date: 20th August 2011

INFORMATION REGARDING THE DIRECTOR PROPOSED TO BE RE-APPOINTED PURSUANT TO CLAUSE 49(IV) (G) OF THE LISTING AGREEMENT WITH STOCK EXCHANGES.

Mr. Niranjan R. Jagtap is a senior Advocate with more 40 years experience in the Bar he enrolled as an Advocate in the Bar Council of Maharashtra and Goa in 1971. He further registered as an Advocate on the original side of the High Court of Bombay in 1981 and was appointed as Notary-Greater Bombay by the Government of Maharashtra in 1983. He has been practicing in the Firm Niranjan Jagtap & Co since 1983.

- | | | |
|--|---|--|
| 1. Other Director ship | - | Ind Eco Ventures Ltd., |
| 2. Committee Membership
Name of the Committee | - | Audit Committee Member
(Indowind Energy Limited)
Shareholder / Investor Grievance Committee
Member. Indowind Energy Limited)
Remuneration Committee Member.
(Indowind Energy Limited) |



INDOWIND ENERGY LIMITED

REPORT OF THE DIRECTORS AND MANAGEMENT DISCUSSIONS AND ANALYSIS

To

The Members

Your Directors have great pleasure in presenting this 16th Annual Report of the Company together with the audited accounts for the year ended 31st March 2011.

FINANCIAL HIGHLIGHTS

	Year Ended 31st March, 2011 (Nine Months) (Rs. In Lacs)	Year Ended 30th June, 2010 (Twelve Months) (Rs. In Lacs)
Total Income	5035	6584
Profit Before Depreciation & Tax	1008	2042
Less: Depreciation	582	716
Tax Provision	14	75
Deferred Tax Asset / (Liability)	104	740
Profit after Tax	516	1991

THE PERFORMANCE

Your Company has changed its Financial Year as April to March, effective 1st April 2011 instead of July to June as practiced for earlier years. The main purpose of shifting of financial year from April to March is to have a uniform financial year along with other Group Companies of Your Company. Consequent on the change in accounting year from June to March, the financial performance of the Company for a period of 9 months from 1st July 2010 to 31st March 2011 is highlighted above and hence it is suggested not to compare the previous year's figures. During the year under review the Company has achieved a profit before tax of Rs1008 lacs and a profit after tax of Rs.516 lacs. Considering the proposed expansion plans of Your Company which requires resources, Your Directors consider it prudent not to recommend dividend for the year under review.

FUTURE PLANS AND PROSPECTS

Your Company is planning to concentrate on consolidation of operations during 2011-12. In that direction Your Company is planning to add new capacity of 28 MW during 2011-12 in Karnataka and in Tamil Nadu. Your Company is already implementing the shifting of the sale of power from Government utility to commercial customers, to enhance the price realization per unit. In that direction, Your Company has restructured the asset holdings and has already formed a subsidiary Company called "Indowind Power Private Ltd. Already power sale to new corporate clients have started. Nearly about 20 million units have been added and another 5 million units may likely to be added in the current year.

The industry is expecting new policy initiatives viz., introduction of Renewable Energy Certificates, trading of the same through power exchanges during the year 2011-12. As viability of the IPPs were strained due to the increase in interest cost it is becoming important to set up new projects by availing



higher realization benefits. Your Company is planning to add capacities in future in order to enhance the profits.

RISKS AND CONCERNS

Payment delays from State Electricity Board are continuing to be a risky proposition for renewable energy projects. Availability of long term projects from the financial institution at an acceptable interest rate is equally a risky factor for the Company. As the economy is tightening and the growth rate slowing down, credit disbursal is also increasingly squeezed out by the banks. The availability of good sites for wind projects which can generate higher PLF has become a constraint, this coupled with the high capital cost of Equipment & higher interest cost prevailing in the Banking Industry, tends to make the projects financially unviable on standalone basis unless per unit realization is increased. Strategic funding on SPV are being worked out to fund the projects.

Grid connection and availability are posing a major risk factor for implementing new Projects. Long distance evacuations from the existing wind sites are still not been fully established and stabilized by the Government in Tamil Nadu and Karnataka. The delay in execution of the projects causes a major concern for the new projects.

OPPORTUNITY AND THREAT

Power Exchange India Ltd/ Mumbai (PXIL) and (Indian Energy Exchange Ltd / New Delhi (IEXL) are proposed to be explored for selling the power through these exchanges. For new projects which are having inter-state connectivity, major disagreements among developed countries over the reduction in carbon emission, introduction of carbon tax and supporting the Kyoto protocol beyond 2012 is a threat for making the project viable, using carbon revenue as an additional factor. Introduction of RECs and proposed trading by REC (Renewable Energy Corporation) during the year 2011 augers well for a new income stream. Increasing Government support for solar even though well received, for solar projects is actually offsetting the Government support for wind projects

STATUS OF FCCB

You are aware that Your Company has made a Foreign Currency Convertible Bond (FCCB) in December 2007 and raised 30 Mn USD. The FCCBs are due for redemption in December 2012. Due to fall in share price of the Company and to avoid the significant debt burden which would arise in the event that all or a significant amount of the FCCBs have to be redeemed on the due date, which may place considerable strain on the Company's financial position, the Company has proposed FCCB restructuring by changing them to zero coupon and reducing the conversion price to reflect current market realities. The share holders have approved the restructuring of FCCBs in their Extraordinary General Meeting held on 12th Aug, 2009. However the Bond holders wanted to have a review on this structuring model and therefore the Company has made an additional offer by providing three different options as to redemption and with different price and period and the decision of the bond holders are expected in this regard.

STATUS OF SHARE WARRANTS AND EMPLOYEES' STOCK OPTION SCHEME

Pursuant to the resolution passed by the members at in the EGM convened on 12th August 2009, the Company has issued 40 lacs share warrants on preferential basis to Subuthi Investments P Ltd. Out of which 20 lacs share warrants are converted into equity shares as the Company has received the consideration amount in full for 20 lacs warrants.



INDOWIND ENERGY LIMITED

As regards Employees' Stock Option Scheme Your Company has not issued any shares so far under this scheme.

GDR (Global Depository Receipts)

Pursuant to the approval granted by the share holders of the Company for issue of GDR in the Annual General Meeting held on 30th December 2009, Your Company has raised Rs.81.58 crores by issuing 20,00,000 GDR comprising of 4 crore Equity shares of Your Company. These GDRs are listed on the Luxembourg Stock Exchange.

SUBSIDIARY COMPANY

As mentioned above, Your Company has restructured the asset holdings and has formed a subsidiary Company called "**Indowind Power Private Ltd.** This subsidiary was incorporated during August 2010 with an Authorized Capital of Rs.15,00,000 and a paid up capital of Rs. 5,76,000 as on 31-3 2011. Your Company has 74% stake and the balance by captive consumer clients. Already power sales to new corporate clients for 25 million units have started.

DEPOSITS

During the year, the Company has not accepted any deposits with in the meaning of the provisions of Sec.58A of the Companies Act 1956.

INDUSTRIAL RELATIONS AND PARTICULARS OF EMPLOYEES

As of 31st March 2011, Your Company has 70 employees on its rolls. The employees will be inducted in to permanent services of the Company after training; to fill up vacancies as when arises.

The Company does not have any employee drawing salary in excess of the amount stipulated u/s 217 (2A) of the Companies Act, 1956.

DIRECTORS

Mr. Niranjana R. Jagtap retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause 2(AA) of Section 217 of the Companies Act, 1956, the Board of Directors hereby state that;

1. In the presentation of the Annual accounts, applicable standards have been followed and there are no material departures.
2. The Directors have selected such accounting policies and apply them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2011 and profit for the Company for the year ended 31st March 2011.
3. The Directors have taken proper and sufficient care in the maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.



INDOWIND ENERGY LIMITED

CORPORATE GOVERNANCE

Your Company has complied with the requirements regarding Corporate Governance as required under Revised clause 49 of the Listing agreement entered in with the Stock exchanges where the Company's shares are listed .A Report on the Corporate Governance in this regard is made a part of this Annual Report and a certificate from the Auditors of Your Company regarding compliance of the conditions of the corporate Governance is attached to this report.

LISTING OF EQUITY SHARES

Your Company's equity shares are continued to be listed on the Bombay Stock Exchange Ltd, Mumbai and National Stock Exchange of India Ltd., Mumbai, FCCBs are listed at Singapore Exchange Securities Trading Ltd., (SGXST), GDRs listed at Luxembourg Stock Exchange at Luxembourg during the year under review.

AUDITORS

M/s.V.Ramaratnam & Co. retire at the conclusion of this Annual General Meeting and are eligible for reappointment.

ADEQUACY OF INTERNAL CONTROL

Your Company has effective and adequate internal control systems in combination with delegation of powers. The control system is also supported by internal audits and management reviews with documented policies and procedures.

M/s .S.Vasudevan & Associates are the Internal Auditors to continuously monitor and strengthen the financial control procedures in line with the growth operations of the Company.

PARTICULARS REQUIRED UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

The particulars required to be given in terms of section 217 (1) (e) of the Companies Act, 1956 regarding conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Foreign Exchange outgo are not applicable to Your Company.

ACKNOWLEDGEMENT

The Directors wish to place on record their sincere thanks and gratitude to all its Bond holders, Share holders, Bankers, State Governments, Central Government and its agencies, statutory bodies, suppliers, and customers, for their continued co-operation and excellent support extended to the Company from time to time.

Your Directors place on record their utmost appreciation for the sincere and devoted services rendered by the employees at all levels.

For and on behalf of
**BOARD OF DIRECTORS OF
INDOWIND ENERGY LIMTIED**

K.V. BALA
Chairman

Place: Chennai
Date: 20.8.2011



REPORT ON CORPORATE GOVERNANCE

INTRODUCTION

The company is complying with the mandatory requirements of the Code of Corporate Governance (Code) introduced by the Securities and Exchange Board of India (SEBI) and incorporated in Clause 49 of the Listing Agreement in all material aspects, stipulated for listed companies.

A) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company is committed to the highest standards of corporate governance in all its activities and business practices. The Company looks at Corporate Governance as a measure to ensure sustained better financial performance and to serve the shareholders by providing better service. The Company considers Corporate Governance in its widest sense. The Corporate Governance measures the delivery of Company's objects with a view to translate the ability, opportunity into reality and results. The Board ensures better implementation of the key elements in Corporate Governance like transparency, disclosure, internal controls etc. It takes feedback into account in its reviews of the principles of commitment and growth to ensure better improvement and growth.

The following is the report on the practices of the company on major aspects of corporate governance:

a) COMPOSITION OF THE BOARD

The company has complied with the corporate governance norm in terms of constitution of the board. The Board comprises of 4 Directors details are given in Table 1.

b) NUMBER OF BOARD MEETINGS

Indowind Energy Limited held 5 Board Meetings during the year ended 31st March 2011. These were on 19th July 2010, 12th August 2010, 21st October 2010, 8th December 2010 and 14th February 2011.

c) DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIP HELD

Details of the above are given in table 1.



Table 1: DETAILS ABOUT BOARD OF DIRECTORS OF INDOWIND ENERGY LIMITED

Name	Designation	Board Meetings held during the year	Board Meetings attended during the year	Whether attended last AGM	Other Directorship
Shri.K.V.Bala	Chairman	5	5	Yes	<ul style="list-style-type: none"> ➤ M/s.Ind Eco Ventures Ltd ➤ M/s.Indus Finance Corporation Ltd., (Formerly known as Subuthi Finance Ltd.) ➤ M/s.Indonet Global Ltd. ➤ M/s.Loyal Credit & Investments Ltd
Shri.K.S.Ravindranath	Director	5	0	Yes	Nil
Shri.Niranjan R Jagtap	* Independent Director	5	3	Yes	➤ M/s.Ind Eco Ventures Ltd
Shri.T.R.Jayaraman	* Independent Director	5	5	Yes	➤ M/s.Indus Finance Corporation Ltd., (Formerly known as Subuthi Finance Ltd.)

(*) Independent Director means a Director who, apart from receiving a Director's remuneration does not have any other material pecuniary relationship or transactions with the company, its promoters, its management, or its subsidiaries, which in the judgment of the Board may affect the independence of judgment of the Director.

None of the Directors is a member of more than 10 Board-level committees, or a Chairman of more than five such committees, as required under Clause 49 of the listing agreement.

d) INFORMATION SUPPLIED TO THE BOARD

Among others, this includes:

- a) Annual operating plans and budgets and any updates.
- b) Quarterly financial results of the company
- c) Minutes of meeting of Audit Committee and other committees of the Board
- d) Materially important show cause, demand, prosecution and penalty notices
- e) Fatal or serious accidents of dangerous occurrences
- f) Any materially relevant default in financial obligations to and by the company.



- g) Any issue which involves possible public claims of substantial nature
- h) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- i) Sale of material nature, of investments, assets, which is not in the normal course of business
- j) Any issue which involves possible public claims of substantial nature
- k) Non-compliance of any regulatory or statutory provision or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

The Board of M/s. Indowind Energy Limited is routinely presented with information under the above heads whenever applicable and materially significant. These are submitted either as part of the agenda papers well in advance of the Board meetings or are tabled in the course of the Board meetings.

e) COMMITTEES OF THE BOARD

1) AUDIT COMMITTEE

A qualified and independent Audit Committee of the Board of the company is functioning. It monitors and supervises the Management's financial reporting process with a view to ensure accurate and proper disclosure, transparency and quality of financial reporting. The committee reviews the financial and risk management policies and also the adequacy of internal control systems and holds discussions with Statutory Auditors and Internal Auditors. This is enhancing the credibility of the financial disclosures of the company and also provides transparency.

The company continued to drive immense benefit from the deliberation of the Audit Committee comprising of three Directors, Mr.T.R.Jayaraman, Mr.K.V.Bala and Mr.Niranjan R.Jagtap who are eminent professionals having knowledge in project finance, accounts and company law. Mr.T.R.Jayaraman is the Chairman of the Audit Committee. The minutes of each Audit Committee meeting are placed before, and discussed in full by the Board.

The Audit Committee met 4 times during the year ended 31st March 2011.

Attendance records of Audit Committee Members are given in Table 2.

Table 2

Name of Director	No. of Meetings held	Meetings attended
Mr.T.R.Jayaraman	4	4
Mr.K.V.Bala	4	4
Mr.Niranjan R.Jagtap	4	3

The terms of reference of the Audit Committee are as follows:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of Auditor and the fixation of audit fees.
3. Approval of payment to Auditors for any other services rendered by them.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference:



- i. Matters required to be included in Director's responsibility statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act.
- ii. Changes of any in accounting policies and practices and reasons for the same.
- iii. Major accounting entries involving estimates based on the exercise of judgment by management.
- iv. Significant adjustments made in the financial statement arising out of audit findings.
- v. Compliance with listing and other legal requirements relating to financial statements.
- vi. Disclosure of any party transactions.
- vii. Qualifications in the draft audit report.

II) SHAREHOLDERS / INVESTOR'S GRIEVANCE COMMITTEE

The Shareholders / Investors' grievance committee comprises of the following members of the Board as take in Table 3.

Table 3

Name	Designation	Status	No. of meetings held	No. of meetings attended
Mr.T.R.Jayaraman	Chairman	Non-Executive and Independent Director	4	4
Mr.K.S.Ravindranath	Member	Whole Time Director	4	0
Mr.Niranjan R.Jagtap	Member	Non-Executive and Independent Director	4	3

The terms of reference of the Shareholders / Investor's Grievance Committee are as follows:

The shareholder / Investors grievance committee shall be responsible to look into redressal of the grievances of the shareholders and non receipt of dividend if any.

I) REMUNERATION COMMITTEE

The Remuneration Committee consists of the following members of the Board as stated in Table 4.

Table 4

Name	Designation	Status
Mr.T.R.Jayaraman	Chairman	Non-Executive and Independent Director
Mr.K.S.Ravindranath	Member	Whole Time Director
Mr.Niranjan R.Jagtap	Member	Non-Executive and Independent Director

The Committee met two times during the Financial Year 2010-11 ie, on 8th December 2010 and 14th February 2011.

The terms of reference of the Remuneration Committee of our Company are as follows:

The Remuneration Committee shall have all necessary powers and authority to ensure appropriate disclosure on the remuneration of the whole-time Director and to deal with all elements of remuneration package of all directors.

**f) MANAGEMENT**

Disclosure by management to the Board

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board, and interested Directors neither participate in the discussion, nor do they vote on such matters.

g) SHAREHOLDERS

a) Disclosure regarding appointment or re-appointment of Directors

According to the Articles of Association of Indowind, not less than 1/3rd of the Directors who are liable to retire by rotation, shall retire from office. All the Directors are eligible and are offering themselves for re-appointment as and when required.

Mr. Niranjana R Jagtap is retiring at the conclusion of this AGM and being eligible, offers himself for re-appointment.

b) Shareholding pattern of Directors:

As per our Memorandum, the Directors need not hold any Equity Shares as Qualification Shares.

Details as to shareholding of the Directors are furnished in Table 5.

Table 5

Name of Director	No. of Shares held as on 31.3.2011	% of Paid-up Equity Share Capital
Mr.K.V.Bala	4,356,995	8.76
Mr.K.S.Ravindranath	1,784,995	3.59
Mr.Niranjana R.Jagtap	NIL	NIL
Mr.T.R.Jayaraman	NIL	NIL
Total	6,141,990	12.35

c) Registrar and Transfer Agent

M/s. Big Share Services Pvt Ltd. who is registered with SEBI as a Category II Registrar, have been appointed as the registrar and share transfer agent of the company for both physical and electronic segment and have attended to share transfer formalities regularly.

d) General Body Meetings

Details of last three annual general meetings are given in Table (6)

Table 6

Year	Location	Date	Time
2009-10	Hotel 'The Accord Metropolitan 35, G.N.Chetty Road, T.Nagar, Chennai - 600 017	20/12/10	4.00 P.M
2008-09	Hotel 'The Accord Metropolitan 35, G.N.Chetty Road, T.Nagar, Chennai - 600 017	30/12/09	4.00 P.M
2007-08	"Hotel Savera" 146, Dr. Radhakrishnan Road, Chennai - 600 004.	29/12/08	10.35 A.M

**e) Postal Ballot**

The company has conducted Postal Ballot under Sec. 192 A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules 2001 during December 2010. The details of the postal ballot and its outcome are mentioned below

S. No.	Particulars	Total ballot papers Received	No. of shares	No of votes cast for the resolution	No of votes cast against the resolution	Result
1.	Special Resolution 1 Increasing the Authorized share capital of the Company	60	2365693	23006	2341675	Not passed
2	Special Resolution 2 Alteration of Articles of Association of the Company	60	2365693	23006	2341675	Not Passed.
3	Special Resolution 3 Issue of shares with differential rights	60	2365693	23006	2341675	Not Passed
4	Special Resolution 4 Sale or disposal of the whole or part of assets / units / division of the company to subsidiary for increasing power sale realization.	60	2365693	2240260	124421	Passed

f) Disclosures

- i) Disclosure on materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.

There are no materially significant related party transactions made by the company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

ii) Annual General Meeting for the year 2011

Date	29 th September 2011
Time	4.00 PM
Venue	Hotel 'The Accord Metropolitan' 35, G.N.Chetty Road, T.Nagar, Chennai - 600 017.
Date of Book Closure	22 nd September 2011 to 29 th September 2011
Registrar and Share Transfer Agent	M/s. Bigshare Services Pvt Ltd.



INDOWIND ENERGY LIMITED

iii) Listing on Stock Exchanges at

Bombay Stock Exchange Limited, Registered Office: Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.
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iv) Scrip Code

Bombay Stock Exchange Limited	:	532894
National Stock Exchange of India Limited	:	INDOWIND
Demat ISIN Number in NSDL and CDSL	:	INE227G01018

g) Distribution of Shareholding Pattern.

Name of the Company	:	INDOWIND ENERGY LIMITED
Quarter ending	:	31.03.2011

Statement Showing Shareholding Pattern								
Name of the Company : INDOWIND ENERGY LIMITED								
Scrip Code : 532894 Quarter Ended : 31 st March 2011								
Category Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) [†]	As a percentage of (A+B+C)	Number of Shares	As a percentage (IX) = (VIII) (IV)* 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals / Hindu Undivided Family	4	7472990	4931995	15.02	15.02	0	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	4	17490828	10607674	35.16	35.16	500000	2.86
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others (Specify)							
	Sub Total (A)(1)	8	24963818	15539669	50.19	50.19	500000	2.00
2	Foreign							
a	Individuals (Non - Residents Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00
d	Any Others (Specify)							
	Sub Total (A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	8	24963818	15539669	50.19	50.19	500000	2.00



INDOWIND ENERGY LIMITED

Statement Showing Shareholding Pattern
Name of the Company : INDOWIND ENERGY LIMITED
Scrp Code : 532894 Quarter Ended : 31st March 2011

Category Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) [†]	As a percentage of (A+B+C)	Number of Sahres	As a percentage (IX) = (VIII) (IV)* 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(B) 1	Public shareholding Institutions							
(a)	Mutual Funds / UTI	0	0	0	0.00	0.00	0	0.00
(b)	Financial Institutions / Banks	4	4028244	2561578	8.10	8.10	0	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Any Other (specify)						0	0.00
	Sub-Total (B)(1)	4	4028244	2561578	8.10	8.10	0	0.00
2	Non-institutions							
(a)	Bodies Corporate	631	6523052	6523052	13.11	13.11	0	0.00
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	31098	11384334	11384299	22.89	22.89	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	77	2275655	2275655	4.57	4.57	0	0.00
(c)	Trusts	1	50	50	0.0001	0.0001	0	0.00
(d)	Any Other (specify)							
(d-i)	Clearing Member	88	62972	62972	0.12	0.12	0	0.00
(d-ii)	NRI (Repat)	333	468301	468301	0.94	0.94	0	0.00
(d-iii)	Directors / Relative & Friends	12	35060	2600	0.07	0.07	0	0.00
	Sub-Total (B)(2)	32240	20749424	20716929	41.71	41.71	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	32244	24777668	23278507	49.81	49.81	0	0.00
	TOTAL (A)+(B)	32252	49741486	38818176	100	100	500000	1.01
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	32252	49741486	38818176	100	100	500000	1.01



INDOWIND ENERGY LIMITED

Dematerialization of share and Liquidity

78.04% share are held in demat as on 31st March 2011 and the balance 21.96% in Physical form.

The shares of the Company are listed in Bombay and National Stock Exchanges.

Address for correspondence:

1) Indowind Energy Limited "Kothari Building" 4 th Floor, 114, M.G. Road, Nungambakkam, Chennai - 600 034. Phone: 044-2833 0867/ 2833 1310 Fax: 044-2833 0208 Email: diraviam@indowind.com	2) M/s.Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400 072. Phone: 022-40430200 Fax: 022-2847 5207 Email: marketing@bigshareonline.com
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AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by M/s. Indowind Energy Limited, for the year ended 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investor's Grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **V. RAMARATNAM & CO**
Chartered Accountants

Sd/-

R. SUNDAR
Partner
FRN 002956S

Place: Chennai
Date: 20.08.2011



AUDITORS REPORT

To

The Members
INDOWIND ENERGY LIMITED

We have audited the attached Balance Sheet of INDOWIND ENERGY LIMITED, as at 31st March 2011 and the Profit and Loss Account of the Company for the period ended 31st March 2011 annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's report) order 2003, (as amended CARO (by amendment 2004)) , issued by the Central Government of India in terms of Section 227 (IV) (a) of the Companies Act, 1956, we annex hereto a statement of the matters specified in paragraphs 4 and 5 of the said order.
2. Further to our comments in the statement referred to in paragraph 1 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account, as required by law have been kept by the company so far as appears from our examination of such books.
 - c. The Company's Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - d. On the basis of written representations received from the Directors as on 31st March 2011 and taken on record by the by the Board of Directors, we report that none of the directors is disqualified as on 30th June 2010 from being appointed as a director in terms of clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956.
 - e. In our opinion, the Balance sheet , Profit & Loss account and Cash Flow Statements dealt with by the report, comply with the Accounting Standard referred to in (3c) of section 211 of the Companies Act, 1956.
 - f. With out qualifying our opinion, we draw your attention to Note II, Clause 12 of Schedule 15 to Accounts to Financial statements. The management is of the view that the liability to pay premium on redemption of the Foreign Currency Convertible Bonds is contingent and it is too early to decide the issue and therefore no provision for any liability that may result in future, including creation of reserve for redemption, has been made in financial statements.
 - g. The notification for levy and deposit of Cess U/s. 441A of the Companies Act has not yet been issued in the official gazzett, hence in our opinion this clause is not applicable to the company.



INDOWIND ENERGY LIMITED

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon under Schedule give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- 1 in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2011 and
- 2 in the case of the Profit and Loss Account, for the profit for the year ended on that date.
- 3 In the case of cash flow statement, of the cash flows for the year ended on that date.

for V. RAMARATNAM & CO
Chartered Accountants

R. SUNDAR
Partner
FRN 002956S

Place: Chennai
Date : 20.08.2011

ANNEXURE

RE: INDO WIND ENERGY LIMITED

Referred to Paragraph 2 of our report of even date

1. Fixed assets

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) According to the information and explanations provided to us the Company has regular programme of verification which, in our opinion, is reasonable having regard to the nature of the Company and its size. No material discrepancies were noticed.
- (c) During the year, Company had disposed off 1.650 Mw of Wind Mill Capacity which is not substantial having any bearing on the going concern basis.

2. Inventory

- (a) Physical verification of inventory of units of electricity generated and work-in-progress by the management have been conducted by the Management during the year. In our opinion, the frequency of verification is reasonable.
- (b) Procedures for physical verification of units of electricity generation and work-in-progress followed by the management are reasonable and adequate in relation to the size of the Company and its nature of business.
- (c) The Company is maintaining proper records of units of electricity generated and work-in-progress no material discrepancies have been noticed on verification between physical stocks and the book records.

3. Loans taken

The company has not taken unsecured loan from companies, firms and other parties covered in the register maintained under section 301 of the Companies Act. Number of loan taken is NIL and total amount outstanding is Rs. NIL.

4. Loans & Advances granted

The company has given Loans & advances to companies, firms and other parties covered in the



register maintained under section 301 of the Companies Act. Amount outstanding on 31st March 2011 is Rs.349.76 Lakhs and No. of parties involved is 5. In the case of Loans, the company has stipulated repayment & interest terms.

5. Internal control

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.

6. Related party transactions

(a) According to the information and explanations given to us, we are of the opinion that the transactions need to be entered into the Register maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanation given to us, in the case of transactions made exceeding the value of Rs.500,000/- with parties in the register maintained under section 301 of the Companies Act, 1956, the prices are reasonable having regard to prevailing market prices. However, we are unable to comment on certain transactions of specialized items for which comparative prices are not available.

7. Deposits

In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public to which the provisions of section 58A and 58AA of the Companies Act, 1956 and the Rules framed there under are applicable, and therefore paragraph 4(vi) of the Order is not applicable.

8. Internal audit

In our opinion, the Company has an internal audit system commensurate with the size and nature of its business. Internal audit is done by an outside firm M/s. Vasudevan & Associates, Chartered Accountants. The reports have been considered wherever applicable., while finalizing the audit.

9. Cost records

We have reviewed the books of account relating to materials, labour and other items of cost records maintained by the Company pursuant to the Rules prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima-facie, the prescribed accounts and records have been maintained.

10. Statutory dues

(a) The Company is regular in depositing statutory dues with appropriate authorities including provident fund and ESI, Income Tax, Sales Tax, Service Tax, Customs duty and other materials statutory dues applicable to it, except any disputed statutory dues. Further, no provision for Gratuity has been made during the year as in the opinion of the Management, provision already made is sufficient based on the quotation taken from The Life Insurance Corporation of India, who have quantified the provision.

(b) As on 31st March 2011 according to the records of the company, the following are the particulars of disputed dues on account of Income Tax that have not been deposited:

**INDOWIND ENERGY LIMITED**

Name of the Statute	Nature of dues	Amount of Demand (Rs.)	Assessment year to which demand relates	Forum where dispute is Pending
Income Tax Law	Income Tax	2,654,944	1998-99	Commissioner - Appeals
Income Tax Law	Income Tax	538,759	2004-05	Commissioner - Appeals
Income Tax Law	Income Tax	10,985,773	2006-07	Commissioner - Appeals
Income Tax Law	Income Tax	55,63,470	2007-08	Commissioner - Appeals

11. The Company has neither accumulated losses nor incurred cash loss during the financial year covered under our audit and preceding financial year.
12. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its dues to any financial institution or debenture holders.
13. In our opinion of the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
14. In our opinion, the Company is not a chit fund or a Nidhi/Mutual benefit fund, society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
16. Based on the information and explanations given to us by the management, proceeds of term loans were applied for the purpose for which the loans were obtained. The company has availed a term loans from various banks and amount outstanding as on the balance sheet date is Rs. 359,439,947/-.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no short-term funds were raised by the company for long-term investment. Long-term funds have been used for permanent working capital.
18. According to the information and explanations given to us, the company has not made any preferential allotment of shares to the party covered in the register maintained under section 301 of the companies Act, 1956 during the year.
19. According to the information and explanations given to us during the period covered under our audit, the company has not issued any debentures during the year and hence, the provisions of clause no 4 (xix) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
20. The company has not raised any money by way of public issue during the year.
21. Based up on the Audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **V. RAMARATNAM & CO.,**
Chartered Accountants

R. SUNDAR
Partner
FRN 002956S

Place: Chennai
Date: 20.08.2011


INDOWIND ENERGY LIMITED
BALANCE SHEET AS ON 31st MARCH 2011

	Schedule	9 Months		12 Months	
		31/03/2011 Rs	31/03/2011 Rs	30/06/2010 Rs	30/06/2010 Rs
I. SOURCES OF FUNDS					
1. SHARE HOLDERS FUNDS					
A) Capital	1	556,504,860		556,504,860	
B) Reserves & Surplus	2	858,481,506	1,414,986,366	1,018,365,447	1,574,870,307
2. LOAN FUNDS					
A) Secured Loans	3	405,031,814		422,653,480	
B) Unsecured Loans					
Foreign Currency Convertible Bond		1,243,180,130	1,648,211,944	1,347,466,082	1,770,119,562
3. NET DEFERRED TAX LIABILITY					
	8		66,015,325		77,790,036
			3,129,213,634		3,422,779,905
II. APPLICATION OF FUNDS					
1. FIXED ASSETS					
Gross Block	4	1,717,962,710		1,482,970,434	
LESS: Depreciation		261,792,365		234,167,674	
Net Block		1,456,170,345		1,248,802,760	
Guarantee Deposits		738,984,727		809,155,403	
Capital W.I.P - Agri Division		4,506,507	2,199,661,579	4,673,765	2,062,631,928
2. INVESTMENTS					
	5		37,615,891		37,190,891
3. (A) CURRENT ASSETS					
LESS:	6	918,041,907		1,372,119,213	
(B) CURRENT LIABILITIES & PROVISIONS					
NET CURRENT ASSETS (A - B)	7	45,098,869	872,943,038	73,202,452	1,298,916,760
4. MISCELLANEOUS EXPENSES TO BE WRITTEN OFF					
			18,993,126		24,040,326
			3,129,213,634		3,422,779,905

NOTES TO THE ACCOUNTS

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 For **V.RAMARATHNAM & CO.,**
Chartered Accountants

 for **INDOWIND ENERGY LIMITED**
R. SUNDAR
Partner
BALA K V
Chairman
RAVINDRANATH K S
Director
JAYARAMAN T R
Director
NIRANJAN R JAGTAP
Director

 Place : Chennai
 Date : 20th August, 2011

20

DIRAVIAM S
Company Secretary



INDOWIND ENERGY LIMITED

Profit & Loss Account for the period from 1st July 2010 to 31st March 2011

	Schedule	9 Months		12 Months	
		31/03/2011 Rs	31/03/2011 Rs	30/06/2010 Rs	30/06/2010 Rs
I. INCOME					
Power Sale		143,561,081		272,304,437	
Project Sale		333,700,000		359,100,000	
Other Income	9	26,274,750	503,535,831	27,050,949	658,455,386
II. EXPENDITURE					
(Increase) / Decrease in W I P	10	471,962,245		(128,493,786)	
Project Expenses	11	(181,478,342)		462,686,688	
Operations & Administration Expenses	12	65,639,362		73,515,281	
Financial Expenses	13	46,598,339	402,721,604	46,537,894	454,246,077
Profit before Depreciation			100,814,227		204,209,309
Depreciation			58,231,810		71,580,100
Profit before Tax			42,582,417		132,629,209
Provision for Tax			1,367,227		7,538,081
Deferred Tax Liability / (Asset)			(10,407,484)		(73,978,014)
Profit after Tax transferred to Profit and Loss Appropriation account			51,622,675		199,069,143
Transferred from Profit and Loss Account			51,622,675		199,069,143
Transfer from Reserves			142,524,230		-
Amount Available for Appropriation			194,146,905		199,069,143
Less: Extra Ordinary and Prior Period Items	14		154,544,393		53,210,370
Amount after Appropriation			39,602,512		145,858,773
Less : Transfer to Capital Redemption Reserve			-		3,000,000
Balance Transferred to Balance Sheet			39,602,512		196,069,143

NOTES TO THE ACCOUNTS

15

For **V. RAMARATHNAM & CO.,**
Chartered Accountants

R.SUNDAR
Partner

Place : Chennai
Date : 20th August, 2011

for **INDOWIND ENERGY LIMITED**

BALA K V
Chairman

RAVINDRANATH K S
Director

JAYARAMAN T R
Director

NIRANJAN R JAGTAP
Director

DIRAVIAM S
Company Secretary


INDOWIND ENERGY LIMITED
SCHEDULES FORMING PART OF BALANCE SHEET

	9 Months		12 Months	
	31/03/2011 Rs	31/03/2011 Rs	30/06/2010 Rs	30/06/2010 Rs
1. SHARE CAPITAL				
EQUITY SHARE CAPITAL				
AUTHORIZED: 100,000,000 Equity Shares of Rs. 10 / - Each	1,000,000,000		1,000,000,000	
ISSUED AND SUBSCRIBED: 49,741,486 Equity Shares of Rs.10/- Each fully paid up Share Application money pending for Allotment		497,414,860 19,090,000		497,414,860 19,090,000
PREFERENCE SHARE CAPITAL				
AUTHORIZED: 7 Preference Shares of Rs.10,000,000/- each	70,000,000		70,000,000	
ISSUED AND SUBSCRIBED: 6% Redeemable Preference Shares		40,000,000 556,504,860		40,000,000 556,504,860
2. RESERVES & SURPLUS				
A. GENERAL RESERVE				
As Per Last Balance Sheet	225,572,447		82,713,725	
ADD: Transfer during the year	39,602,512		142,858,722	
	265,174,959		225,572,447	
LESS: Prior period items	56,962,223		-	
LESS: Drawn from reserves	142,524,230	65,688,506	-	225,572,447
B. SECURITIES PREMIUM ACCOUNT				
As Per Last Balance Sheet	761,793,000		705,433,000	
ADD: Additions during the year	-	761,793,000	56,360,000	761,793,000
C. REVALUATION RESERVE		6,000,000		6,000,000
D. CAPITAL REDEMPTION RESERVE				
As Per Last Balance Sheet	25,000,000		22,000,000	
ADD: Additions during the year	-	25,000,000	3,000,000	25,000,000
		858,481,506		1,018,365,447
3. SECURED LOANS				
A. TERM LOANS				
Bank of India	-		20,500,435	
Andhra Bank	35,502,464		46,778,892	
Vehicle Loans	5,276,393		5,809,183	
Indian Renewable Energy Development Company Limited	318,661,090		325,902,727	
B. OTHER LOANS				
Bank of India Over draft	33,250,556		12,160,027	
Loan on Key man insurance policy	12,341,311	405,031,814	11,502,216	422,653,480
		405,031,814		422,653,480



INDOWIND ENERGY LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET

(Rs.)											
4. FIXED ASSETS											
Description	GROSS BLOCK				DEPRECIATION				NET BLOCK		
					UPTO				AS AT		
	01/07/2010	Additions	Deductions	31/03/2011	Rate	01/07/2010	Current Period	Deletion	31/03/2011	30/06/2010	31/03/2011
LAND	52,893,112	487,991	15,298,439	38,082,664	-	-	-	-	-	52,893,112	38,082,664
LEASE HELD LAND	20,160,000		720,000	19,440,000	-	-	-	-	-	20,160,000	19,440,000
PLANT & MACH.	1,370,133,663	503,587,775	256,132,388	1,617,589,050	5.28	220,246,782	55,108,350	30,607,119	244,748,013	1,149,886,881	1,372,841,037
BUILDING	7,647,274	-	-	7,647,274	5.00	1,416,505	270,108	-	1,686,613	6,230,769	5,960,661
OFFICE EQUIPMENTS	17,747,306	1,197,999	-	18,945,305	10.00	7,230,581	644,212	-	7,874,793	10,516,725	11,070,512
VEHICLES	14,389,079	1,869,338	-	16,258,417	20.00	5,273,806	2,209,140	-	7,482,946	9,115,273	8,775,471
	1,482,970,434	507,143,103	272,150,827	1,717,962,710		234,167,674	58,231,810	30,607,119	261,792,365	1,248,802,760	1,456,170,345

Note 1: The Plant and Machinery Includes Revaluation amount of Rs 6,000,000/-, whose W D V as on 31st March 2011 is Rs 36,14,000/-

Note 2: Deductions include sale of service connections to subsidiary Company Indowind Power Private Limited



INDOWIND ENERGY LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET

		9 Months		12 Months	
		31/03/2011 Rs	31/03/2011 Rs	30/06/2010 Rs	30/06/2010 Rs
5. INVESTMENTS					
Unquoted					
Other Investments					
	The Jain Sahakari Bank Limited	124,500		124,500	
	India wind Power Limited	10,000,000		10,000,000	
	Key Man Insurance policy	27,066,391		27,066,391	
Investments in Subsidiary					
	Indowind Power Private Limited	425,000		-	
			37,615,891		37,190,891
6. CURRENT ASSETS					
	Work - in - Progress	79,337,241			551,299,486
	Sundry Debtors - Unsecured				
	Above Six Months	38,126,904		39,416,002	
	Below Six Months	247,639,460	285,766,364	42,341,797	81,757,799
Advances & Prepayments					
	a) Trade Advances	485,945,311		519,502,961	
	b) Other Advances	29,311,785		38,653,095	
	c) Advance to Subsidiary	5,564,374		-	
	d) Deposits	20,870,257		8,700,257	
	e) Prepaid Expenses	876,369	542,568,096	1,146,625	568,002,938
	Energy stock	6,943,780			49,145,207
	Cash & Bank Balances	3,426,426			121,913,783
			918,041,907		1,372,119,213
7. CURRENT LIABILITIES					
	For Expenses	5,814,737		7,734,225	
	Provisions	-		3,538,081	
	Sundry Creditors	39,284,132	45,098,869	61,930,146	73,202,452
8. NET DEFERRED TAX LIABILITY					
	Opening Balance	77,790,036		159,306,131	
	LESS: Current year Deferred Tax Asset /(Liability)	10,407,484		73,978,014	
	LESS: MAT Credit	1,367,227	66,015,325	7,538,081	77,790,036



INDOWIND ENERGY LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET

	9 Months		12 Months	
	31/03/2011 Rs	31/03/2011 Rs	30/06/2010 Rs	30/06/2010 Rs
9. OTHER INCOME				
CER Income	2,490,298		23,884,654	
Financial Income	1,776,012		34,748	
Others	22,008,440	26,274,750	3,131,547	27,050,949
10. INCREASE / DECREASE IN W-I-P				
Opening stock	551,299,486		422,805,700	
Closing Stock	79,337,241	(471,962,245)	551,299,486	128,493,786
11. PROJECT EXPENSES				
Purchases	36,123,293		457,348,668	
Expenses	59,689		91,058	
Compensation	10,000,000		5,246,962	
Less : Transfers	227,661,324	(181,478,342)	-	462,686,688
12. OPERATIONS & ADMINISTRATION EXPENSES				
Repairs & Maintenance	20,759,493		20,382,959	
Electricity	260,162		433,756	
Travelling & Conveyance	4,994,501		7,290,852	
Vehicle Maintenance	1,626,755		1,705,604	
Telephone	707,115		1,032,322	
Miscellaneous	843,695		1,334,446	
Security	3,162,377		3,311,951	
Insurance	2,455,563		3,986,817	
Building Maintenance	110,738		252,753	
Rent	864,850		927,699	
Bank Charges	74,025		365,501	
Salaries	10,636,163		11,464,345	
Staff Welfare	926,565		770,414	
PF Contribution	429,415		448,649	
E S I Contribution	29,749		18,533	
Advertisement	248,015		1,885,165	
Books & Periodicals	11,363		75,957	
Business Promotion	1,680,511		3,330,981	
Postage	79,884		116,316	
Printing & Stationery	487,228		474,892	
Legal and Professional Charges	9,227,093		7,927,040	
Fees, Rates & Taxes	4,548,296		3,991,610	
Directors Remuneration	-		1,000,000	
EGM & AGM Expenses	1,475,806	65,639,362	986,719	73,515,281
13. FINANCIAL EXPENSES				
Interest and Financial charges	36,839,765		45,200,940	
Processing Charges	9,758,574	46,598,339	1,336,954	46,537,894
14. EXTRA ORDINARY AND PRIOR PERIOD ITEM				
Public issue Expenses Written off	12,020,163		12,020,163	
Prior Period Items	-		11,082,534	
Misc Expenses to be written off	49,131,675		-	
Impairment Loss	93,392,555	154,544,393	30,107,673	53,210,370



15. NOTES ON ACCOUNTS FOR THE PERIOD ENDING 31s March 2011

I SIGNIFICANT ACCOUNTING POLICIES

The accounts are prepared under the historical cost convention (except for revaluation of certain fixed assets as stated below) and materially comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India. The significant accounting policies followed by the Company are as stated below:

USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements. Differences between the actual results and estimates are recognized in the period in which the results are known/materialized.

A. FIXED ASSETS

Fixed assets are stated at cost or repossessed value in the case of non-payment from buyers, net of MODVAT/ CENVAT/ VAT less Accumulated depreciation and impairment loss if any. The cost comprises of purchase price (net of rebates and discounts), import duties, levies (net of Cenvat) and any directly attributable cost of bringing the assets to its working condition for the intended use.

The Company treats Non Refundable Guarantee Deposits paid for Wind Electric Generators as Capital assets, since related assets are in its control, earning income of power generation, which are adjusted at the time of conclusion of the contract.

B. DEPRECIATION

Depreciation on Fixed Assets is provided on Straight Line Method at the rate and in the manner prescribed in Schedule XIII of the Companies Act, 1956 on cost including revaluation cost, Capitalization of Rupee Fluctuation cost in terms notification issued by The Ministry of Corporate Affairs on march 31, 2010 in relation to AS 11, less accumulated depreciation.

C. INVESTMENTS

Investments are held by the company as long term asset including investments in subsidiaries. The market fluctuation for the increase/decrease in the value of the investments are not accounted as the investments are unlisted. Company treats key man insurance as investments along with accrued bonus.

D. IMPAIRMENT OF ASSETS

As the assets are treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

E. INVENTORIES

Inventories are valued at cost, net realizable value in the case of unsold power and in case of work-in-progress it is valued to the extent of its completion.

F. REVENUE RECOGNITION

Revenue consists of sale of power, sale of projects and other income.



INDOWIND ENERGY LIMITED

Sale of power is recognized at the point of dispatch of electricity generated from Plant and Stock points. Sale of projects is recognized at the point of sale less manufacturing expenses. Other Income is recognized on accrual basis. Company recognized income from carbon Credit based on eligible criteria.

G. RETIREMENT BENEFITS

The Company has provided for retirement benefits to the employees such as gratuity, Provident Fund and ESI. In the case of gratuity, the Company has formulated the policy in consultation with the Life Insurance Corporation of India who have provided actuarial valuation.

H. FOREIGN CURRENCY TRANSACTION

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction and in the case of Foreign Currency Convertible Bonds, as per the Notification issued by The Ministry of Corporate Affairs Dt. March 31, 2009. Companies (Accounting Standard) Rules, 2009.

I. TAX ON INCOME

Provision is made for Income Tax, estimated to arise on the results for the year, at the current rate of Tax, in accordance with the income tax act, 1961. Deferred tax on account of timing difference between accounting and taxable profit is accounted for on the liability method, at the current rate of tax to the extent the timing differences are expected to crystallize. The company has provided Rs 1,367,227/- taking in to account the profit for the period April to March.

J. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

K. SEGMENT REPORTING

Company is operating business unit wise, according to the nature of products. Services provided are recognized in segments representing one or more strategic business units that offer products or services of different nature and to different markets.

Company's operations could not be analyzed under geographical segments in considering the guiding factors as per Accounting standard -17 issued by the Institute Of Chartered Accountants of India.

L. LOANS AND ADVANCES AND DEBTORS

Doubtful debtors /Advances are written off in the year in which these are considered to be irrecoverable. However, during the year the company has not recognized any bad debts.

M. EARNING PER SHARE

The company reports basic and diluted earnings per share in accordance with Accounting Standard issued by the Institute of Chartered Accountants of India. Basic earnings per share is computed dividing the net profit for the year by the Weighted Average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where results are anti-dilutive.



II NOTES ON ACCOUNTS

1. SHARE CAPITAL

Equity share capital

- (i) The Equity share Capital includes 26,207,108 Equity Shares of Rs 10/- each allotted as fully paid up Bonus shares as follows:-

500,000 Equity Shares in 1997-1998 by capitalization of Reserves

500,000 Equity shares in 1998-1999 by capitalization Share Premium

7,530,000 Equity Shares in 2003-2004 by capitalization of share premium issue @ the ratio 1: 1

7,530,000 Equity Shares in 2004-2005 by capitalization of share premium issue @ the ratio of 1: 2

1,01,47,108 Equity Shares in 2005-2006 by capitalization of reserves by issue @ the ratio of 2: 5

- (ii) The Equity Share Capital includes 5,037,778 Equity shares of Rs 10/- each allotted as fully paid up Shares on conversion of Convertible Preference Shares as follows:-

120,000 Equity Shares of Rs.10/- each in 1998-1999 at a premium of Rs.490/-

100,000 Equity Shares of Rs.10/- each in 2000-2001 at a premium of Rs.490/-

2,040,000 Equity Shares of Rs. 10/- in 2001- 2002 of which 40,000/- shares were issued at a premium of Rs.490/- and 2,000,000/- shares at par.

2,777,778 Equity Shares of Rs.10/- in 2004- 2005 at a premium of Rs.8/-.

- (iii) The Equity Share Capital includes 10,000 Equity Shares allotted as fully paid up Shares for consideration for Land, issued during 1999-2000 at a premium of Rs.50/-.

- (iv) The company, during the year 2005-06, allotted 9,42,000 Equity shares at a premium of Rs. 90 per Share to discharge its liability against capital goods.

- (v) The company, during the year 2007-08, allotted 1,12,84,600 Equity shares at a premium of Rs.55 per share through public issue of shares.

- (vi) The Company, during the year 2009-10, allotted 20,00,000 Equity shares at a premium of Rs. 28.18 per share, by conversion of warrants.

2. RESERVES AND SURPLUS

Reserves and surplus includes adjustment made in value of certain assets in line with their earning potential and reversal of excess provision of earlier years.

3. SECURED LOANS

- a. Term loan availed from Axis Bank Limited, secured against the motor vehicles of the company. Amount outstanding as on 31st March 2011 - Rs. 2,617,041.



INDOWIND ENERGY LIMITED

- b. Term loan availed from Kotak Bank Limited, secured against the motor vehicles of the company. Amount outstanding as on 31st March 2011 - Rs.2,659,352.
- c. OCC availed from Bank of India, against the hypothecation of stocks. Amount outstanding as on 31st March 2011 - Rs.33,250,556.
- d. Term loan from Andhra Bank, Ahmadabad secured by 5 Wegs situate in the State Tamil Nadu Outstanding as on 31st March 2011 Rs.35,502,464.
- e. During the year the Company has availed a term loan from India Renewable Energy Development Company Limited, Delhi secured by 6 Wegs situated in the State of Karnataka Outstanding as on 31st March 2011 Rs.318,661,090.

4. DEFERRED TAX LIABILITY

Opening:

Liability at the beginning	Rs. 7,77,90,036
Less: Deferred Tax Asset recognized during the year	Rs. 1,04,07,484
Less: MAT Credit for the year	Rs. 13,67,227
Net Deferred Tax Liability	Rs. 6,60,15,325

5. CURRENT LIABILITIES

Sundry creditors and trade creditors are subject to confirmation.

6. FIXED ASSETS

a) Work-in-progress - Agri Division

Fixed assets include Rs. 4,506,507/- spent for the agricultural division to be written off over the period of time proportionate to the substantial agricultural income that would accrue to the company.

b) Plant & machinery

Plant & Machinery includes revaluation amount of Rs. 6,000,000/- which has depreciated to Rs. 3,614,000/- .

c) Guarantee Deposits

The deposits constitute deposits given to owners of the WEGs which are maintained by the company. The Company has provided security deposits to extent of Rs. 738,984,727 of the owners of windmills and the concern windmills are under company's management .

7. INVESTMENTS

Investments of Rs. 3,76,15,891/- includes investments made in Indowind Power Private Limited for an amount of Rs. 4,25,000/- which is the company's subsidiary.

8. SUNDRY DEBTORS

Sundry debtors recoverable in cash or in kind are unsecured and are subject to confirmation.



9. LOANS & ADVANCES

Loans and advances includes Trade & Other Advances totaling to Rs. 520,821,470/- which are unsecured and recoverable in cash or kind and are subject to confirmation includes advances to subsidiary company Rs 55,64,374/-

10. MISCELLANEOUS EXPENSES

This relates to the expenses incurred in connection with Initial public offering of Equity shares of the Company and Issue of Foreign Currency Convertible Bonds to the extent not written off during the year.

11. RELATED PARTY DISCLOSURE UNDER ACCOUNTING

STANDARD-18

The details of related parties as identified by the management are as under:

- i) Key Management Personnel
 - Shri Bala K V - Chairman
 - Shri Ravindranath K.S. - Whole Time Director
 - Shri Niranjana Jagtap - Director
 - Shri Jayaraman T R - Director
- ii) Associates
 - Indus Finance Corporation Ltd.
 - Indonet Global Ltd.
 - Loyal Credit & Investments Ltd.
 - Subuthi Investments Pvt. Ltd.
 - Indus Nutri Foods Pvt. Ltd.
 - Bekae Properties Pvt. Ltd.
 - Bewind Energy Pvt. Ltd.
 - Ind Eco Ventures Ltd.
 - Ravello Advertising Pvt. Ltd.
 - Soura Capital Pvt. Ltd.
 - Indus Capital Pvt. Ltd.
- iii) Subsidiary
 - Indowind Power Pvt. Ltd.

12. RELATED PARTY TRANSACTIONS

The Company has identified all related parties and details of transactions are given below. No provision for doubtful debts or advances is required to be made and no amounts have been written off or written back during the year in respect of debts due from or to related parties. There are no other related parties where control exists that need to be disclosed.



INDOWIND ENERGY LIMITED

The following transactions were carried out with the Related Parties

Particulars	Associates	Subsidiary	Key Managerial Personnel
EXPENSES			
Power	Rs. 4,592,479		-----
Traveling expenses	-----		Rs. 937,924
Salary	-----		Rs. 1,032,837
Sitting fee	-----		Rs. 105,000
Rent	-----		Rs. 72,750
Sale of Assets		Rs. 55,50,000	
Advances		Rs. 55,64,374	
Investments		Rs. 4,25,000	
Finance:			
Rent Deposit	Rs. 18,000,000		Rs. 678,750
Income:			
Power	Rs. 2,566,456		

13. FOREIGN CURRENCY CONVERTIBLE BONDS

During the year 2007-2008, the company issued 5 years 2.5% Coupon US\$ denominated Foreign Currency Convertible Bonds (FCCB) aggregating to US\$ 30 million (INR. 118,47,00,000 as on date of issue) comprising of 300 US bonds of US \$ 1,00,000 each to finance capital expenditure. The bond holders have an option of converting these bonds into equity shares at an initial conversion price of Rs. 167.11 per share (Face value Rs.10 each) with a fixed rate of exchange on conversion of Rs. 39.405 / US\$ at any time prior to close of business on 21st December 2012, unless redeemed. The FCC Bonds have been restructured with the existing Bondholders. Accordingly, the FCCB will be Zero Coupon Bonds and will have a 50% mandatory conversion (i.e., US\$ 15 million) in to ordinary equity shares at a price equitant to the 10 DMA subject to a cap of Rs.65/- and the balance 50% of the Bonds (i.e., US\$ 15 million) will have the option to convert at the same premium level applicable for the mandatory conversion price or redeem @ 106.724 % upon maturity on December 21, 2012. The Process is under progress for completion.

14. PROFIT AND LOSS ACCOUNT

(i) APPROPRIATIONS

No appropriation made during the year with respect to Capital Redemption due to change of accounting period from July to June to April to March.

(ii) INFORMATION PURSUANT TO THE PROVISIONS OF SCHEDULE VI TO THE COMPANIES ACT, 1956.



INDOWIND ENERGY LIMITED

(a) Power generation

Year/place	Capacity (installed)	Production (Units)	Sale (units)	Income (Rs.)	Avg. price Per unit (Rs.)
2009-2010					
Tamil Nadu	28.225 MW	38,837,849	36,761,109	103,812,446	2.83
Increase in Stock				6,215,267	
Karnataka	21.920 MW	34,890,607	31,882,500	113,545,329	3.56
Increase in Stock				10,935,637	
Total	50.145 MW	73,728,456	68,643,609	234,508,679	
Power share from other Transactions				37,795,758	
Total Power Income				272,304,437	
2010-2011					
Tamil Nadu	26.575 MW	18,622,276	28,158,552	77,392,020	2.80
Decrease in Stock				(24,341,790)	
Karnataka	17.420 MW	24,360,869	31,026,261	105,804,632	3.59
Decrease in Stock				(17,860,237)	
Total	43.995 MW			140,994,625	
Power share from other Transactions				2,566,456	
Total Power Income				143,561,081	

(b) Projects

Project under implementation - Opening	0.95 MW
New projects commenced during the year	28.00 MW
Project under implementation - Closing	28.95 MW

(iii) Expenditure in Foreign Currency

- Travel Rs.NIL/- (previous year NIL)

(iv) Remuneration paid to Directors

The company has paid Rs.1,032,837/- by way of remuneration to the whole time director. Sitting fees paid during the year Rs.105,000/-



INDOWIND ENERGY LIMITED

(v) Administrative and other expenses include remuneration to Auditors towards:

	2010-2011	2009-2010
	(Rs. in thousands)	
Statutory Audit	100.00	100.00
Tax Audit	15.00	15.00
Certification	5.00	5.00

(vi) Information with regard to other matters specified in Schedule VI of the Companies Act, 1956, are either Nil, or not applicable to the Company for the period under Audit.

(vii) Value of imports during the year Rs NIL/- (Previous Year NIL)

15. CONTINGENT LIABILITIES

Income Tax demand for the A Y 1998-99 is Rs. 2,654,944/- ,for A Y 2004-05 is Rs. 5,38,759 for A Y 2006-07 is Rs.10,985,773/- and for the A Y 2007-08, Rs. 55,63,470/- are under litigation. The company has been legally advised that the demand is likely to be deleted or substantially reduced. The company has preferred appeals and the said appeals are pending before the appellate authorities.

In the case of Foreign Currency Convertible Bonds, in case of redemption at the maturity date i.e 21st December, 2012, the applicable forex rate is contingent in nature for which no provision is required as per The Reserve Bank of India's guidelines.

The company has deposited, with The Hon'ble High Court of Madras, an amount of Rs.10.81 Crores in the matter relating to the disputed claims of ICICI Bank Limited relating to sale of Wind mills to the company, Lease rentals and issues relating to Preference shares are settled. Both the parties have raised claims against each other and waiting for the final outcome from the competent authorities. Hence no amount is quantified. Meanwhile the ICICI Bank Limited has realized around Rs 6.93 Crores by selling 14,65,899 Equity shares of the company, which the company is claiming.

16. IMPAIRMENT LOSS

During the year company recognised an impairment loss of Rs. 9,33,92,555/- on the Plant & Machinery whose generating ability had diminished.

17. SEGMENT INFORMATION

Based on Accounting Standard 17, issued by the Institute of Chartered Accountant of India the Company's primary business segment is wind Power generation, project sale, financial income and other income

Particulars	Power	Project	Others	Total
Segment Income	143,561,081	333,700,000	26,274,750	503,535,831
Segment expenses	140,952,246	290,483,903	1,804,155	433,240,304
Segment results	2,608,835	43,216,097	24,470,595	70,295,527
Unallocable Exp	-	-	-	27,713,110
Net profit	-	-	-	42,582,417



INDOWIND ENERGY LIMITED

18. Retirement Benefits

Consist of the following:

Provident Fund	Rs 4.29 Lakhs
Employees State Insurance	Rs 0.30 Lakhs

19 Previous year's figures have been regrouped wherever necessary and as the company's current Financials are for 9 months period, the current period's figures are not comparable with previous year's figures.

20 EARNING PER SHARE

Profit After tax	Rs. 39,602,512
No. of Shares	Rs. 49,741,486
Earning Per share (Annualized)	Rs. 0.80

As per our report of even date

For **V. RAMARATNAM & CO.,**

Chartered Accountants

FRN 002956S

R. SUNDAR

Partner

For **INDOWIND ENERGY LIMITED**

BALA K V

Chairman

RAVINDRANATH K.S

Director

JAYARAMAN T R NIRANJAN R. JAGTAP

Director

Director

DIRAVIAM S

Company Secretary

Place: Chennai

Date : 20.08.2011



INDOWIND ENERGY LIMITED

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT 1956

1.	Statement of Holding Company's interest In Subsidiary company	No of Shares held by the company and its subsidiary	Extent of holdings
	(a) Indo wind power private ltd	42500	73
2.	Name of the Subsidiary-	Indo wind power p ltd	
3.	Financial year of the subsidiary		31.3.2011
4.	The net aggregate amount of Profit/ Loss of the subsidiary as far as it concerns the holding		
1.	Dealt with in the accounts of Indowind Energy Ltd by way of Dividend on the shares held in the subsidiary :		Rs Lakhs
	(a) For the subsidiaries' Financial year ended on 31-03-2011		NIL
	(b) For the previous financial year(s) Of the subsidiary since they became Subsidiary of Indowind Energy Ltd		NIL
2.	Not dealt with in the accounts of Indo wind Energy Ltd		
	(a) For the subsidiary's Financial year ended on 31-03-2011		None
	(b) For the previous financial year(s) Of the subsidiary since they became Subsidiary of Indowind Energy Ltd		None

As per audited financials for the period of 7 months ended 31st March 2011.

Investment was made during the financial year ended 31st March 2011 by Indowind Energy Ltd and Indowind power Ltd became subsidiary during the financial year 2010-11

for **INDOWIND ENERGY LIMITED**

BALA K V
Chairman

RAVINDRANATH K.S
Director

JAYARAMAN T R
Director

NIRANJAN R JAGTAP
Director

DIRAVIAM S
Company Secretary



INDOWIND ENERGY LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No. : 32311 State Code 18

Balance sheet date : 31 03 2011

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN Rs. THOUSANDS)

Public issue	Rights issue
□□□□NIL	□□□□NIL
Bonus issue	Private Placement
□□□□NIL	□□□□NIL

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN Rs. THOUSANDS)

Total liabilities	Total asset
3174313	3174313

SOURCES OF FUNDS

Paid up capital	Reserves & Surplus
497415	858482
Secured loans	Unsecured loans
405032	1243180

APPLICATION OF FUNDS

Net fixed assets	Investments
1456170	□□37616
Net current assets	Misc. Expenditure
872943	□□18993
Accumulated losses	
□□□□NIL	

IV PERFORMANCE OF COMPANY (AMOUNT IN Rs. THOUSANDS)

Turnover	Total Expenditure
503536	460953
Profit / (Loss) before tax	Profit / (Loss) after tax
42582	51623
Earning/share	
0.80	

Place: Chennai
Date: 20.08.2011

For **INDOWIND ENERGY LIMITED**
K.V. BALA **K.S. RAVINDRANATH**
Chairman *Director*
T.R. JAYARAMAN **NIRANJAN R. JAGTAP**
Director *Director*
S. DIRAVIAM
Company Secretary



INDOWIND ENERGY LIMITED

Cash Flow Statement for the year ended 31st March 2011

(Rs.)

Particulars	Year ended 31-Mar-11	Year ended 30-Jun-10
(A) Cash inflow/ (outflow) from operating activities	39,602,511	123,468,184
Net result before tax	39,602,511	123,468,184
Adjustments to reconcile net income before tax to net cash provided by operating activities:		
Depreciation and amortization	58,231,810	43,729,931
Prior Period Items	(56,962,223)	-
Drawn from Reserves	(142,524,230)	-
Financial Income, net	1,776,012	1,130,500
	(99,876,120)	168,328,615
Changes in operating assets and liabilities		
Restricted cash (Deposits)	(12,170,000)	661,744,905
Accounts receivable and other assets	(167,745,950)	(86,783,546)
Inventory	514,163,672	(164,945,079)
Accounts payable and other liabilities	(38,511,067)	311,527,655
Net changes in operating assets and liabilities	295,736,655	721,543,935
Provision for Tax		
Net cash provided by operating activities	195,860,535	889,872,550
(B) Cash inflow/ (outflow) from investing activities		
Payments for purchase of property plant and equipment	(507,143,104)	(644,507,092)
(Increase) / Decrease in Guarantee Deposits	70,170,676	(475,578,056)
(Increase) / Decrease in Agri Division Assets	167,258	(1,250,601)
Proceeds from sale of property plant and equipment	241,543,708	768,800
Purchase / sale of investments	(450,000)	-
Interest income, net	(1,776,012)	(1,130,500)
Net cash used in investing activities	(197,487,474)	(1,121,697,449)
(C) Cash inflow / (outflow) from financing activities		
Proceeds from secured loan	-	64,098,280
Repayment of secured loans	(17,621,666)	(916,717)
Repayment of Unsecured Loans	(104,285,952)	114,921,305
Proceeds from Unsecured loan	-	-
Proceeds from issue of share capital	-	-
Increase from Share premium through issue of share capital	-	-
Misc Expenses	5,047,200	47,402,559
FCCB Issue & Forex Fluctuation Account	-	-
Net cash provided by financing activities	(116,860,418)	225,505,427
Net increase in cash and cash equivalents	(118,487,357)	(6,319,472)
Cash and cash equivalents at the beginning of the year	121,913,783	50,089,741
Cash and cash equivalents at the end of the year	3,426,426	43,770,269
Cash and cash equivalents comprise		
Cash in hand	298,877	416,447
Balances with banks	3,127,549	121,497,336
	3,426,426	121,913,783

Note: 1. The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 issued by the Institute of Chartered Accountants of India on Cash Flow Statements.

for **V.RAMARATHNAM & CO.,**
Chartered Accountants

for **INDOWIND ENERGY LIMITED**

R.SUNDAR
Partner

BALA K V
Chairman

RAVINDRANATH K.S
Director

JAYARAMAN T R
Director

NIRANJAN R. JAGTAP
Director

Place : Chennai
Date : 20th August, 2011

S. DIRAVIAM
Company Secretary

INDOWIND POWER PRIVATE LTD.

(Subsidiary of Indowind Energy Ltd.)

ANNUAL REPORT FOR 2010 - 11

Board of Directors	:	1. Mr. K V Bala 2. Mr. Niranjan R Jagtap
Registered Office	:	"Kothari Buildings", 4th Floor, 114, Mahatma Gandhi Road, Nungambakkam, Chennai - 600 034. Tel : 044-28330867 / 28331310 Fax : 044-28330208. E-mail : contact@indowind.com Website : www.indowind.com
Auditors	:	M/s. Vasudevan & Associates Chartered Accountants, Chennai
Bankers	:	Development Credit Bank Limited

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Report together with the audited accounts for the year ended 31st March 2011.

OPERATIONS

Indowind Power Private Limited was incorporated on 19th August 2010 as a subsidiary of Indo wind Energy Ltd. The Authorised share capital of the Company is Rs.15 lacs comprising of 1,50,000 equity shares of Rs.10 each and has issued 57600 equity shares of Rs.10 each . Indo wind Energy Ltd. has 74% stake in this Company. As the Company has not commenced its operations during the financial year, no income has been earned during the year. Therefore no profit and loss a/c has been prepared and the expenses incurred including incorporation expenses, have been taken to pre operative expenses. The Company fixed assets of Rs. 59.58 lacs consists of metering points, grid, connecting fees etc. The sundry creditors represents monies payable to the holding Company viz Indo wind Energy Ltd.

DIRECTORS

Mr K.V. Bala and Mr Niranjan R.Jagtap are the Directors of the Company and as per the provisions of the Articles of Association of the Company; they shall hold their office until their resignation.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors report that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed:
- ii) Appropriate accounting policies have been selected and applied consistently, and have made

INDOWIND POWER PRIVATE LTD.

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2011 and of the profit of the Company for the year ended 31st March 2011:

- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities:
- iv) The annual accounts have prepared on a going concern basis.

AUDITORS

M/s. S. Vasudevan & Co Chartered Accountants, Chennai, the Company's Auditors, retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

PARTICULARS OF EMPLOYEES

The Statement of particulars of employees required under Section 217(2A) of the Companies Act, 1956 and the Rules framed there under, has not been appended as there are no employees to be covered under the same.

On behalf of the Board
INDOWIND POWER PRIVATE LTD.,

Place : Chennai
Date : 20-8-2011

K.V. BALA
Director

INDOWIND POWER PRIVATE LTD.

AUDITORS REPORT

To
The Members of
INDOWIND POWER PRIVATE LIMITED

We have audited the attached Balance Sheet of **INDOWIND POWER PRIVATE LIMITED**, as at 31st March, 2011 of the Company. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors' report) Order 2003, issued by the Central Government of India in terms of Section 227 (IV) (a) of the Companies Act, 1956, and the amendment order 2004, the statements of the matters specified in paragraphs 4 and 5 of the said order are not required to be annexed for the Company
2. Further to our comments in the statement referred to in paragraph 1 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account, as required by law have been kept by the company so far as appears from our examination of such books.
 - c. The Company's Balance Sheet dealt with by this report is in agreement with the books of account.
 - d. In our opinion the Balance Sheet comply with the applicable Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
 - e. On the basis of the written representations received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon under Schedule give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India.
 - (i) In the case of the Balance Sheet, the state of affairs of the company as at 31st March, 2011

For **S. VASUDEVAN & ASSOCIATES**
Chartered Accountants

Place : Chennai
Date : 20.08.2011

Vasudevan
Partner

INDOWIND POWER PRIVATE LTD.

BALANCE SHEET AS AT 31st MARCH 2011

	schedule	31.03.2011 Rs.	31.03.2011 Rs.
Sources:			
Share Capital	1		576,000
Reserves & Surplus			-
Deferred Tax Liability			-
	Total		576,000
Applications:			
Net Fixed Asset	2		5,958,800
Investments			-
Current Assets, Loans & Advances:			
A. Current Assets:			
Cash and Bank Balances	3	130,539	
Sundry Debtors		-	
B. Loans & Advances:		-	
		130,539	
Less: Current Liabilities & Provisions	4	5,579,374	
Net Current Assets			(5,448,835)
Pre - Operative Expenses			66,035
	Total		576,000

Notes to the Accounts

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As per our report dated

For and on behalf of

S. VASUDEVAN & ASSOCIATES

Chartered Accountants

For and on behalf of Board of
INDOWIND POWER PRIVATE LTD

S.VASUDEVAN

Partner

BALA K V

Director

NIRAJAN R. JAGTAP

Director

Place : Chennai

Date : 20.08.2011

INDOWIND POWER PRIVATE LTD.

Schedules to Accounts

31.03.2011
Rs.

Schedule 1: Share Capital

EQUITY SHARE CAPITAL AUTHORIZED:

150,000 Equity Shares of Rs. 10 / - Each 1,500,000

ISSUED AND SUBSCRIBED:

57,600 Equity Shares of Rs. 10 / - Each fully paidup 576,000
(of the above, 42,500 Shares are held by the Holding Company,
Indowind Energy Limited)

SCHEDULE 2: FIXED ASSETS

Description	Gross Block				Depreciation		Net Block
	As at	Additions	Deletions	As at	Upto		As on
	01.04.2010			31.03.2011	31.03.2011	31.03.2011	31.03.2011
Plant and Machinery	-	5,958,800	-	5,958,800	-	-	5,958,800
Total	-	5,958,800	-	5,958,800	-	-	5,958,800

Schedule 3: Cash and Bank Balances

Cash in hand 3,374
Cash with Bank 127,165
130,539

Schedule 4: Current Liabilities and Provisions

Current Liabilities

Indowind Energy Limited 5,564,374
Audit Fees Payable 15,000
5,579,374

INDOWIND POWER PRIVATE LTD.

5. Statement of significant accounting policies and notes to the accounts

I Significant Accounting Policies

1. Basis of Accounting

The Financial Statements are prepared on Accrual Basis under the Historic Cost Convention.

2. Recognition of Income and Expenditure

Revenues / Incomes and Costs / Expenditure are generally to be accounted on Accrual Basis as they are earned or incurred.

3. Fixed Assets

Fixed Assets are stated at cost, less accumulated depreciation

4. Depreciation

Depreciation on Fixed Assets are to be charged on Straight Line Method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

5. Investments

Investments are to be stated at cost.

6. Inventories

Stock of Stores, Spares and Consumables are valued at Cost.

7. Retirement Benefits

As the number of employees of the Company is below the required minimum level, Provident Fund and Gratuity Schemes are yet to be implemented for the Company.

II NOTES TO THE ACCOUNTS

8. Balance Sheet

Equity Share Capital

The Company has, during the year issued 57,600 Equity Shares of Rs. 10/- each, including shares allotted for subscriptions to the Memorandum of Association of the Company.

9. Profit & Loss Account

As the Company has not commenced its operations and no income has been earned during the year, no Profit & Loss A/c has been prepared and the expenses incurred, including incorporation expenses, have been taken to Pre-Operative Expenses.

10. Pre-operative Expenses:

Includes Preliminary and Pre-Operative Expenses to the extent not-written off.

11. Fixed Assets:

Plant and Machinery consists of metering points, grid connecting fees etc., capitalized at cost.

INDOWIND POWER PRIVATE LTD.

12. Sundry creditors:

Balance of Rs.55,64,374/- represents monies payable to Holding Company, Indowind Energy Limited.

13. Financials represents results for 7 months period hence no previous years are available.

III. Information with regard to other matters specified in Part II of Schedule VI of the Companies Act, 1956, are either NIL, or not applicable to the Company for the period under Audit.

IV. Previous year's figures have not been mentioned as this is the first year of operations of the Company.

As per our Report of even Date

For **S. VASUDEVAN & ASSOCIATES**
Chartered Accountants

S. VASUDEVAN
Partner

For and behalf of Board of
INDOWIND POWER PRIVATE LTD.

BALA K V
Director

NIRANJAN R. JAGTAP
Director

Place : Chennai
Date : 20/08/2011



INDOWIND ENERGY LIMITED
Regd. Office "Kothari Building", 4th Floor
114, Mahatma Gandhi Road, Nungambakkam,
Chennai- 600 034.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Members and their proxies only are entitled to be present at the meeting.

Name and address of the share holder
With folio No.

Date : 29th September, 2011
Time : 4.00 P.M
Venue : "The Accord Metropolitan"
35, G.N. Chetty Road, T.Nagar,
Chennai - 600 017

Signature of Member/Proxy



INDOWIND ENERGY LIMITED
Regd. Office "Kothari Building", 4th Floor
114, Mahatma Gandhi Road, Nungambakkam,
Chennai- 600 034.

PROXY FORM

Folio No:

I/we _____ Member of M/s. Indowind Energy Limited do hereby appoint _____ as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the 29th September, 2011 and at any adjournment thereof.

Signed this _____ day of _____ 2011.

Re 1/-
Revenue
Stamp

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. This form duly completed should be deposited at the registered office of the Company at Chennai on or before 27th September 2011.

BOOK-POST

If Undelivered Please return to :



INDOWIND ENERGY LIMITED

"Kothari Buildings",
4th Floor, 114, Mahatma Gandhi Road,
Nungambakkam, Chennai - 600 034.
Tel : 044-28330867 / 28331310