

Green Infra Wind Energy Limited

CIN: **U23200HR2005PLC078211**

Regd. Office: 5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122 002, Haryana, India
Tel (91) 124 3896700, Fax (91) 124 3896710

sgil.complianceofficer@sembcorp.com

www.sembcorpenergyindia.com/GIWEL

Date: 20 January 2022

To
BSE Limited
Listing Department
P.J. Tower, Dalal Street,
Mumbai 400001

Ref: Green Infra Wind Energy Limited; SCRIP Code: 958173
Subject: Submission of Compliance Report on Corporate Governance for the Quarter ended 31
December 2021
ISIN No.: INE477K07018

Dear Sir/Madam,

With reference to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the amendment dated 7 September 2021, We, Green Infra Wind Energy Limited having its registered office at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana, do hereby submit the report on Corporate Governance as per the prescribed format for the Quarter ended 31 December 2021 (enclosed as Annexure I)

Request you to take the same on record.

Yours faithfully,

For Green Infra Wind Energy Limited



Manu Garg
Company Secretary
Membership No.: A22058



Annexure I

Report on Corporate Governance by the Company for the Quarter ended 31 December 2021

1. Name of the Listed Entity: **Green Infra Wind Energy Limited (High Value Debt – Listed)**
2. Quarter ending: **31 December 2021**

1. Composition of Board of Directors (As per Clarification note given below)												
Title (Mr / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive / NonExecutive/ independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure	Date of Birth	No. Of director ship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors in Listed entities including this listed entity [in Reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsh Bansal	AEKPB5040B 07298251	Executive Director (Whole Time Director)	26.10.2015	-	-	3 years, w.e.f. 01.10.2019	23.09.1974	1	-	3	3
Mr.	Ankur Rajan	AASPA8932F 01737075	Non – Executive Director	25.11.2019	-	-	-	10.02.1973	1	-	2	2
Mr.	Rajesh Prabhakar Zoldeo	AACPZ0873E 09259509	Non – Executive Director (Additional Director)	11.08.2021	-	-	-	29.08.1968	1	-	-	-
Ms.	Dan Chen	NA 07136637	Non – Executive Director	29.09.2020	-	-	-	25.05.1975	1	-	-	-
Mr.	Arun Kumar Kher	AGFPK5592G 00152941	Independent Non – Executive Director	27.09.2018	-	-	-	11.08.1947	1	1	5	-
Mr.	Bishwanath Shukla	AZTPS7478Q 02257584	Independent Non – Executive Director	27.09.2018	-	-	-	06.11.1954	1	1	4	-
Whether Regular Chairperson appointed – No Whether Chairperson is related to Managing Director or CEO - NA												
\$PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen *to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.												

Clarification Note: The provisions related to Regulation 15-27 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from 7 September 2021 on a 'comply or explain' basis until 31 March 2023 and on a mandatory basis thereafter. In this regard, the Company shall take adequate steps in due course to comply with the requirements pertaining to Composition of Board of Directors.

2. Composition of Committees					
Name of the Committee	Whether regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive /Non-Executive/ independent/Nominee)\$	Date of Appointment	Date of Cessation
Audit Committee				(As per Clarification note given below)	
Nomination & Remuneration Committee				(As per Clarification note given below)	
Risk Management Committee				(As per Clarification note given below)	
Stakeholders Relationship Committee				(As per Clarification note given below)	
\$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

Clarification Note: The provisions related to Regulation 15-27 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from 7 September 2021 on a 'comply or explain' basis until 31 March 2023 and on a mandatory basis thereafter. In this regard, the Company shall take adequate steps in due course to comply with the requirements pertaining to Composition of Committees. However, as per the requirements under the applicable provisions of the Companies Act, 2013, Company has duly constituted the Audit Committee and Nomination & Remuneration Committee.

3. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between Any two consecutive (in number of days)
03.07.2021	14.11.2021	Yes	2	1	48
11.08.2021	26.11.2021	Yes	4	1	12
10.09.2021					
20.09.2021					
27.09.2021					
* to be filled in only for the current quarter meetings					

4. Meeting of Committees

Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between Any two consecutive meetings (in number of days)
14 November 2021	Yes	2	1	20.09.2021	55
^As per Clarification note given below					
*This information has to mandatorily be given for Audit Committee, for rest of the committees giving this information is optional					
** to be filled in only for the current quarter meetings					

^Clarification Note: The provisions related to Regulation 15-27 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from 7 September 2021 on a 'comply or explain' basis until 31 March 2023 and on a mandatory basis thereafter. In this regard, the Company shall take adequate steps in due course to comply with the requirements to constitute applicable Committees and holding of its respective Meetings. However, as per the requirements under the applicable provisions of the Companies Act, 2013, Company has duly constituted the Audit Committee.

5. Related Party Transactions)	
Subject	Compliance Status (Yes / No / NA) Refer Note below
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	There are no material Related Party transactions hence not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Not Applicable
Note:	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

6. Affirmations (As per Clarification note given below)
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter will be placed before Board of Directors. Any comments/observations/advice of the board of directors will be mentioned here: N A
Clarification Note: The provisions related to Regulation 15-27 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from 7 September 2021 on a 'comply or explain' basis until 31 March 2023 and on a mandatory basis thereafter. In this regard, the Company shall take adequate steps in due course to comply with the requirements pertaining to Composition of Board of Directors and Committees along with other incidental requirements thereto.

For Green Infra Wind Energy Limited



Manu Garg
 Company Secretary
 Membership No.: A22058