

INDOSOLAR LIMITED

Registered Office: C – 12, Friends Colony (East), New Delhi – 110 065

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF INDOSOLAR LIMITED WILL BE HELD ON MONDAY, THE 31ST DAY OF MAY, 2010 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C – 12, FRIENDS COLONY (EAST), NEW DELHI – 110 065 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on 31st March, 2010 together with schedules, Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhushan Kumar Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s BSR & Associates, Chartered Accountants, Gurgaon as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Mr. Aditya Jain be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Mr. Ravinder Khanna be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Mr. Gautam Singh Kuthari be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to all applicable approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approval, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (“**FII**s”) registered with the Securities and Exchange Board of India (“**SEBI**”) to acquire and hold, under the Portfolio Investment Scheme of the Reserve Bank of India on their own account and/ or on behalf of each of their SEBI approved broad-based sub-accounts, equity shares of the Company up to 50% (fifty percent) of the paid up equity share capital of the Company for the time being, provided however that the shareholding of each FII, on its own account and/or on behalf of each of the SEBI approved broad-based sub-account, in the Company shall not exceed 10% (ten percent) of the total paid up equity share capital of the Company or such limits as are or may be prescribed from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such regulatory bodies and for the matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director(s) or Officer(s) of the Company.”

**By order of Board of Directors of
INDOSOLAR LIMITED**

**Place: Greater Noida
Date: 06.05.2010**

Sd/-

**ATUL KUMAR MITTAL
(Company Secretary)**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF APPOINTING PROXIES SHALL HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. The proxy form is enclosed.
3. The Explanatory Statement setting out the material facts in respect of the Special Business is enclosed to the notice.
4. The documents relating to above businesses are available for inspection during business hours till the conclusion of the Annual General Meeting at the Registered Office of the Company.

5. **Appointment/Re-appointment of Directors**

The details of Directors to be appointed/re-appointed at the ensuing Annual General Meeting are produced below in terms of Clause 49 of the Listing Agreement:

Mr. Bhushan Kumar Gupta, aged about 74 years is a Canadian national and holds a Canadian passport. He is an entrepreneur. He holds wide experience in various industries, including lamp manufacturing industry in which he has around 19 years of experience. He has also promoted Halonix Limited, where he acted as the managing director from March 26, 1991 to March 31, 2000 and as chairman from April 30, 2004 to March 10, 2007.

Mr. Bhushan Kumar Gupta is an Executive Chairman on the Board of the Company. He is Chairman of the IPO Committee of the Board of Directors of the Company. He is holding 5,65,00,001 equity shares in the Company.

Mr. Aditya Jain, aged about 50 years holds a bachelor's degree in mechanical engineering from Birla Institute of Technology, India and a master's degree in business administration from the Henley Management College, UK. He is a Fellow of the Royal Geographical Society. He has long and varied business experience of over 25 years in the field of Corporate Advisory Services, Mergers & Acquisitions, etc.

Mr. Aditya Jain is an Independent and Non-Executive Director of the Company. He is Chairman of the Audit Committee and Remuneration Committee of the Board of Directors of the Company. Mr. Jain is also on the Board of Shriram Transport Finance Corporation Limited, International Market Assessment India Private Limited, IMA Corporate Advisory Services Private Limited, EIU India Private Limited, PR Pundit Public Relations Private Limited and Mahanagar Telephone Nigam Limited. He is member of the advisory group of Sanmar Group and BMR Associates and trustee of Centre for Civil Society and Adit Jain Foundation. Further, he is the Chairman of Compensation Committee of the Board of Directors of Shriram Transport Finance Corporation Limited and member of the Audit Committee of the Board of Directors of Mahanagar Telephone Nigam Limited. He is not holding any shares in the Company.

Mr. Ravinder Khanna, aged about 51 years holds a bachelor's degree in Mechanical Engineering from P.E.C, Chandigarh, India and a master's degree in Business Administration from Symbiosis, Pune, India. He has long and varied business experience of over 20 years in the field of Marketing, Sales, Finance, etc.

Mr. Ravinder Khanna is an Independent and Non-Executive Director of the Company. He is member of the Audit Committee and Remuneration Committee of the Board of Directors of the Company. Mr. Khanna is also on the Board of Lifelong India Limited, Helivolt Corporation, Austin, Texas, Scatec Solar AS, Oslo, Norway and Scatec Solar India Private Limited. He is not holding any shares in the Company.

Mr. Gautam Singh Kuthari, aged about 51 years holds a bachelor's degree in commerce from the Delhi University. He has business experience spanning 31 years in various fields such as textile, soft drinks, advertisements, film making, international commodity trading, fast moving consumer goods, ship breaking, lighting to Metal Finishing Industry.

Mr. Gautam Singh Kuthari is an Independent and Non-Executive Director of the Company. He is Chairman of Investors' Grievance-cum-Share Transfer Committee and member of the Audit Committee and Remuneration Committee of the Board of Directors of the Company. Mr. Kuthari is also on the Board of Assam Textile Mills (P) Ltd. and Aesthetic Trade Links (P) Ltd. He is not holding any shares in the Company.

INDOSOLAR LIMITED

Registered Office: C – 12, Friends Colony (East), New Delhi – 110 065

PROXY FORM

I/We _____ of _____ in the district of _____ being a member of the above named company, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the 5th Annual General Meeting of the Company to be held on Monday, the 31st day of May, 2010 and at any adjournment thereof.

Signed this _____ day of _____ 2010

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| AFFIX REVENUE STAMP OF 0.15 PAISE. |
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Note: The Proxy Form duly completed must be deposited at the Registered Office at C –12, Friends Colony (East), New Delhi – 110 065 not less than 48 hours before the time for holding the meeting. A proxy need not be a member.

INDOSOLAR LIMITED

Registered Office: C – 12, Friends Colony (East), New Delhi – 110 065

The Explanatory Statement as required under section 173(2) of the Companies Act, 1956

Item No. 4

Mr. Aditya Jain has been appointed as an Additional Director of the Company with effect from 14th December 2009 and in terms of section 260 of the Companies Act, 1956 he holds the office of Director only up to the date of ensuing Annual General Meeting.

Pursuant to section 257 of the Companies Act, 1956 the Company has received a notice alongwith a deposit of Rs. 500/- from a shareholder proposing his candidature for the post of Director of the Company.

The Board is of the view that Mr. Aditya Jain's knowledge and experience will be of benefit and value to the Company and therefore recommends his appointment as a Director of your Company liable to retire by rotation.

Your Directors recommend this resolution as an Ordinary Resolution for your approval.

Except Mr. Aditya Jain none of the Directors is concerned or interested in the above said resolution.

Item No. 5

Mr. Ravinder Khanna has been appointed as an Additional Director of the Company with effect from 14th December 2009 and in terms of section 260 of the Companies Act, 1956 he holds the office of Director only up to the date of ensuing Annual General Meeting.

Pursuant to section 257 of the Companies Act, 1956 the Company has received a notice alongwith a deposit of Rs. 500/- from a shareholder proposing his candidature for the post of Director of the Company.

The Board is of the view that Mr. Ravinder Khanna's knowledge and experience will be of benefit and value to the Company and therefore recommends his appointment as a Director of your Company liable to retire by rotation.

Your Directors recommend this resolution as an Ordinary Resolution for your approval.

Except Mr. Ravinder Khanna none of the Directors is concerned or interested in the above said resolution.

Item No. 6

Mr. Gautam Singh Kuthari has been appointed as an Additional Director of the Company with effect from 14th December 2009 and in terms of section 260 of the Companies Act, 1956 he holds the office of Director only up to the date of ensuing Annual General Meeting.

Pursuant to section 257 of the Companies Act, 1956 the Company has received a notice alongwith a deposit of Rs. 500/- from a shareholder proposing his candidature for the post of Director of the Company.

The Board is of the view that Mr. Gautam Singh Kuthari's knowledge and experience will be of benefit and value to the Company and therefore recommends his appointment as a Director of your Company liable to retire by rotation.

Your Directors recommend this resolution as an Ordinary Resolution for your approval.

Except Mr. Gautam Singh Kuthari none of the Directors is concerned or interested in the above said resolution.

Item No. 7

In view of proposed Initial Public Offering (IPO) of equity shares by the Company it is envisaged that the holding by Foreign Institutional Investors (FIIs) registered with the Securities and Exchange Board of India ("SEBI") may exceed 24% of the paid up equity share capital of the Company for the time being.

As per the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 holding of more than 24% of the paid up equity share capital of the Company by FIIs requires the approval of the shareholders by way of Special Resolution.

The Board recommends the same to be passed by way of a Special Resolution.

None of the directors is interested or concerned in the above said Special Resolution.

**By order of Board of Directors of
INDOSOLAR LIMITED**

**Place: Greater Noida
Date: 06.05.2010**

Sd/-

**ATUL KUMAR MITTAL
(Company Secretary)**

INDOSOLAR LIMITED

Registered Office: C – 12, Friends Colony (East), New Delhi – 110 065

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Fifth Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2010.

1. FINANCIAL HIGHLIGHTS

| Particulars | Year ended 31-03-2010 (Rs.) | Year ended 31-03-2009 (Rs.) |
|--|--|--|
| TOTAL INCOME | 1,31,47,85,194 | 73,96,352 |
| PROFIT (LOSS) BEFORE TAX | (66,30,85,150) | (8,25,05,110) |
| PROFIT (LOSS) AFTER TAX | (66,38,36,855) | (8,30,81,170) |
| PROFIT (LOSS) FOR THE YEAR CARRIED FORWARD ON AMALGAMATION | NIL | (5,55,03,765) |
| PROFIT (LOSS) BROUGHT FORWARD | (13,86,23,420) | (38,485) |
| PROFIT (LOSS) TO BE CARRIED FORWARD TO BALANCE SHEET | (80,24,60,275) | (13,86,23,420) |

2. DIVIDEND

Due to non availability of profit, no dividend could be declared.

3. CHANGE OF STATUS/NAME

The status of the Company has been converted into a public limited company vide fresh certificate of incorporation dated 12th day of October, 2009 issued by the Registrar of Companies, NCT of Delhi & Haryana (ROC). Further, the name of the Company has been changed from **ROBIN SOLAR LIMITED** to **INDOSOLAR LIMITED** vide fresh certificate of incorporation dated 30th day of October, 2009 issued by the ROC. The Company has been allotted a new Corporate Identity Number (CIN): U18101DL2005PLC134879 consequent upon such conversion.

4. STATUS OF IMPLEMENTATION OF SOLAR CELL PROJECT

The Company started the project for manufacturing of Solar Photovoltaic Cells by installing two lines of 80 MW each. The first line has already commenced commercial production with effect from 17th July 2009 and second line has commenced commercial production with effect from 17th March 2010. The projected cost of these lines were estimated to be Rs. 620 Crores, however the actual amount incurred till 17th March 2010 in the project for these two lines is Rs. 673.27 Crores leading to cost overrun aggregating to Rs. 53.27 Crores.

We have submitted financial closure papers for the Special Incentive Package (SIP) Scheme with the Ministry of Communications and Information Technology, Government of India and are awaiting the formal approval for grant of 25% capital subsidy from the Ministry.

5. PROPOSED PROJECT EXPANSION BY WAY OF INITIAL PUBLIC OFFERING OF THE EQUITY SHARES OF THE COMPANY (IPO)

The Company is planning to expand its manufacturing capacity for Solar Photovoltaic cells from 160 MW to 260 MW by installing one more line of 100 MW capacity at an estimated cost of about 360 Crores. In order to fund the proposed expansion of the manufacturing capacity, your Company is proposing its Initial Public Offering of the Equity Shares (IPO) for an amount aggregating to Rs. 400 Crores. M/s Enam Securities Private Limited has been appointed as the sole Book Running Lead Managers and M/s Luthra & Luthra, Law Offices has been appointed as the legal counsel for the IPO. Mr. Anand Kumar Agarwal, the Whole Time Director has been appointed as the Chief Financial Officer and Mr. Atul Kumar Mittal, the Company Secretary has been appointed as the Compliance Officer of the Company. We have filed our Draft Red Herring Prospectus (DRHP) with the Securities & Exchange Board of India (SEBI), the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) on 13th January 2010. National Stock Exchange of India Limited has been appointed as the Designated Stock Exchange for our forthcoming IPO. The Company has got in-principle listing approvals from NSE vide letter no.-NSE/LIST/131342-V dated 23rd February 2010 and from BSE vide letter no.- DCS/IPO/SI/IPO-IP/1473/2009-10 dated 2nd March 2010. We have got IPO grading of 3/5 from CRISIL. SEBI, vide its letter dated 20th April 2010 has given its final comments on our DRHP.

In view of proposed Initial Public Offering (IPO) of equity shares by the Company it is envisaged that the holding by Foreign Institutional Investors (FIIs) registered with the Securities and Exchange Board of India ("**SEBI**") may exceed 24% of the paid up equity share capital of the Company for the time being. As per the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 holding of more than 24% of the paid up equity share capital of the Company by FIIs requires the approval of the shareholders by way of Special Resolution. The Board recommends the same to be passed by way of a Special Resolution.

6. ADMISSION OF SHARES OF THE COMPANY TO THE DEPOSITORY SYSTEM

We have appointed M/s Link Intime India Private Limited as the Registrar and Share Transfer Agent and entered into an agreement with M/s Link Intime India Private Limited on 9th January 2010. Further, your Company along with Link Intime India Private Limited has entered into tripartite agreement with both the Depositories i.e. Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited on 19th February 2010 and 24th February 2010 respectively. At present, all the shares of the Company are admitted in the depository system with both the Depositories.

7. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

In view of proposed IPO, your Company has adopted a new set of Articles of Association of the Company to make it compliant with the SEBI/Stock Exchange norms.

8. DIRECTORS

Mr. Bhushan Kumar Gupta, Chairman will retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the same for your approval.

Mr. Aditya Jain, Mr. Ravinder Khanna and Mr. Gautam Singh Kuthari have been appointed as Additional Directors of the Company in the category of Independent and Non-Executive Directors with effect from 14th December 2009 and in terms of section 260 of the Companies Act, 1956 hold the office till the date of the forthcoming Annual General Meeting.

The Board has received letters from some shareholders alongwith the deposit of Rs. 500/- for each of them for their appointment as the Directors in the Company. The Board recommends the same for your approval.

Further, we have made applications to the Ministry of Corporate Affairs, Government of India for approval of the appointment as well as payment of remuneration to the managerial personnel, i.e. Mr. Bhushan Kumar Gupta, Chairman, Mr. Hulas Rahul Gupta, Managing Director and Mr. Anand Kumar Agarwal, Whole Time Director and are awaiting the approval from the Ministry.

9. CONSTITUTION OF COMMITTEES

In order to comply with clause 49 of the Listing Agreement to make the Board corporate governance compliant, the Company has constituted various Committees of the Board of Directors of the Company as follows:

1. IPO Committee comprising of following members:

| Name and Position | Designation |
|---|--------------------|
| Mr. Bhushan Kumar Gupta-Executive Chairman | Chairman |
| Mr. Hulas Rahul Gupta-Managing Director | Member |
| Mr. Anand Kumar Agarwal-Whole Time Director | Member |

2. Audit Committee comprising of following members:

| Name and Position | Designation |
|---|--------------------|
| Mr. Aditya Jain-Independent and Non-Executive Director | Chairman |
| Mr. Ravinder Khanna-Independent and Non-Executive Director | Member |
| Mr. Gautam Singh Kuthari-Independent and Non-Executive Director | Member |

3. Investors' Grievance-cum-Share Transfer Committee comprising of following members:

| Name and Position | Designation |
|---|--------------------|
| Mr. Gautam Singh Kuthari-Independent and Non-Executive Director | Chairman |
| Mr. Hulas Rahul Gupta-Managing Director | Member |
| Mr. Anand Kumar Agarwal-Whole Time Director | Member |

4. Remuneration Committee comprising of following members:

| Name and Position | Designation |
|---|--------------------|
| Mr. Aditya Jain-Independent and Non-Executive Director | Chairman |
| Mr. Ravinder Khanna-Independent and Non-Executive Director | Member |
| Mr. Gautam Singh Kuthari-Independent and Non-Executive Director | Member |

10.AUDITORS

M/s BSR and Associates, Chartered Accountants, statutory auditors of the Company retire from the office of the statutory auditors at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received their willingness for appointment as statutory auditors and simultaneously their eligibility certificate pursuant to section 224(1B) of the Companies Act, 1956 that the appointment, if made, will be within the limits. The Board of Directors recommends the same for your approval.

11.AUDITORS' REPORT

- (i) As regards payment of managerial remuneration in excess of the limits prescribed under Schedule XIII of the Companies Act, 1956 as specified in para 4(vi) of the Auditors' Report, the Company has applied with the Central Government seeking its approval for appointment as well as payment of remuneration to the managerial personnel.
- (ii) As regards delays in repayment of interest dues to the bankers as specified in para (xi) of the Annexure to the Auditors' Report, it has occurred as your Company was in the stage of implementation of the project and there was paucity of funds in the Company. However, there are no defaults in payment of interest as the same has been paid.
- (iii) As regards utilization of short term funds for long term investment as specified in para (xvii) of the Annexure to the Auditors' Report, your Directors wish to submit that the Company was in the stage of implementation of the project. However, the Company was still incurring administrative expenses which are being met out of the long term funds as the Company did not have any income during that period. Subsequently, the Company has commenced commercial production and started utilizing its working capital limits, so now sufficient short terms funds are available for short term needs and the said situation is being overcome.

12.DEPOSITS

The company has not accepted any deposits from the public during the financial year under review.

13.INCREASE IN AUTHORIZED SHARE CAPITAL

The authorized share capital of the Company has been increased from Rs. 2,00,02,00,000/- (Rupees Two Hundreds Crores and Two Lacs Only) divided into 20,00,20,000 (Twenty Crores Twenty Thousands) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 500,00,00,000/- (Rupees Five Hundred Crores) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten) each during the year.

14.CHANGE IN PAID-UP SHARE CAPITAL

The Company has made preferential allotment of 70,00,000 equity shares of Rs. 10/- each at par on 7th January 2010. Further, the Company has made preferential allotment of 14,00,000 equity shares of Rs. 10/- each at a premium of Rs. 26/- per share on 31st March 2010 as part of pre-IPO placement in terms of DRHP filed with the SEBI. Consequently, the paid-up share capital of the Company has been increased to Rs. 208,40,00,000/- (Rupees Two Hundred Eight Crores and Forty Lacs only) divided into 20,84,00,000 (Twenty Crores and Eighty Four Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each during the year.

15.ADOPTION OF CODE OF CONDUCT

In order to comply with the requirements of Clause 49 of the Listing Agreement to be entered with the Stock Exchanges, your Company has adopted its Code of Conduct for Board Members and Senior Management. The Code of Conduct has been hosted on the website of the Company, i.e. www.indosolar.co.in and is applicable with effect from 1st April 2010.

16.PARTICULARS OF THE EMPLOYEES

The employees drawing remuneration as specified in section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975 of the Companies Act, 1956 and details are as per **Annexure-I** to this report.

17.CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Information relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be furnished under the provisions of section 217(1)(e) read with Companies (Disclosure of Particulars in Report of the Board of Directors) Rules, 1988 of the Companies Act, 1956 is given as **Annexure – II** to this report.

18.DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed: -

- i. That in preparation of the accounts for the financial year ended 31st March 2010, the applicable accounting standards have been followed;
- ii. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
- iii. That the Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That the Directors have prepared the accounts for the financial year ended on 31st March 2010 on a going concern basis.

19.ACKNOWLEDGEMENTS

The Board of Directors places on record its appreciation of the support, assistance and co-operation received from the Central Government, the Government of Uttar Pradesh, various governmental agencies and the bankers to the Company, i.e. Union Bank of India, Corporation Bank, Bank of Baroda, Andhra Bank and Indian Bank.

Your Directors are also thankful to the employees of the Company for their wholehearted co-operation and unstinted dedication to duty leading to cordial industrial relations during the year under review.

The Board is thankful and grateful for the continuing co-operation to the management from the shareholders family and is confident that this partnership will sustain forever.

**For and on the behalf of Board of Directors
For INDOSOLAR LIMITED**

**Sd/-
BHUSHAN KUMAR GUPTA
(CHAIRMAN)**

**Place: Greater Noida
Date: 06.05.2010**

ANNEXURE – I

Annexure to the Directors' Report

Information under section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975 of the Companies Act, 1956 and forming part of the Directors' Report for the year ended 31st March 2010:

| Sr. No. | Name | Designation | Remuneration p.a. (Amt. in Rs.) | Qualification | Experience (Years) | Date of Commencement of Employment | Age (Years) | Last Employment before joining the company | % of Equity Share Capital held |
|--|-------------------------|-------------------------|--|----------------------|---------------------------|---|--------------------|---|---------------------------------------|
| (A) Employed throughout the year and were in receipt of remuneration of not less than Rs. 24,00,000 per annum. | | | | | | | | | |
| 1. | Mr. Bhushan Kumar Gupta | Chairman | 2,63,37,624 | Entrepreneur | 51 | 01.07.2008 | 74 | Halonix Limited | 27.11 |
| 2. | Mr. Hulas Rahul Gupta | Managing Director | 1,94,76,327 | B.B.A. | 21 | 01.07.2008 | 51 | Halonix Limited | 38.57 |
| 3. | Mr. Anand Kumar Agarwal | Whole-time Director | 46,37,880 | B. Com. | 36 | 01.07.2008 | 61 | Halonix Limited | Negligible |
| 4. | Dr. Dina Nath Singh | Chief Technical Officer | 39,34,100 | Ph.D. (Electronics) | 36 | 08.12.2008 | 60 | Titan Energy System Limited | NIL |
| (B) Employed for the part of the year and were in receipt of remuneration aggregating to not less than Rs. 2,00,000 per month. | | | | | | | | | |
| NIL | | | | | | | | | |

NOTES:

1. Remuneration includes Salary, House Rent Allowance, Commission, Provident Fund, Medical re-imburement, LTC, Bonus, if any, and Taxable value of Perquisites.
2. The nature of employment and terms and conditions are as per the Shareholders' and Board Resolution and as per the appointment letter provided at the time of appointment to the appointee.
3. The nature of the duties of the employees is to look after all the day to day working of the company and as per the direction of the Board of Directors of the company.
4. Mr. Bhushan Kumar Gupta and Mr. Hulas Rahul Gupta are related to each other.

**For and on the behalf of Board of Directors
For INDOSOLAR LIMITED**

Sd/-

**BHUSHAN KUMAR GUPTA
(CHAIRMAN)**

Place: Greater Noida

Date: 06.05.2010

ANNEXURE – II

CONSERVATION OF ENERGY

Necessary Conservations measures to the maximum extent already implemented like limited use of lights, air conditioners, etc. Further, the Company has already got natural gas connection from Indraprastha Gas Limited at its premises and is planning to install two gas generators for continuous use. The Company is also evaluating the possibility to use state electricity power instead of own DG Set generator power.

TECHNOLOGY ABSORPTION

FORM B

(See Rule 2)

Form for disclosure of particulars with respect to absorption

Research and Development (R & D)

| | |
|---|---|
| 1. Specific areas in which R & D carried out by the company | <ul style="list-style-type: none">▪ Passivation technique▪ Printing process▪ Process development employing high viscosity silver paste▪ Employment of lower finger width process for grid printing |
| 2. Benefits derived as a result of the above R & D | <ul style="list-style-type: none">▪ Increase in cell efficiency by 0.5% absolute▪ Performance improvement by way of reduction in degradation over a longer period of time |
| 3. Future plan of action | The company will take R & D activities in the organization to improve quality and reduce cost by increasing the solar cell efficiency and reducing wastage. |
| 4. Expenditure on R & D (a) Capital (b) Recurring (c) Total (d) Total R & D expenditure as a percentage of total turnover | Nil |

Technology Absorption, Adaptation and Innovation

| | |
|--|--|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation | The technology to manufacture solar photovoltaics multicrystalline silicon cells is under process of absorption. |
| 2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc. | Stabilised operations |

| | |
|--|---|
| <p>3. In case of import of technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:</p> <p>(a) Technology imported</p> <p>(b) Year of import</p> <p>(c) Has technology been fully absorbed</p> <p>(d) If not absorbed, areas where this has not taken place, reasons therefore and future plan of action</p> | <p>(a) Technology to manufacture solar photovoltaics multicrystalline silicon cells</p> <p>(b) 2009</p> <p>(c) No</p> <p>(d) The same is under process of absorption.</p> |
|--|---|

ACTIVITIES RELATING TO EXPORTS, INITIATIVES TAKEN TO INCREASE EXPORTS, DEVELOPMENT OF NEW EXPORT MARKETS FOR PRODUCTS AND SERVICES AND EXPORT PLANS.

Your Company is a 100% Export Oriented Company.

FOREIGN EXCHANGE EARNING AND OUTGO

| Particulars | For Year 2009-10 (Rs.) | For year 2008-09 (Rs.) |
|--------------------------|---------------------------|---------------------------|
| Foreign Exchange Earning | 91,53,14,567 | NIL |
| Foreign Exchange Outgo | 2,66,25,14,929 | 30,36,34,776 |

**For and on the behalf of Board of Directors
For INDOSOLAR LIMITED**

Sd/-

**BHUSHAN KUMAR GUPTA
(CHAIRMAN)**

**Place: Greater Noida
Date: 06.05.2010**

B S R and Associates

Chartered Accountants

Building No. 10, 8th Floor. Tower-B

**DLF Cyber City, Phase-II
Gurgaon – 122 002 (India)**

**Telephone:
Fax:**

**+91-124-2549191
+91-124-2549101**

Auditors' Report

To the Members of
Indosolar Limited

1. We have audited the attached Balance Sheet of Indosolar Limited (formerly known as Robin Solar Private Limited) ("the Company") as at 31 March 2010 and the Profit and Loss Account and Cash Flow Statement for the year ended on that date ("financial year"), 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.
2. 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 misstatement. 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of Sub-Section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) 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;
 - (ii) 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 those books;
 - (iii) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;
 - (v) on the basis of written representations received from the Directors of the Company, as on 31 March 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a director in terms of clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956; and

B S R and Associates

- (vi) without qualifying our report, attention is invited to Note 18 of Schedule 19 regarding managerial remuneration amounting to Rs. 24,353,250 paid for the period 26 September to 31 March 2010, in excess of the limits prescribed under Schedule XIII of the Companies Act, 1956 and being held in trust by such managerial personnel. The Company has filed an application with the Central government for such excess remuneration for the financial year in respect of which the appointment is effective. The management believes that the Company shall be able to get the approval.
- (vii) in our opinion, and to the best of our information and according to the explanations given to us, the said accounts 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:
- a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;
 - b. in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date; and
 - c. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For B S R and Associates
Chartered Accountants
Firm Registration No.: 128901W

Sd/-

Vikram Advani
Partner
Membership No.: 091765

Place: Gurgaon
Date: May 6, 2010

Annexure referred to in paragraph 3 of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of two years. In accordance with the policy, the Company has carried out physical verification of majority of its fixed assets during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
- (c) The Company has not disposed off any fixed assets during the year.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As informed to us, no material discrepancies were noticed on verification between the physical stocks and book records.
- (iii) (a) The Company has taken interest free loans from parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year in respect of such loans was Rs 70,000,000 and the year-end balance of such loans was Rs. 70,000,000.

In our opinion, the terms and conditions on which loans have been taken from such parties are not, prima facie, prejudicial to the interest of the Company.

In the case of such loans, repayment of principal has been stipulated and according to information and explanations provided by the management, the Company was not required to repay any principal during the year.

- (b) The Company has not granted any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of inventories and fixed assets are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to sale of goods. The activities of the Company do not involve rendering of services. We have not observed any major weaknesses in internal control system during the course of our audit.

B S R and Associates

- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
- (b) In our opinion, and according to the information and explanations given to us, there are no contracts or arrangement referred to in (a) above that exceeds the value of Rs. 5 lakh during the year, except the interest free loan taken from directors of the Company. Refer to our comments in respect of transactions related to loans taken in para (iii) (a) above.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The Company's paid up share capital and reserves are less than Rs. 50 lakhs at the beginning of the financial year and average annual turnover does not exceed five crores for a period of three consecutive financial years immediately preceding the financial year. Thus, provision of clause 4(vii) of the order is not applicable to the Company.
- (viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the products manufactured/services rendered by the Company.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Excise Duty and other material statutory dues have generally been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund and Customs duty.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax Service tax, Excise duty and other material statutory dues were in arrears as at 31 March 2010 for a period of more than six months from the date they became payable.

There are no dues on account of Cess under Section 441A of the Companies Act 1956, since the date from which the aforesaid Section comes into force has not yet been notified by the Central Government.

- (b) According to the information and explanations given to us, there are no amounts in respect of Income tax, Sales tax, Service tax, Wealth tax and Excise duty that have not been deposited with appropriate authorities on account of any dispute. As explained to us, the provisions relating to Customs duty are not applicable to the Company. In respect of Cess, refer to our comments in para (ix)(a).

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- (x) The Company has been registered for a period less than five years, thus paragraph 4 (x) of the Order is not applicable.
- (xi) *In our opinion and according to the information and explanations given to us, the Company has delayed in repayment of interest dues to its bankers. However, such dues have been repaid within 30 days from the respective due dates. Delays of 2 to 15 days in payment of interest on term loan taken from Andhra Bank for various months amounting to Rs. 3,961,853, Rs. 6,490,521, Rs. 7,411,060, Rs. 7,905,951, Rs. 7,982,059 and Rs. 7,213,589; Delays of 3 to 15 days in payment of interest on term loan taken from Bank of Baroda for various months amounting to Rs. 8,790,411, Rs. 8,516,121, Rs. 8,811,993, Rs. 8,861,631 and Rs. 7,985,126; Delays of 3 to 8 days in payment of interest on term loan taken from Corporation Bank for various months amounting to Rs. 8,472,171, Rs. 8,208,624, Rs. 8,500,507, and Rs. 7,901,752; Delays of 3 to 14 days in payment of interest on term loan taken from Union Bank of India for various months amounting to Rs. 11,465,723, Rs. 11,105,499, Rs. 11,485,794, Rs. 11,479,914 and Rs. 10,405,699; and Delays of 3 to 16 days in payment of interest on term loan taken from Indian Bank for various months amounting to Rs. 8,323,288, Rs. 8,063,175, Rs. 8,339,524, Rs. 8,345,734 and Rs. 7,556,966.*
- The Company did not have any outstanding dues to any financial institutions or debenture holders during the year.*
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi/mutual benefit fund/society.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.
- (xvii) *According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the funds amounting to Rs. 538,534,660 raised on short-term basis have been used for long-term investment.*
- (xviii) The Company has made preferential allotment of shares to parties covered in the register maintained under Section 301 of the Companies Act, 1956, In our opinion, the price at which shares have been issued is not prejudicial to the interest of the Company.

B S R and Associates

- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For B S R and Associates
Chartered Accountants
Firm registration no.: 128901W

Sd/-

Vikram Advani
Partner
Membership No.: 091765

Place: Gurgaon
Date: May 6, 2010

Indosolar Limited
(formerly known as Robin Solar Private Limited)
Balance Sheet as at 31 March 2010
(All amounts in Indian Rupees)

| | Schedule | As at 31 March 2010 | As at 31 March 2009 |
|--|----------|------------------------|------------------------|
| SOURCES OF FUNDS | | | |
| Shareholders' funds | | | |
| Share capital | 1 | 2,084,000,000 | 100,000 |
| Reserves and surplus | 2 | 36,400,000 | - |
| Equity shares to be issued pursuant to the scheme of amalgamation (refer note 2(iii) and note 2(ii)(c) of schedule 19) | | - | 1,892,400,000 |
| Share application money pending allotment | | 151,650,000 | - |
| Loan funds | | | |
| Secured loans | 4 | 5,367,348,796 | 2,448,318,517 |
| Unsecured loans | 5 | 70,000,000 | - |
| | | <u>7,709,398,796</u> | <u>4,340,818,517</u> |
| APPLICATION OF FUNDS | | | |
| Fixed assets | | | |
| Gross block | 6 | 6,732,915,261 | 710,543,191 |
| Less: Accumulated depreciation | | <u>198,989,378</u> | <u>8,138,200</u> |
| Net block | | 6,533,925,883 | 702,404,991 |
| Capital work in progress | | <u>100,612,361</u> | <u>3,627,584,836</u> |
| | | 6,634,538,244 | 4,329,989,827 |
| Current assets, loans and advances | | | |
| Inventories | 7 | 773,383,226 | 29,471,689 |
| Sundry debtors | 8 | 231,050,474 | - |
| Cash and bank balances | 9 | 241,097,250 | 307,104,856 |
| Loans and advances | 10 | 137,147,341 | 73,427,248 |
| | | <u>1,382,678,291</u> | <u>410,003,793</u> |
| Less: | | | |
| Current liabilities and provisions | 11 | | |
| Current liabilities | | 1,134,525,756 | 533,920,427 |
| Provisions | | <u>2,713,185</u> | <u>3,878,096</u> |
| | | 1,137,238,941 | 537,798,523 |
| Net current assets/(liabilities) | | 245,439,350 | (127,794,730) |
| Miscellaneous expenditure (to the extent not written off) | 12 | 26,960,927 | - |
| Profit and Loss Account | 3 | 802,460,275 | 138,623,420 |
| | | <u>7,709,398,796</u> | <u>4,340,818,517</u> |
| Significant accounting policies and notes to accounts | 19 | | |

The schedules referred to above form an integral part of the Balance Sheet

As per our report attached

For **B S R and Associates**
Chartered Accountants
Firm Registration No.128901W

Sd/-
Vikram Advani
Partner
Membership No.091765

Place: Gurgaon
Date: 06.05.2010

For and on behalf of the Board of directors of
Indosolar Limited

Sd/-
Managing Director

Place: Greater Noida
Date: 06.05.2010

Sd/-
Director Sd/-
Company Secretary

Place: G. Noida Place: G. Noida
Date: 06.05.2010 Date: 06.05.2010

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010
(All amounts in Indian Rupees)

| | As at 31 March 2010 | As at 31 March 2009 |
|---|--------------------------------|--------------------------------|
| SCHEDULE 1 | | |
| Share Capital | | |
| Authorised | | |
| 500,000,000 (Previous year 20,000) equity shares of Rs. 10 each | 5,000,000,000 | 200,000 |
| Issued and paid up capital | | |
| 208,400,000 (Previous year 10,000) equity shares of Rs. 10 each | 2,084,000,000 | 100,000 |
| | 2,084,000,000 | 100,000 |

Note 1: Of the above, 185,000,000 equity shares of Rs. 10 each and 15,000,000 equity shares Rs. 0.50 each partly paid outstanding as at 1 January 2009, were issued to the shareholders of Transferor Companies, pursuant to the scheme of amalgamation. [Refer note 2(iii) of schedule 19]

Note 2: Pursuant to the scheme of amalgamation the Company has reduced 10,000 equity shares of Rs. 10 each during the year. [Refer note 2(ii)(c) of schedule 19]

SCHEDULE 2:

Reserves and surplus

Securities premium

| | | |
|-------------------------------------|-------------------|---|
| Opening balance | - | - |
| Add: Additions made during the year | 36,400,000 | - |
| Closing balance | 36,400,000 | - |

Revaluation reserve

| | | |
|--|-------------------|-------------|
| Opening balance | - | - |
| Add: Additions made during the year* | - | 227,350,000 |
| Less: Adjustments on account of amalgamation** | - | 227,350,000 |
| Closing balance | - | - |
| Closing balance carried to Balance Sheet | 36,400,000 | - |

* on account of revaluation of leasehold land revalued by an independent valuer as on 31 December 2008

** refer note 2(iv)(e) of schedule 19

SCHEDULE 3:

Debit balance of Profit and Loss Account

| | | |
|--|--------------------|--------------------|
| Opening balance | 138,623,420 | 38,485 |
| Add: Loss incurred during the year | 663,836,855 | 83,081,170 |
| Add: Loss carried forward on amalgamation* | - | 55,503,765 |
| Closing balance carried to Balance Sheet | 802,460,275 | 138,623,420 |

* refer note 2(iv)(a) and 2(iv)(b) of schedule 19

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010

(All amounts in Indian Rupees)

| | As at 31 March 2010 | As at 31 March 2009 |
|--|------------------------|------------------------|
| SCHEDULE 4: | | |
| Secured loans | | |
| Term loans from banks # [Due within one year Rs. 920,000,000 (Previous year Rs.Nil)] | 4,583,374,786 | 2,448,318,517 |
| Short term working capital loan from banks (refer to note 1, 5 and 6 below) | | |
| - Cash credit | 269,347,611 | - |
| - Packing credit | 71,042,000 | - |
| - Buyers credit | 193,584,399 | - |
| Short term loan from bank (refer to note 5 and 7 below) | 250,000,000 | - |
| | <u>5,367,348,796</u> | <u>2,448,318,517</u> |

Note 1: Secured by first mortgage of all immovable properties of the Company, both present and future and leasehold land, ranking pari-passu with all charge holders, being lending banks forming a consortium.

Note 2: Secured by a first charge by way of hypothecation of all moveable properties, including moveable machinery, machinery procured under letter of credit, machinery spares, equipments, electrical fittings, air conditioners, power generators insulation, installations, fixtures, vehicles, moveables and other assets, construction equipments, tools and accessories, both present and future, ranking pari-passu with all charge holders, being lending banks forming a consortium.

Note 3: Secured by an assignment of:

- (i) all the escrow account and all rights and interests therein, present and future;
- (ii) the right, title and interest, by way of first charge, in and under all of the project documents, contracts, licenses, permits, consents; indemnities and securities that may be furnished by any counter party under any project documents or contracts in favour of the Company after obtaining the written consent of the parties thereto, if necessary; and
- (iii) the right, title and interest in, by way of first charge, all government approvals, insurance policies.

Note 4: The loan facilities are further secured by the pledge of 51% of the equity share capital held by the promoters of the Company.

Note 5: The loan facilities are also secured by way of personal guarantees given by the Directors of the Company i.e. Mr. B. K. Gupta and Mr. H.R. Gupta.

Note 6: Secured by pari-passu first charge on inventory, book debts and current assets of the company.

Note 7: Secured by first charge by way of hypothecation on pari-passu basis of all those machinery, plant, capital goods and other assets purchased or to be purchased whether installed or not. Further secured by way of hypothecation of all plant & machinery installed at factory building on pari-passu with other banks.

SCHEDULE 5:

Unsecured loans

Long-term

| | | |
|---------------------|-------------------|----------|
| Loan from directors | 70,000,000 | - |
| | <u>70,000,000</u> | <u>-</u> |

[Due within one year Rs.70,000,000 (Previous year Rs.Nil)]

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010
(All amounts in Indian Rupees)

SCHEDULE 6

| Particulars | Gross block | | | | Accumulated depreciation | | | | Net block | |
|---|-----------------------|----------------------|---------------------------|------------------------|--------------------------|------------------------------|---------------------------|------------------------|------------------------|------------------------|
| | As at 1 April 2009 | Additions | Deletions/ Adjustments | As at 31 March 2010 | As at 1 April 2009 | Depreciation for the year | Deletions/ Adjustments | As at 31 March 2010 | As at 31 March 2010 | As at 31 March 2009 |
| <i>Tangibles</i> | | | | | | | | | | |
| Leasehold land # | 258,102,599 | - | - | 258,102,599 | 2,000,017 | 2,955,875 | - | 4,955,892 | 253,146,707 | 256,102,582 |
| Building - Factory | 298,227,958 | 71,561,644 | (13,266,437) | 356,523,165 | 977,873 | 10,487,427 | (62,152) | 11,403,148 | 345,120,017 | 297,250,085 |
| Building - Non Factory | 70,026,864 | 70,305,017 | - | 140,331,881 | 116,517 | 2,031,155 | - | 2,147,672 | 138,184,209 | 69,910,347 |
| Building (temporary structure) | 1,434,869 | - | - | 1,434,869 | 1,434,869 | - | - | 1,434,869 | - | - |
| Plant and machinery | 55,152,925 | 5,818,095,067 | 13,266,437 | 5,886,514,429 | 258,388 | 169,043,777 | 62,152 | 169,364,317 | 5,717,150,112 | 54,894,537 |
| Furniture and fixtures | 2,644,825 | 55,918,582 | - | 58,563,407 | 286,169 | 2,958,189 | - | 3,244,358 | 55,319,049 | 2,358,656 |
| Office equipment | 2,338,498 | 3,475,581 | - | 5,814,079 | 93,596 | 373,706 | - | 467,302 | 5,346,777 | 2,244,902 |
| Vehicles | 20,788,301 | 761,399 | - | 21,549,700 | 2,800,949 | 2,419,674 | - | 5,220,623 | 16,329,077 | 17,987,352 |
| Computers | 1,748,602 | 1,418,033 | - | 3,166,635 | 162,325 | 453,408 | - | 615,733 | 2,550,902 | 1,586,277 |
| <i>Intangibles</i> | | | | | | | | | | |
| Computer software | 77,750 | 836,747 | - | 914,497 | 7,497 | 127,967 | - | 135,464 | 779,033 | 70,253 |
| Total | 710,543,191 | 6,022,372,070 | - | 6,732,915,261 | 8,138,200 | 190,851,178 | - | 198,989,378 | 6,533,925,883 | 702,404,991 |
| | - | | | | | | | | | |
| Previous Year | 30,768,586 | 679,790,592 | 15,987 | 710,543,191 | - | 8,138,200 | - | 8,138,200 | 702,404,991 | 30,768,586 |
| Capital work in progress | | | | | | | | | 98,975,516 | 2,893,696,230 |
| Capital advances | | | | | | | | | 1,636,845 | 536,111,794 |
| Expenses pending capitalisation ## * | | | | | | | | | - | 41,114,470 |
| Borrowing cost (net of interest income) ## ** | | | | | | | | | - | 156,662,342 |
| Total Capital work in progress | | | | | | | | | 100,612,361 | 3,627,584,836 |

Leasehold land was revalued by an independent valuer as on 31 December 2008 resulting in increase in its value by Rs. 227,350,000, which was credited to Revaluation Reserve. Refer note 2(iv)(e) of schedule 19.

For details in respect of expenses pending capitalisation and borrowing cost aggregating Rs. Nil (previous year Rs. 197,776,812) refer to note 13 of schedule 19.

* Includes net operating expenses pending capitalisation amounting to Rs. Nil (previous year Rs. 26,307,994) acquired pursuant to the scheme of amalgamation with effect from 1 January 2009.

** Includes borrowing costs amounting to Rs. Nil (previous year Rs. 86,512,508) acquired, pursuant to the scheme of amalgamation with effect from 1 January 2009.

@ Includes depreciation amounting to Rs. 3,489,152 considered as expenses attributable to assets pending capitalisation. Refer to note 13 of schedule 19.

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010

(All amounts in Indian Rupees)

| | As at 31 March 2010 | As at 31 March 2009 |
|--------------------|------------------------|------------------------|
| SCHEDULE 7 | | |
| Inventories | | |
| Raw material * | 384,308,982 | 29,471,689 |
| Finished goods # | 376,055,584 | - |
| Spares ## | 13,018,660 | - |
| | <u>773,383,226</u> | <u>29,471,689</u> |

* includes goods in-transit Rs.288,814,216 (Previous year Rs.Nil)

includes goods in-transit Rs.15,893,365 (Previous year Rs.Nil)

includes goods in-transit Rs.704,837 (Previous year Rs.Nil)

SCHEDULE 8

Sundry debtors

(Unsecured and considered good)

| | | |
|---|--------------------|----------|
| Debts outstanding for a period exceeding six months | - | - |
| Other debts | | |
| -Considered good | 231,050,474 | - |
| | <u>231,050,474</u> | <u>-</u> |

* includes debtors amounting to Rs.114,240,581 against which bills have been discounted.

SCHEDULE 9

Cash and bank balances

| | | |
|-------------------------------|--------------------|--------------------|
| Cash in hand | 101,873 | 829,379 |
| Balances with scheduled banks | | |
| - on current accounts | 168,478,923 | 7,290,416 |
| - on fixed deposit accounts* | 72,516,454 | 298,985,061 |
| | <u>241,097,250</u> | <u>307,104,856</u> |

* includes deposits amounting to Rs. 72,516,454 (Previous year Rs.187,807,419) as margin money

SCHEDULE 10

Loans and advances

(Unsecured and considered good)

| | | |
|--|--------------------|-------------------|
| Advances recoverable in cash or in kind or for value to be received * | 126,246,112 | 51,518,695 |
| Prepaid expenses | 3,814,133 | 6,826,962 |
| Advance tax [net of provision for tax Rs. 1,339,969 (Previous year Rs. 1,339,969)] | 5,944,654 | 5,401,026 |
| Interest on fixed deposits accrued but not due | 857,693 | 9,680,565 |
| Balance in approved gratuity fund (net of provision of Rs. 1,007,353) | 284,749 | - |
| | <u>137,147,341</u> | <u>73,427,248</u> |

* [Includes money held in trust by directors amounting to Rs 24,353,250 (refer to note 18 of schedule 19)]

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010

(All amounts in Indian Rupees)

| | As at 31 March 2010 | As at 31 March 2009 |
|---|-----------------------------|---------------------------|
| SCHEDULE 11 | | |
| Current liabilities and provisions | | |
| Current liabilities | | |
| Sundry creditors # | 1,014,189,357 | 526,175,701 |
| Advance from customers | 68,160,960 | - |
| Interest accrued but not due on secured loans | 46,379,696 | - |
| Other liabilities## | 5,795,743 | 7,744,726 |
| | <u>1,134,525,756</u> | <u>533,920,427</u> |
| #includes employee related payables | 8,542,050 | 1,015,795 |
| ##includes employee related other liabilities | 1,291,995 | 2,763,718 |
| Provisions | | |
| Provision for employee benefits | 2,590,108 | 2,153,702 |
| Provision for fringe benefit tax [net of advance of Rs.3,359,181 (Previous year Rs.1,163,636)] | - | 1,566,917 |
| Provision for wealth tax [net of advance of Rs.236,843 (Previous year Rs.79,366)] | 123,077 | 157,477 |
| | <u>2,713,185</u> | <u>3,878,096</u> |
| SCHEDULE 12 | | |
| Miscellaneous expenditure | | |
| Share issue expenses | | |
| Opening balance | - | - |
| Add: Addition during the year | 26,960,927 | - |
| Less: Amortization during the year | - | - |
| | <u>26,960,927</u> | <u>-</u> |

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010
(All amounts in Indian Rupees)

| | Year ended 31 March 2010 | Year ended 31 March 2009 |
|---|-------------------------------------|-------------------------------------|
| SCHEDULE 13 | | |
| Other income | | |
| Foreign exchange gain (net) | 185,784,419 | - |
| Excess provision written back | 787,500 | - |
| Interest income [gross tax deducted at source] Rs.543,628 (Previous year Rs.5,209,105) | 1,797,236 | 8,456,142 |
| Miscellaneous income | 1,248,786 | - |
| | <u>189,617,941</u> | <u>8,456,142</u> |
| Less: | | |
| Transferred to directly attributable incomes pending capitalisation # | - | (1,059,790) |
| | <u>189,617,941</u> | <u>7,396,352</u> |

SCHEDULE 14

Increase/(decrease) in stocks*

| | | |
|---|---------------------------|-----------------|
| Closing stock* | | |
| - finished goods | 376,055,584 | - |
| Less: Net realisable value of finished goods produced during test run production stage # | <u>79,315,705</u> | <u>-</u> |
| | 296,739,879 | - |
| Less: Opening stock | | |
| - finished goods | <u>-</u> | <u>-</u> |
| | <u>296,739,879</u> | <u>-</u> |

* After adjusting write down amounting to Rs. 17,684,621 of inventory to its net realisable value.

SCHEDULE 15

Manufacturing expenses

| | | |
|---|-----------------------------|-----------------|
| Raw material consumed* | 1,534,008,316 | - |
| Conversion charges | 20,361,225 | - |
| Consumable stores | 8,789,312 | - |
| Fuel and power | 129,421,232 | - |
| Gas management charges | 5,250,000 | - |
| Equipmental rental charges | 18,308,253 | - |
| Loading and unloading charges | 4,506,565 | - |
| Spares consumed | <u>41,629,881</u> | <u>-</u> |
| | <u>1,762,274,784</u> | <u>-</u> |
| Less:- | | |
| Transferred to expenditure pending capitalisation # | (147,709,657) | - |
| | <u>1,614,565,127</u> | <u>-</u> |

Refer note 13 of schedule 19

Indosolar Limited (formerly known as Robin Solar Private Limited)
Schedules forming part of accounts for the year ended 31 March 2010
(All amounts in Indian Rupees)

| | Year ended 31 March 2010 | Year ended 31 March 2009 |
|---|-------------------------------------|-------------------------------------|
| SCHEDULE 16 | | |
| Personnel costs | | |
| Salaries, wages and bonus | 74,961,996 | 50,108,500 |
| Contribution to provident and other funds | 7,090,093 | 1,284,997 |
| Staff welfare | 11,450,020 | 2,193,543 |
| | <u>93,502,109</u> | <u>53,587,040</u> |
| Less:- | | |
| Transferred to expenditure pending capitalisation # | (8,525,951) | (5,893,836) |
| | <u><u>84,976,158</u></u> | <u><u>47,693,204</u></u> |

SCHEDULE 17

Selling, administrative and other expenses

| | | |
|---|----------------------------------|---------------------------------|
| Advertisement and sales promotion | 46,811,886 | 8,037,784 |
| Fuel and power | - | 8,247,440 |
| Travel and conveyance | 19,971,016 | 4,799,804 |
| Legal and professional | 20,349,228 | 4,870,461 |
| Rent* | 2,371,328 | 1,926,536 |
| Foreign exchange loss (net) | - | 8,297,632 |
| Loss on damage of capital goods in transit | - | 3,487,258 |
| Insurance | 9,013,150 | 844,146 |
| Communication | 4,046,415 | 614,526 |
| Repair and maintenance : | - | |
| - Vehicle | 4,020,400 | 587,315 |
| - Others | 2,441,773 | 503,558 |
| Safety expenses | 2,124,465 | - |
| Rates and taxes | 114,692 | 35,024 |
| Miscellaneous | 10,941,857 | 3,162,141 |
| | <u>122,206,210</u> | <u>45,413,625</u> |
| Less:- | | |
| Transferred to expenditure pending capitalisation # | (6,375,368) | (9,230,920) |
| | <u><u>115,830,842</u></u> | <u><u>36,182,705</u></u> |

* Includes prior period expense amounting to Rs. 1,426,228.

SCHEDULE 18

Financial expenses

| | | |
|---|----------------------------------|------------------------------|
| Bank charges | 25,513,024 | 7,258,424 |
| Interest expense | | |
| - on term loan | 452,063,462 | 71,222,169 |
| - on working capital | 22,701,554 | - |
| - on bill discounting | 3,391,419 | - |
| | <u>503,669,459</u> | <u>78,480,593</u> |
| Less:- | | |
| Transferred to expenditure pending capitalisation # | (231,793,389) | (78,161,203) |
| | <u><u>271,876,070</u></u> | <u><u>319,390</u></u> |

Refer note 13 of schedule 19

Indosolar Limited
(formerly known as Robin Solar Private Limited)
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(All amounts in Indian rupees)

Schedule 19

Significant accounting policies and notes to accounts

1. Significant accounting policies

i. Basis of preparation

The financial statements of Indosolar Limited (“the Company”) have been prepared under the historical cost convention on accrual basis of accounting in accordance with the Indian Generally Accepted Accounting Principles (GAAP) and mandatory accounting standards as specified in the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956, to the extent applicable, and as adopted consistently by the Company.

ii. Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include estimates for provision for doubtful debts, future obligations under employee retirement benefit plans and estimated useful life of fixed assets. Actual results could differ from these estimates.

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is a obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii. Revenue recognition

Sale of goods

Revenue from sale of goods is recognised when significant risks and rewards of ownership are transferred to the customers.

Interest income

Interest income is recognised using the time proportionate method, based on interest rates implicit in the transaction.

iv. Inventories

Raw materials and finished goods are valued at the lower of cost and net realisable value. The cost of purchase consists of the purchase price including duties and taxes other than those subsequently recoverable by the enterprise from the taxing authorities, freight inwards and other expenditure directly attributable for its acquisition.

Cost is determined on the basis of first-in first-out method. In respect of finished goods, cost includes appropriate share of manufacturing overheads, wherever applicable.

Obsolete and slow moving inventories are identified at the time of physical verification of inventories and, where necessary, a provision for obsolescence is recognised or the same is written-off.

Stock of scrap and waste is valued at estimated realisable value. Consumable stores are charged to revenue at the point of purchase.

Machinery spares that are of regular use are charged to Profit and Loss Account as and when consumed.

Indosolar Limited
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Significant accounting policies and notes to accounts

v. Fixed assets

Fixed assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental costs related to acquisition and installation. In respect of fixed assets constructed, costs comprises costs of construction that relate directly to the specific asset and administration and other general overhead expenses that are directly attributable to the construction activity and can be allocated to the specific asset.

Cost of assets not ready for use, advances paid towards acquisition of fixed assets and administration and other general overhead expenses that are directly attributable to the construction activity of specific asset until commissioning of such assets, are disclosed as Capital Work in Progress.

vi. Depreciation

Tangible assets

Depreciation has been calculated on a pro rata basis, under the straight-line method over the useful life of assets, based on rates specified in Schedule XIV to the Companies Act, 1956, except mobile phones and leasehold land. Mobile phones (included under office equipments) are depreciated over a period of one year and leasehold land is amortised over the period of lease on straight line basis.

Intangible assets

Intangible assets representing computer software are depreciated over a period of 5 years on a pro rata basis.

Assets costing upto Rs. 5,000 are fully depreciated in the year of purchase.

vii. Impairment

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is recorded only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

viii. Operating leases

Lease rental in respect of assets taken on operating lease are charged to the Profit and Loss Account on a straight-line basis over the lease term.

ix. Foreign currency transactions

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realised gains and losses on foreign exchange transactions during the year are recognised in the Profit and Loss Account. Monetary assets and monetary liabilities that are determined in foreign currency are translated at the exchange rate prevalent at the date of Balance Sheet. The resulting difference is recorded in the Profit and Loss Account.

In respect of forward exchange contracts taken by the Company for hedging purposes, the premium or discount arising at the inception of a forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Profit and Loss Account in the reporting period in which the exchange rates change.

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Significant accounting policies and notes to accounts

In respect of forward contracts which are covered under Accounting Standard (AS) 11, 'Effect of Changes in Foreign Exchange Rates', the difference between spot rate and forward rate on the date the forward exchange contract is entered into, is amortised over the tenure of the contract. The foreign currency receivable or payable arising under the forward contract is revalued using the closing rate, and any resultant gain or loss is taken to the Profit and Loss Account.

x. Taxation

Income taxes are accrued in the same period in which the related revenue and expense arise. Income tax expenses comprise current tax (i.e. the amount of tax for the period determined in accordance with the Income tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of the timing differences between the accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future, however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

Deferred tax consequences of timing differences that originate in the tax holiday period and reverse after the tax holiday period are recognised in the period in which the timing differences originate.

xi. Earnings per share

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period end, except where the results would be anti-dilutive.

xii. Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised. Other borrowing costs are recognised as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalisation during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

xiii. Employee benefits

The Company's obligations towards various employee benefits have been recognised as follows:

Short- term employee benefits:

All employee benefits payable wholly within twelve months of rendering service are classified as short-term employee benefits. Benefits such as salaries, allowances, short-term compensated absences and the expected cost of other benefits is recognised in the period in which the employee renders the related service.

Post employment benefits:

- *Defined contribution plan*

The Provident Fund Scheme is a defined contribution plan. The Company's contribution to defined contribution plans is recognised in the Profit and Loss Account in the financial year to which they relate.

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Significant accounting policies and notes to accounts

- *Defined benefit plans*

The Company's gratuity scheme is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the year end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognised in the Profit and Loss Account.

- *Other long term employee benefit:*

Benefits under the Company's leave encashment constitute other long term employee benefits, recognised as an expense in the profit and loss account for the period in which the employee has rendered services. Estimated liability on account of these benefits is actuarially determined based on the projected unit credit method using the yield on government bonds, as on the date of the balance sheet, as the discounting rate. Actuarial gains and losses are charged to the Profit and Loss Account.

xiv. Miscellaneous expenditure

Share issue expenses in connection with the public offer are amortised over the period of five years from the date such shares are issued.

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Significant accounting policies and notes to accounts

2. Scheme of amalgamation

i. Scheme

As per the scheme of amalgamation approved by the Board of directors of Indosolar Limited (formerly known as Robin Solar Private Limited) ('Robin') or ('the Company') on 16 March 2009 and sanctioned by the High Court of Judicature at Delhi vide order dated 16 September 2009, erstwhile Indosolar Limited ('Transferor Company') amalgamated into the Company ('Transferee Company') w.e.f. the appointed date, i.e. 1 January 2009. The scheme as approved by the High Court was filed with the regional offices concerned of the Registrar of Companies. The Scheme became effective from 24 September 2009 after the approved scheme was filed with the Registrar of Companies.

Robin has been incorporated with the objective of setting up an Export Oriented Unit for solar energy.

ii. Salient features of the Scheme

The salient features of the scheme are as follows:

- a) All assets, debts, liabilities, duties and obligations comprising the undertaking of the Transferor company stood transferred or deemed to have been transferred to Robin with effect from 1 January 2009. All such assets, liabilities and reserves of the Transferor Company were taken over at book values at the opening of the business on 1 January 2009.
- b) The shareholders of Robin were paid Rs. 227,350,000 in proportion to their shareholding in the Company as on 1 January 2009. Further, as per the scheme this amount of Rs. 227,350,000 was to be adjusted against the debit balance of the shareholders of Robin appearing in the books of Robin/ Transferor company. (Also refer to note 2(iv)(e) of schedule 19).
- c) All shares of the Company, i.e. 10,000 equity shares of Rs. 10 each fully paid up were to be reduced and the paid up value to the shareholders entitled thereto were to be paid in cash, as part of the Scheme. Consequent to such payment, these shareholders ceased to have any continuing stake in the Company.
- d) The Authorised Share Capital of Transferred Company was increased to the extent of the Authorised Share Capital of the Transferor Company from the effective date without any further act or deed.
- e) The name of the Transferor Company was changed to "Indosolar Limited", and the Memorandum and Articles of Association of the Transferee Company were substituted by the Memorandum and Articles of Association of the Transferor Company and the Transferee Company's constitution changed from Private to Public, without any further act or deed, upon the Scheme coming into effect.

iii. Consideration

In consideration of transfer and vesting of the undertaking of the Transferor company, in terms of the Scheme, 185,000,000 equity shares of Rs. 10 each and 15,000,000 equity shares of Rs. 0.5 each partly paid were allotted to shareholders of the Transferor Company in the same proportion of their holdings in the Transferor Company (the paid up capital of the Transferor Company is same as the shares allotted).

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The Transferor Company called and received Rs. 9.50 against 15,000,000 equity shares subsequent to the appointed date. As per the approved scheme the same shall continue in the Transferee Company on the same terms and conditions as if the same had been issued and allotted by the Transferee Company.

Equity shares allotted and reduced pursuant to the scheme of amalgamation on 24 September 2009:

| Description | Amount |
|---|----------------------|
| Shares allotted pursuant to the scheme of amalgamation | |
| <i>Shares of Transferor company existing as at 31 December 2008</i> | |
| Fully paid 185,000,000 equity shares of Rs. 10 each | 1,850,000,000 |
| Partly paid 15,000,0000 equity shares – Rs. 0.50 paid up | 7,500,000 |
| | 1,857,500,000 |
| Call made against partly paid shares by Transferor company | |
| <i>- Up to 31 March 2009</i> | |
| Partly paid 10 million equity shares – Rs. 3.50 paid up | 35,000,000 |
| <i>- Upto 25 September 2009</i> | |
| Partly paid 10 million equity shares – Rs. 6 paid up | 60,000,000 |
| Partly paid 5 million equity shares – Rs. 9.5 paid up | 47,500,000 |
| Shares allotted pursuant to the scheme of amalgamation | 2,000,000,000 |
| Reduction in 10,000 shares of fully paid equity shares of Rs. 10 each in the Transferee company, pursuant to the scheme of amalgamation | 100,000 |

iv. Accounting treatment

The amalgamation was in the nature of merger and had been accounted for in accordance with the approved scheme of amalgamation and as prescribed by Accounting Standard 14 – “Accounting for Amalgamation”:

- a. The assets and liabilities of the Transferor Company as at 1 January, 2009 were incorporated into the respective assets and liabilities of the Company. The assets, liabilities and balances taken over on amalgamation pursuant to the aforesaid scheme of amalgamation are outlined below:

| Particulars | Amount |
|---|----------------------|
| Assets | |
| Fixed assets (net) | 19,261,526 |
| Capital work-in-progress (including advances) | 3,151,991,037 |
| Inventories | 3,480,561 |
| Cash and bank balances | 880,943,757 |
| Loans and advances | 649,982,344 |
| Liabilities | |
| Secured loans | 2,458,890,037 |
| Current liabilities and provisions | 444,772,953 |
| Net assets taken over | 1,801,996,235 |
| Accumulated losses of Transferor Company | 55,503,765 |
| Paid up value of shares to be issued by Robin pursuant to the above scheme of amalgamation | 1,857,500,000 |
| Excess / (deficit) of net assets over purchase consideration transferred to general reserve / profit and loss account | - |

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- b. The debit balance of the Profit and Loss Account aggregating Rs. 55,503,765 of the Transferor Company had been recognised in the same form and at the same amount as in the books of Transferor Company at the appointed date in the year ended 31 March 2009.
- c. The shares pending issue to shareholders of Transferor Company, amounting to Rs. 1,857,500,000 was disclosed as 'Equity shares to be issued pursuant to the scheme of amalgamation' as at 31 March 2009. After the scheme became effective from 26 September 2009, such shares were allotted as fully paid on the effective date. (Also refer to note 2(iv)(e) of schedule 19).
- d. The amount of Rs. 100,000 on account of reduction of share capital has been paid to the shareholders of Robin, as per the scheme. (Also refer to note 2(iv)(e) of schedule 19).
- e. In the year ended 31 March 2009, the amount of Rs. 227,350,000 payable to the shareholders of Robin, as per the scheme, was adjusted against the advance receivable aggregating Rs. 205,450,000 existing in the books of erstwhile Indosolar Limited and the balance of Rs. 21,900,000 was included in sundry creditors. The amount of Rs. 227,350,000 in respect of payments to be made to the shareholders was adjusted against revaluation reserve existing in Robin's books as at 31 December 2008 as per the scheme.
- f. The Company changed its name from Robin Solar Private Limited to Robin Solar Limited on 12 October 2009 and further to Indosolar Limited on 30 October 2009 to give effect to the terms of the scheme.

3. Deferred tax

The Company has significant unabsorbed depreciation/ carry forward losses as per the tax laws. In view of absence of virtual certainty of realisation of carried forward tax losses/unabsorbed depreciation in the foreseeable future, deferred tax asset has been recognised only to the extent of deferred tax liability.

Components of deferred tax asset/ (deferred tax liability) are as follows:

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|--|--------------------------------|--------------------------------|
| Components of deferred tax asset | | |
| On account of unabsorbed business losses | 515,781,590 | 6,746,376 |
| Components of deferred tax liability | | |
| On account of accelerated depreciation | 515,781,590 | 6,746,376 |
| Total | - | - |
| Net Deferred tax asset/(liability) recognised | - | - |

4. a) Contingent liabilities:

Bills discounted with banks outstanding as at 31 March 2010 Rs. 115,161,283 (previous year:Rs. Nil)

- b) Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 11,529,269 (Previous year Rs. 1,623,789,784).

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Significant accounting policies and notes to accounts

5. Leases taken by the Company

The Company has various operating leases under cancellable and non cancellable operating lease arrangements for plant and machinery, office premises, accommodation for employees and other assets which are renewable on a periodic basis. Rent expenses for operating leases included in the Profit and Loss Account is Rs. 20,679,581 (Previous year: Rs. 1,926,536). Future minimum lease payments for the non cancellable operating leases are given below:

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|---|------------------------|------------------------|
| Minimum lease payments | | |
| Not later than one year | 12,600,000 | - |
| Later than one year and not later than five years | 39,493,549 | - |
| Later than five years | - | - |
| | 52,093,549 | - |

6. Additional information pursuant to Part II of Schedule VI of the Companies Act, 1956.

a) Details of capacity and production

| Class of goods | Units | Licensed capacity | | Installed capacity** | |
|----------------|-------|------------------------|------------------------|------------------------|------------------------|
| | | As at 31 March 2010 | As at 31 March 2009 | As at 31 March 2010 | As at 31 March 2009 |
| Solar cells | Nos. | N.A. | N.A. | 52,560,000 | N.A. |

** On triple shift annual basis

b) Particulars in respect of opening stock, purchases, sales and closing stock of finished goods

| Item | Unit | Opening stock | | | | Production | |
|---------------|------|------------------------|-----------------|------------------------|-----------------|-----------------------------|---------------------------|
| | | As at 01 April 2009 | | As at 01 April 2010 | | Year ended 31 March 2010 | Year ended 31 Mar 2009 |
| | | Qty. | Amount (Rs.) | Qty. | Amount (Rs.) | Qty. | Qty. |
| Solar cells | Nos. | - | - | - | - | 6,903,988 | - |
| Solar modules | Nos. | - | - | - | - | **2,472 | - |
| Total | | - | - | - | - | | - |

| Item | Unit | Sales | | | | Closing stock | | | |
|---------------|------|-----------------------------|----------------------|-----------------------------|-----------------|------------------------|--------------------|------------------------|-----------------|
| | | Year ended 31 March 2010 | | Year ended 31 March 2009 | | As at 31 March 2010 | | As at 31 March 2009 | |
| | | Qty. | Amount (Rs.) | Qty. | Amount (Rs.) | Qty. | Amount (Rs.) | Qty. | Amount (Rs.) |
| Solar cells | Nos. | *5,281,943 | 1,072,252,304 | - | - | 1,622,045 | 322,246,915 | - | - |
| Solar modules | Nos. | 2,444 | 52,914,949 | - | - | 28 | 477,154 | - | - |
| Total | | | 1,125,167,253 | - | - | | 322,724,069 | - | - |

*Quantity of sale for Solar cells includes 158,400 (Previous year: Nil) sent for conversion to modules and 22,377 (previous year: Nil) as free samples.

**Production of Solar modules includes 2,472 (Previous year: Rs. Nil) received after conversion of solar cells.

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c) Details of raw materials consumed

| Item | Unit | Year ended 31 March 2010 | | Year ended 31 March 2009 | |
|-----------------------------------|------|-----------------------------|-----------------------------|-----------------------------|-----------------|
| | | Qty. | Amount (Rs.) | Qty. | Amount (Rs.) |
| Silicon multi-crystalline wafers* | Nos. | 8,348,254 | 1,278,164,640 | - | - |
| Others | | ** | <u>255,843,676</u> | - | <u>-</u> |
| Total | | | <u>1,534,008,316</u> | | <u>-</u> |

* Excludes 22,377 (Previous year Rs. Nil) silicon wafers amounting to Rs. 4,102,970 (Previous year Rs. Nil) consumed towards solar cells issued as free samples.

**It is not practicable to furnish quantitative information in view of large number of items which differ in size and nature, each being less than 10% in value of the total.

d) Value of imported and indigenous raw materials, stores and spares consumed during the year and the percentage of each to total consumption

(i) Raw materials consumed

| | Year ended 31 March 2010 | | Year ended 31 March 2009 | |
|--------------|-----------------------------|-------------|-----------------------------|---|
| | Amount (Rs.) | % | Amount (Rs.) | % |
| Imported | 1,469,392,840 | 95.78% | - | - |
| Indigenous | <u>64,615,476</u> | 4.22% | - | - |
| Total | <u>1,534,008,316</u> | 100% | - | - |

(ii) Stores and spares consumed

| | Year ended 31 March 2010 | | Year ended 31 March 2009 | |
|--------------|-----------------------------|-------------|-----------------------------|---|
| | Amount (Rs.) | % | Amount (Rs.) | % |
| Imported | 37,574,360 | 90.26% | - | - |
| Indigenous | <u>4,055,521</u> | 9.74% | - | - |
| Total | <u>41,629,881</u> | 100% | - | - |

7. CIF value of imports

| Particulars | Year ended 31 March 2010 | Year ended 31 March 2009 |
|---------------|-----------------------------|-----------------------------|
| Raw materials | 1,529,439,584 | 26,209,925 |
| Capital goods | 2,372,610,345 | 275,287,252 |
| Total | 3,902,049,929 | 301,497,177 |

Indosolar Limited
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Significant accounting policies and notes to accounts

8. Expenditure in foreign currency

| Particulars | Year ended 31 March 2010 | Year ended 31 March 2009 |
|-----------------------------------|-----------------------------|-----------------------------|
| Travelling expenses | 2,936,983 | 806,613 |
| Advertisement and sales promotion | 13,782,514 | 142,452 |
| Legal and professional | 2,957,033 | 1,153,283 |
| Others | - | 35,251 |
| Total | 19,676,500 | 2,137,599 |

9. Earnings in foreign exchange

| Particulars | Year ended 31 March 2010 | Year ended 31 March 2009 |
|-----------------------|-----------------------------|-----------------------------|
| FOB value of exports# | 1,049,457,496 | - |
| | 1,049,457,496 | - |

#Includes deemed exports to EOU/ SEZ units amounting to Rs. 264,844,478 (previous year: Rs Nil)

10. Earnings per share

The computation of basic/ diluted loss per share is set out below:

| Particulars | Year ended 31 March 2010 | Year ended 31 March 2009 |
|--|-----------------------------|-----------------------------|
| Net loss for the year attributable to equity shareholders in rupees – (A) | (663,836,855) | (131,685,752) |
| Shares outstanding as at 1 April 2009 | 189,250,000 | - |
| Weighted average number of partly paid equity shares (Rs. 9.50 paid up) call money adjusted on 22 May 2009 | 4,086,301 | - |
| Weighted average number of partly paid equity shares (Rs. 6.00 paid up) call money adjusted on 22 May 2009 | 5,161,644 | - |
| Weighted average number of fully paid equity shares issued on 07 January 2010 | 1,872,611 | - |
| Weighted average number of fully paid equity shares issued on 31 March 2010 | 4,459 | - |
| Weighted average number of equity shares for calculation of basic loss per share - (B) | 200,375,015 | 123,711,178 |
| Basic/diluted loss per share (face value of Rs. 10 each) – (A)/(B) | (3.32) | (1.06) |

Note 1: As the partly paid shares were entitled to participate in dividend to the extent of amount paid, such partly paid shares have been treated as fraction of an equity share till such time they were fully paid up.

Note 2: Share application money pending allotment amounting to Rs. 151,650,000 represents potential equity shares outstanding as at 31 March 2010. However considering the fact that the Company has incurred losses, therefore the effect of potential equity shares is anti dilutive, hence no effect thereof has been considered.

Indosolar Limited
(formerly known as Robin Solar Private Limited)
Schedules forming part of the accounts
(All amounts in Indian rupees)

Schedule 19

Significant accounting policies and notes to accounts

11. The Company's foreign currency exposure on account of payables not hedged as on 31 March 2010 and 31 March 2009 is as follows:

| Particulars | Amount in foreign currency` | Amount in Rupees |
|--------------------|------------------------------------|-------------------------|
| Euro | 6,169,717 | 373,819,471 |
| | (5,646,424) | (371,244,441) |
| US Dollar | 16,998,514 | 765,444,791 |
| | (223,630) | (12,036,598) |

Previous year figures are given in brackets

12. The Company's foreign currency exposure on account of receivables not hedged as on 31 March 2010 and 31 March 2009 is as follows:

| Particulars | Amount in foreign currency` | Amount in Rupees |
|--------------------|------------------------------------|-------------------------|
| US Dollar | 1,340,306 | 60,319,148 |
| | (-) | (-) |
| Euro | 116,195 | 7,034,888 |
| | (-) | (-) |

Previous year figures are given in brackets

13. **Auditors' remuneration*:**

| | Year ended 31 March 2010 | Year ended 31 March 2009 |
|---|-------------------------------------|-------------------------------------|
| Statutory audit | 1,200,000 | 850,000 |
| Tax audit | - | 50,000 |
| Other audit related services | 2,595,000 | - |
| Out of pocket expenses (including service tax) | 755,245 | - |
| Total | 4,550,245 | 900,000 |

*Includes other audit related fee of Rs.2,250,000 (Previous year: Rs. Nil) and out of pocket expenses Rs. 145,250 (Previous year: Rs. Nil) related to share issue expenses and the balance is included in legal and professional expenses.

Indosolar Limited
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Schedule 19

Significant accounting policies and notes to accounts

14. Expenditure attributable to assets pending capitalisation:

During the current year, the Company has incurred certain revenue expenses attributable to assets under construction, which will be capitalised along with the cost of fixed assets in future years. The details of such expenditure incurred are given below:

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|---|------------------------|------------------------|
| Manufacturing expenses: | | |
| Raw material consumed | 99,061,704 | - |
| Consumable stores | 667,953 | - |
| Fuel and power | 31,285,585 | - |
| Gas management charges | 787,500 | - |
| Equipment rental charges | 6,280,155 | - |
| Spares consumed | 9,626,760 | - |
| Sub total - (A) | 147,709,657 | - |
| Personnel costs | | |
| Salaries, wages and bonus | 7,213,379 | 4,054,987 |
| Contribution to provident and other funds | 346,278 | 524,848 |
| Staff welfare | 966,294 | 1,314,001 |
| Sub total - (B) | 8,525,951 | 5,893,836 |
| Operating expenses pending capitalisation: | | |
| Rent | - | 1,510,380 |
| Insurance expenses | 5,136,560 | 817,612 |
| Fuel and power | - | 4,383,731 |
| Travel and conveyance | 315,666 | 1,314,372 |
| Communication | 78,790 | 250,529 |
| Legal and professional | - | 118,231 |
| Repair and maintenance – Others | 171,878 | 254,609 |
| Miscellaneous | 672,474 | 581,456 |
| Sub total –(C) | 6,375,368 | 9,230,920 |
| Borrowing cost (net of incomes from fixed deposits out of borrowed funds) | | |
| Interest on term loan | 223,871,644 | 71,209,624 |
| Other finance charges | 7,921,745 | 6,951,579 |
| Sub total – (D) | 231,793,389 | 78,161,203 |
| Less : Interest income on fixed deposits | - | 1,059,790 |
| Sub total – (E) | 231,793,389 | 77,101,413 |
| Depreciation – (F) | 3,489,152 | - |
| Less: Net realisable value of finished goods produced during test run production stage – (G) | 79,315,705 | - |
| Total amount (A)+(B)+(C)+(E)+(F)-(G) | 318,577,812 | 92,226,169 |
| Add: Opening balance | 197,776,812 | 1,028,154 |
| Add: Amount acquired on amalgamation | - | 112,820,502 |
| Less: Amount capitalised/adjusted | 516,354,624 | 8,298,013 |
| Balance to be carried forward | - | 197,776,812 |

Indosolar Limited
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Schedules forming part of the accounts
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Schedule 19

Significant accounting policies and notes to accounts

15. Related party:

a) Parties where control exists:

i) Key managerial personnel controlling the Company Mr. H.R. Gupta
Mr. B.K. Gupta (w.e.f 1 July 2008)

b) Other related party relationships where transactions have taken place during current year:

i) Relatives of key managerial personnel controlling the Company Mrs. Priya Desh Gupta
ii) Other key managerial personnel Mr. A.K. Agarwal

iii) Enterprise over which key managerial personnel controlling the Company have significant influence Erstwhile Indosolar Limited
("Indo") (w.e.f 15 January 2008 till 31 December 2008)

c) Following are the details of related party transactions:

| Transactions during the year | As at 31 March 2010 | As at 31 March 2009 |
|--|------------------------|------------------------|
| Equity share call money received | | |
| Mr. H.R. Gupta | 60,000,000 | 35,000,000 |
| Mr. B.K. Gupta | 47,500,000 | - |
| Advance received against project as per the joint business development agreement: | | |
| Indo (for the period 1 April 2008 to 31 December 2008) | | 324,548,139 |
| Expenses reimbursed by: | | |
| Indo (for the period 1 April 2008 to 31 December 2008) | | 3,905,909 |
| Expenses reimbursed to: | | |
| Indo (for the period 1 April 2008 to 31 December 2008) | | 35,766,525 |
| Payment received towards issue of fully paid equity shares | | |
| Mr. H.R. Gupta | 55,000,000 | - |
| Mr. B.K. Gupta | 15,000,000 | - |
| Rent paid to | | |
| Mrs. Priya Desh Gupta | 370,000 | 75,000 |
| Managerial Remuneration (refer to Note 17): | | |
| Mr. H.R. Gupta | 19,476,327 | 13,895,086 |
| Mr. B.K. Gupta | 26,337,624 | 19,309,028 |
| Mr. A.K. Agarwal | 4,637,880 | 4,354,203 |
| Unsecured loan received from: | | |
| Mr. H.R. Gupta | 20,000,000 | - |
| Mr. B.K. Gupta | 50,000,000 | - |
| Guarantees given on behalf of the Company: | | |
| Mr. H.R. Gupta | 6,350,000,000 | 4,600,000,000 |
| Mr. B.K. Gupta | 6,350,000,000 | 4,600,000,000 |

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Significant accounting policies and notes to accounts

d) Outstanding balances as at the year end

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|---|------------------------|------------------------|
| Loans and advances (refer note 18 of Schedule 19): | | |
| Mr. H.R. Gupta | 9,309,985 | - |
| Mr. B.K. Gupta | 12,791,785 | - |
| Mr. A.K. Agarwal | 2,251,480 | - |
| Sundry creditors: | | |
| H.R. Gupta | 194,456 | 194,456 |
| Unsecured loan: | | |
| Mr. H.R. Gupta | 20,000,000 | - |
| Mr. B.K. Gupta | 50,000,000 | - |

16. Employee benefit

Disclosure in respect of employee benefits under Accounting Standard 15 "Employee Benefits" prescribed by the Companies (Accounting Standards) Rules, 2006:

a) Defined Contribution Plans: The Company has recognised Rs.7,090,093 related to employers' contribution to Provident Fund in the Profit and Loss Account.

b) Post employment benefit plan in the form of gratuity:

The Company has a post employment benefit in the form of gratuity wherein the last drawn salary plus dearness allowance is used to compute gratuity as per the provisions of the Payment of Gratuity Act, 1972. A period of 5 years has been considered as vesting and the maximum benefit that can be availed under the scheme is Rs. 350,000.

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|--|------------------------|------------------------|
| <u>Changes in the present value of defined benefit obligation</u> | | |
| Projected benefit obligation at the beginning of the year | 405,864 | - |
| Interest cost | 78,074 | - |
| Current service cost | 712,915 | - |
| Benefits paid | - | - |
| Actuarial (gain) | (189,500) | - |
| Projected benefit obligation at the end of the year | 1,007,353 | 405,864 |
| <u>Changes in the fair value of the plan assets</u> | | |
| Fair value of the plan assets in the beginning of the year | - | - |
| Expected return on plan assets | - | - |
| Contributions | 1,201,955 | - |
| Actuarial gain | 90,147 | - |
| Fair value of the plan assets in the end of the year | 1,292,102 | - |
| Amount recognised in the Balance Sheet | | |
| Projected benefit obligation at the end of the year | 1,007,353 | 405,864 |
| Fair value of the plan assets in the end of the year | (1,292,102) | - |

Indosolar Limited
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Significant accounting policies and notes to accounts

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|---|--------------------------------|--------------------------------|
| Funded status of the plans liabilities | - | - |
| Present value of unfunded obligation | - | 405,864 |
| Liability/ (asset) recognised in the Balance Sheet | (284,749) | 405,864 |
| Gratuity cost for the year | | |
| Current service cost | 712,915 | 305,675 |
| Interest cost | 78,074 | - |
| Expected return on plan assets | - | - |
| Net actuarial (gain) recognised in the year | (279,647) | - |
| Loss on “acquisition/divestiture” | - | 100,189 |
| Net gratuity cost | 511,342 | 405,864 |

The principal actuarial assumptions used for post employment benefit plan in the form of gratuity, as at the balance date is as under:

| Particulars | As at 31 March 2010 | As at 31 March 2009 |
|---|------------------------------------|------------------------------------|
| Economic assumptions | | |
| Discount rate | 7.90 % | 7.00 % |
| Long term rate of compensation increase | 6.00 % | 6.00 % |
| Demographic assumptions | | |
| Retirement age | 60 years | 60 years |
| Mortality table | LIC (1994-96) mortality tables. | LIC (1994-96) mortality tables. |
| Withdrawal Rates | | |
| Ages (years) | | |
| 21-30 | 5.00% | 5.00% |
| 31-40 | 3.00% | 3.00% |
| 41-59 | 2.00% | 2.00% |

17 Managerial remuneration @

| Particulars | Year ended 31 March 2010 | Year ended 31 March 2009 |
|---|-------------------------------------|-------------------------------------|
| Salary | 46,328,000 | 36,488,279 |
| Contribution to provident and other fund* | 3,441,600 | 860,400 |
| Perquisites | 682,231 | 209,638 |
| Total | 50,451,831 | 37,558,317 |

*Includes contribution towards provident fund, but does not include expense towards other retirement benefits since the same is based on actuarial valuation carried out for the Company as whole.

@ Includes remuneration paid to directors for the period 26 September 2009 to 31 March 2010 in excess of the limits prescribed under schedule XIII of the Companies Act, 1956 is being held in trust by such managerial personnel until such government approval. (refer to note 18 of schedule 19 below)

Indosolar Limited
(formerly known as Robin Solar Private Limited)
Schedules forming part of the accounts
(All amounts in Indian rupees)

Schedule 19

Significant accounting policies and notes to accounts

18 Managerial remuneration in excess of limits prescribed by section 309

Pursuant to the scheme of amalgamation that was filed with the Registrar of Companies on 24 September 2009, the Company got converted from Private Company to Public Company with effect from that date.

The Managing Director and other Whole-time Directors have been appointed with effect from 26 September 2009, with a remuneration in excess of the limits prescribed by the Companies Act, 1956 ('the Act') as the Company has incurred losses in the year ended 31 March 2010. The remuneration amounting to Rs. 24,353,250 paid/ accrued during the period 26 September to 31 March 2010, in excess of the limits prescribed under Schedule XIII of the Act, is held in trust by such managerial personnel until such Central Government approval.

The Company has filed necessary applications for obtaining approval from the Central Government, which is awaited, for the appointment and remuneration paid to the managerial personnel for such period.

19 Segment reporting

Business segment

In the opinion of the management, there is only one reportable segment i.e. manufacturing of solar cells, as envisaged by Accounting Standard 17 "Segment Reporting", prescribed by the Companies (Accounting Standards) Rules, 2006.

Geographical segment

The Company sells its products to various customers within the country and also exports to other companies. Considering the size and proportion of exports to local sales, the Company considers sales made within the country and exports as different geographical segments.

Information about secondary business segments:

| Particulars | Within India | Outside India | Total |
|--------------------------|---------------------|----------------------|-----------------|
| Revenue | 71,945,386 | 1,053,221,867 | 1,125,167,253 |
| | (-) | (-) | (-) |
| Segment assets | 7,851,300,148 | 168,435,038 | 8,019,735,186 |
| | (4,216,322,727) | (523,670,893) | (4,739,993,620) |
| Addition to fixed assets | 3,029,874,544 | - | 3,029,874,544 |
| | (3,770,235,480) | (-) | (3,770,235,480) |

Figures in bracket indicate previous year figures

Indosolar Limited
(formerly known as Robin Solar Private Limited)
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(All amounts in Indian rupees)

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Significant accounting policies and notes to accounts

- 20.** The Company had sought confirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006. Based on the information available till date, there are no amounts due to any micro or small enterprise under the Micro, Small and Medium Enterprises Development Act, 2006.
- 21.** Previous year figures have been regrouped / recast wherever necessary to conform to current year's classification.

For and on behalf of the Board of directors of
Indosolar Limited

Sd/-
Managing Director

Place: Greater Noida
Date: 06.05.2010

Sd/-
Director

Place: Greater Noida
Date: 06.05.2010

Sd/-
Company Secretary

Place: Greater Noida
Date: 06.05.2010

Indosolar Limited
(formerly known as Robin Solar Private Limited)

PART IV

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

| | | | |
|---|--------------------------|---------------------------|-----------|
| I. REGISTRATION DETAILS | | | |
| Registration No. | U18101DL2005PLC134879 | State Code | 55 |
| Balance sheet date | 31-03-2010 | | |
| II. CAPITAL RAISED DURING THE YEAR (Amounts in rupees thousands) | | | |
| Public issue | Nil | Right issue | Nil |
| Bonus issue | Nil | Private placement | 2,083,900 |
| III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amounts in rupees thousands) | | | |
| Total liabilities | 7,709,399 | Total assets | 7,709,399 |
| SOURCES OF FUNDS | | | |
| Paid up capital | 2,084,000 | Reserves and surplus | 36,400 |
| Share application money | 151,650 | Secured loans | 5,367,349 |
| Unsecured loans | 70,000 | | |
| APPLICATION OF FUNDS | | | |
| Net fixed assets | 6,634,538 | Deferred tax asset (net) | Nil |
| Net current assets | 245,440 | Miscellaneous expenditure | 26,961 |
| Profit and loss account | 802,460 | | |
| IV. PERFORMANCE OF COMPANY (Amounts in rupees thousands) | | | |
| Total turnover | 1,125,167 | Other income | 189,618 |
| Total income | 1,314,785 | Total expenditure | 1,977,870 |
| Profit before tax | (663,085) | Profit after tax | (663,837) |
| Earnings per share (In Rs.) | (3.32) | Dividend rate (%) | Nil |
| V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS) | | | |
| Item code no. (ITC code) | 8541 | | |
| Product Description | Photovoltaic solar cells | | |
| Item code no. (ITC code) | NA | | |
| Product Description | NA | | |
| Item code no. (ITC code) | NA | | |
| Product Description | NA | | |

For and on behalf of the Board of directors of
Indosolar Limited

Sd/-
Managing Director

Place: Greater Noida
Date: 06.05.2010

Sd/-
Director

Place: Greater Noida
Date: 06.05.2010

Sd/-
Company Secretary

Place: Greater Noida
Date: 06.05.2010