

CHARTER FOR THE STAKEHOLDERS RELATIONSHIP COMMITTEE

1. INTRODUCTION AND PURPOSE:

The purpose of the Stakeholders Relationship Committee (“the Committee”) of the Board of Directors (“the Board”) of Indowind Energy Limited (“the Company”) shall be to assist the Board and the Company to oversee the existing redressal mechanisms in relation to Stakeholders of the Company. The term “Stakeholder” shall include shareholders, debenture holders and other security holders.

The composition, role, review of information, power, etc., of the Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of the Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable laws or prescribed by the Board in compliance with applicable law, from time to time.

2. MEMBERSHIP & COMPOSITION:

The Committee is appointed by and will serve at the discretion of the Board. The Chairperson of the Committee shall be a Non-Executive Director and such other members as may be decided by the Board from time to time.

The members of the Committee are as follows:

S. NO	Name of the Member	Designation
1.	Mr. Niranjana R. Jagtap	Chairman
2.	Mr. K.S Ravidranath	Member
3.	Dr. k. R Shyamsundar	Member

The Company Secretary of the Company shall act as the secretary of the Committee.

The Board shall have the power to make any change(s) in the constitution of the Committee.

3. QUORUM:

3.1 The quorum shall be either two members or one-third of the members of the Stakeholders Relationship Committee, whichever is greater;

3.2 A duly convened meeting of the Committee of the Company at which the requisite quorum is present, shall be competent to exercise all or any of the authorities, power and discretion vested in the Committee.

4. MEETINGS:

4.1 The Committee shall convene its meetings at least once in a year with additional meetings at the discretion of the Members, either in person or through Video Conferencing mode as it deems necessary, appropriate and advisable, to review and ensure that all investor queries/ requests and grievances are redressed within a period of 30 – 45 days from the date of receipt of the same.

4.2 The meetings shall follow the procedures concerning meeting of the Board of Directors to the extent applicable.

4.3 The Committee may invite such of the executives, as it considers appropriate, to be present at the meetings.

5. RESOLUTIONS AND MINUTES:

5.1 The Committee, in case of urgent business may pass the resolution by circulation.

5.2 Draft minutes of the Stakeholders Relationship Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.

5.3 The Members, whether present or not shall communicate their comments, if any, in writing within 7 days from the date of circulation of draft minutes.

5.4 Minutes shall be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.

5.5 Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.

5.6 Signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary or where there is no Company Secretary, by any Director authorized by Committee.

6. RESPONSIBILITIES AND AUTHORITY:

The Committee shall:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

7. ANNUAL GENERAL MEETING:

The Chairperson of the Committee or, in his absence, any other member of the Committee authorised by him in this behalf shall attend General Meetings of the Company.

9. REVIEW/AMENDMENT/MODIFICATION:

The adequacy of this Charter shall be reviewed and re-assessed by the Stakeholders Relationship Committee, at reasonable intervals and appropriate recommendations shall be made to the Board of Directors to update the same based on the changes that may be brought about to the regulatory frame work, from time to time.