



iNDOSOLAR™

L I M I T E D



10th Annual Report

2014-2015

A Tribute to Our Chairman

Your Directors record their profound grief on the sad demise of our Founder and Chairman, Mr. B. K. Gupta on 17th August 2015. Our Chairman was our entire inspiration. A true visionary, he brought large scale high tech manufacturing to India concurrent the global trends. He introduced the CFL and Halogen lamps in India and then launched the largest Photovoltaic Solar Cell Manufacturing Plant in the country. His vision was futuristic and he longed for a clean and self reliant India. His impact on the solar industry in India is enormous. He helped formulate policy and created awareness. His dream was solar in every house. He was a simple & humble man and was highly respected by all who knew him. He put others interest before his own. A father figure who gave love and respect to all of us whose loss is unimaginable and irreparable. He will truly be missed by us for our whole lives and we dedicate ourselves to his legacy to make Indosolar the benchmark of PV manufacturing in India.

For Indosolar Limited

**Sd-
Managing Director**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hulas Rahul Gupta	Managing Director-Promoter
Mr. Gautam Singh Kuthari	Non-Executive Independent Director
Mr. Vidyut Manubhai Vora	Non-Executive Independent Director
Ms. Vinati Dev	Non-Executive Independent Director

STATUTORY AUDITORS

M/s B S R & Co., LLP
Chartered Accountants
Building No.-10, 8th Floor,
Tower-B, DLF Cyber City, Phase-II,
Gurgaon-122002

REGISTERED OFFICE

C-12, Friends Colony (East), New Delhi-110065
Tel. No.: +91-11-26841375, Fax No.: +91-11-26843949
E. Mail : investors@indosolar.co.in
Website: www.indosolar.co.in

CORPORATE OFFICE CUM FACTORY

3C/1, Ecotech-II, Udyog Vihar,
Greater Noida - 201306,
Uttar Pradesh
Tel. No.: +91-120-4762500,
Fax No.: +91-120-4762525

BANKERS

Union Bank of India
Andhra Bank
Bank of Baroda
Corporation Bank
Indian Bank

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited
44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR Naraina, New Delhi-110028
Tel. No.: +91-11-41410592-94, Fax No.: +91-11-41410591
E Mail: delhi@linkintime.co.in
Website: www.linkintime.co.in

CORPORATE IDENTITY NUMBER

L18101DL2005PLC134879

S.NO.	CONTENTS	PAGE NO.
1.	Notice of Annual General Meeting	2-8
2.	Directors' Report and Corporate Governance Report	9-50
3.	Auditors' Report	51-54
4.	Balance Sheet	55
5.	Statement of Profit & Loss	56
6.	Cash Flow Statement	57-58
7.	Notes to the Financial Statements	59-84
8.	Proxy Form, Attendance Slip & Ballot Form	85-87

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF INDOSOLAR LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER 2015 AT 9.00 A.M. AT MITHAS MOTEL & RESORT, 92/16, G.T. KARNAL ROAD, ALIPUR, DELHI – 110 036 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015, including Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss and the cash flow statement of the Company for the Financial Year ended on that date together with Reports of the Board and Auditors thereon.
“**RESOLVED THAT** the Audited Financial Statements of the Company including Balance Sheet as at 31 March, 2015 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the financial year ended on that date along with notes thereon and the reports of the Board of Directors (“the Board”) and Auditors thereon be and are hereby received, considered and adopted”.
2. To appoint a Director in place of Mr. Hulas Rahul Gupta (DIN-00297722), who retires by rotation and being eligible, offers himself for re-appointment.
“**RESOLVED THAT** Mr. Hulas Rahul Gupta (DIN:00297722), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”
3. Ratification of Appointment of Statutory Auditors:
“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time the appointment of M/s B S R & Co. LLP, Chartered Accountants, Gurgaon (Firm Registration Number-128901W) as Statutory Auditors of the Company to hold office from the conclusion this Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in year 2016 at such remuneration to be decided by the Board of Directors, be and is hereby ratified .”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to Sections 141, 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves and ratifies the remuneration of INR 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses payable to M/s Kabra and Associates Cost Accountants (firm registration number:000075), appointed as cost auditors of the Company for the financial year 2015-16.”
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to and in accordance with the provisions of other applicable laws, regulations, notification, circulars and rules including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time [“**SEBI (ICDR) Regulations**”], the provisions of Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the Stock Exchanges where the Company’s shares are listed and the approval, permission and sanction of the Government of India (the “**Gol**”), the Securities and Exchange Board of India (the “**SEBI**”), the Registrar of Companies and all other appropriate authorities, institutions or bodies, the approval, permission and sanction, if any, of any lender or other third party and subject to such conditions and modifications as may be prescribed in these approvals, permissions and sanctions, approval of the shareholders of the Company be and is hereby granted to change the terms of 95,00,000 zero coupon non-cumulative non-convertible redeemable preference shares (herein after referred as “Preference Shares and holder of such preference shares herein after called as “Preference Shareholders”) to 95,00,000 compulsorily convertible preference shares (herein after referred as “CCPS” and holder of such CCPS herein after called as “CCPS holders”) and then such 95,00,000 compulsorily convertible preference shares into such number of equity shares of the Company on such term and

conditions including pricing as the Board and preference shareholders may think fit as per the provisions of Chapter VII of SEBI (ICDR) Regulations for preferential issues on such further terms and conditions as may be approved or finalized by the Board of Directors including Committee thereof in the best interest of the Company as per following details;

Name and address of preference shareholder	PAN	Category	No. of preference shares
Rising Fibres Private Limited Regd. Office: G-367, Block-G, Jaitpur Extension-II, New Delhi-110044	AAACR1129G	Non-promoter	95,00,000

RESOLVED FURTHER THAT CCPS holder shall be entitled to apply for equity shares only on or after 01.01.2016.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing for such equity shares shall be 30 days prior to the date on which the CCPS holder will become entitled to apply for equity shares.

RESOLVED FURTHER THAT the CCPS or equity shares allotted consequent upon conversion shall be in the lock in period subject to the provisions of Chapter VII of SEBI (ICDR) Regulations for preferential issues.

RESOLVED FURTHER THAT the CCPS shall be converted into equity shares within a period of eighteen months from the date of change in terms of preference shares or conversion into CCPS.

RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon such conversion shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all aspect. .

RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon such conversion shall be listed on the Stock Exchanges on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions / instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue and allotment of the shares.”

By Order of the Board of Directors
For INDOSOLAR LIMITED

Place: Greater Noida

Date:21.08.2015

H.R.GUPTA
(Managing Director)
DIN-00297722

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE VALID MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. A form of proxy is enclosed.
3. Corporate members / Societies are requested to send a duly certified copy of the board of directors’/governing body resolution/power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
4. The relevant explanatory statement in accordance with section 102 of the Companies Act, 2013 setting out the material facts in respect of the Special Business is enclosed to the notice.

5. Pursuant to section 91 of the Companies Act, 2013 and Listing agreement, the register of members and share transfer books of the Company will remain closed from Thursday, 24th September 2015 to Wednesday, 30th September 2015 (both days inclusive).
6. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agents for any change in their addresses or other updation, members holding shares in electronic form may write to their depository participants for required updation.
7. Members / proxies are requested to bring duly filled in attendance slips to the meeting. The form of attendance slip is given at the end of this Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The documents relating to above businesses, and the Register of Contracts or Arrangements in which directors are interested and the Register of Directors and Key Managerial Personnel and their shareholding are available for inspection from 9.00 a.m. to 1.00 p.m. on all working days, except Saturdays and Sundays, at the Registered Office of the Company till the conclusion of the Annual General Meeting.
9. Members are requested to send their queries, if any, at least 10 days in advance of the meeting, so that the information can be made available at the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrar and Transfer Agents, mentioning correct reference folio number in case of holdings in physical form.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrar and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members.
12. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting.
13. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform the Company's Registrar and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode. Members further note that the said documents will also be available on the Company's Website viz www.indosolar.co.in. Notice of Annual General Meeting is also available on the website of Central Depository Services (India) Limited.) viz www.cdslindia.com and on the website of the Registrar and Share transfer Agent namely Link Intime India Private Limited viz www.delhi@linkintime.co.in.
17. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
18. The Annual Report along with the notice of AGM, ballot form being send to the members / depositories as at the closing Hours of Business on Friday 28th August 2015. Any person who becomes the member after that may obtain ballot form etc. by writing to the registrar and transfer agent at their email id viz. www.delhi@linkintime.co.in

19. Voting Options:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their votes on resolutions through e-voting as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 10th Annual General Meeting (AGM). The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL):

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23.09.2015 have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@indosolar.co.in by mentioning their Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 29.09.2015. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

1. Remote E Voting i.e. facility of casting votes by a member using electronic voting system from a place other than AGM Venue.
2. Voting through Ballot
3. Voting at the venue of the AGM through e-voting Facility as will be provided by the Company.

Electronic means and the business can be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL)

The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

The shareholders who have cast their votes either through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the Annual General Meeting.

The Company has appointed Mr. Rupesh Agarwal failing him Mr. Shashikant Tiwari, Practicing Company Secretaries, partner of M/s. Chandrasekaran Associates as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner

Process for e-voting:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter 'RA00001234' in the PAN field. Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date, i.e. 23 rd September 2015 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click in the EVSN for the relevant “**INDOSOLAR LIMITED**” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote..
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) **In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/ Depository participant(s) or requesting physical copy):** Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (C) **The e. voting period begins on Sunday, 27th September 2015 at 09.00 am and ends on Tuesday, 29th September 2015 at 5.00 pm.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or investors@indosolar.co.in.
 - Mr. Rupesh Agarwal, Partner, failing him Mr. Shashikant Tiwari, Partner, M/s Chandrasekaran Associates, firm of Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the Meeting.
 - The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.indosolar.co.in and on the website of CDSL and shall be communicated to National Stock Exchange of India Limited and BSE Limited.

20. Instruction for Voting through Ballot

- (i) Members who hold shares as on the cut-off date viz. Wednesday, 23rd September , 2015 and do not have access to remote-voting facility may send duly completed ballot form with their assent or dissent in writing in respect of the resolutions as set out in this notice.

- (ii) The ballot form should reach the scrutinizer by Tuesday, 29 September, 2015 before 5.00 p.m. The ballot forms received after the said date and time will be treated as if no reply from the shareholder has been received.
- (iii) A shareholder may request for a duplicate ballot form, if so required by writing to the registrar and transfer agent at their email id viz. delhi@linkintime.co.in. However, the duly completed duplicate ballot form should reach the scrutinizer before the above mentioned date and time.
- (iv) Detailed instructions for voting are provided in the ballot form.

21. Appointment/Re-appointment of Director

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. Hulas Rahul Gupta, is a British national and holds a British passport. He is an entrepreneur. He has wide experience in various industries, including lamp manufacturing industry. He has also promoted Halonix Limited, where he acted as its Managing Director.

Mr. Hulas Rahul Gupta is a Managing Director on the Board of the Company. He is the member of the Share Transfer Committee, of the Board of Directors of the Company. He is not a Director in any other Company. He is holding 8,03,85,494 equity shares in the Company as on 31st March 2015.

The Explanatory Statement as required under section 102 of the Companies Act, 2013

ITEM NO. 4

The Board of Directors of the Company at their meeting held on 11 August, 2015 has, on recommendation by the Audit Committee, appointed M/s Kabra and Associates Cost Accountants (firm registration number: 000075) as the cost auditors for the financial year 2015-16 at a remuneration of INR 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses. As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the cost auditors is to be ratified by the members of the Company. The Board considers the remuneration payable to the cost auditors as fair and recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in this item of the Notice either financial or otherwise

ITEM NO. 5

The Board of Directors of the Company at their meeting held on 13th February 2013 allotted 95,00,000 zero coupon redeemable non-convertible non-cumulative preference shares of Rs. 10/- (Rupees Ten only) each fully paid-up aggregating to Rs. 9,50,00,000 to Golden Equity Private Limited having its registered office at C-3/76, Ground Floor, Sector-11, Rohini, New Delhi-110085. Golden Equity Private Limited has sold these 9500000 preference shares to Rising Fibres Private Limited having its registered office at G-367, Block-G, Jaitpur Extension-II, New Delhi-110044 and the transfer has been approved by the share transfer committee in its meeting held on 11.08.2015. Rising Fibres Private Limited has made a request to change the terms of preference shares from zero coupon non-cumulative non-convertible redeemable preference shares to compulsorily convertible Preference shares. The Board of Directors of the Company at their meeting held on 21.08.2015 has approved the change the terms of 95,00,000 zero coupon non-cumulative non-convertible redeemable preference shares (herein after referred as "Preference Shares and holder of such preference shares herein after called as "Preference Shareholders") to 95,00,000 compulsorily convertible preference shares (herein after referred as "CCPS and holder of such CCPS herein after called as "CCPS holders") and then such 95,00,000 compulsorily convertible preference shares into such number of equity shares of the Company on such term and conditions including pricing as the Board and preference shareholders may think fit subject to the approval of the Shareholders at the General Meeting.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (ICDR) Regulations, the relevant disclosures/details are given below:

Object of the preferential issue:

To change the terms of 95,00,000 zero coupon non-cumulative non-convertible redeemable preference shares (herein after referred as "Preference Shares and holder of such preference shares herein after called as "Preference Shareholders") to 95,00,000 compulsorily convertible preference shares (herein after referred as "CCPS and holder of such CCPS herein after called as "CCPS holders") and then such 95,00,000 compulsorily convertible preference shares into such number of equity shares of the Company on such term and conditions including pricing as the Board and preference shareholders may think fit subject to the approval of the Shareholders at the General Meeting.

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

None of the promoters, directors or key management personnel of the Company intend to subscribe to the preference shares.

The time within which the preferential issue shall be completed:

The change in terms of preference shares to CCPS will be made within a period of 15 days from the date of special resolution subject to necessary approval or permission, if any required. Further, the CCPS will be converted within a period of 18 months from the date of change in terms.

The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

The allottee Rising Fibres Private Limited, Regd. Office: G-367, Block-G, Jaitpur Extension-II, New Delhi-110044, non-promoter entity

After conversion of CCPS into equity M/s. Rising Fibres Private Limited will hold 2.58% of equity shares in the Company. Consequent upon such conversion, there is no change in the control of the Company.

The allottee is incorporated in New Delhi and Mr. Dilkush Kumar and Mr. Shailender Poddar jointly have the ultimate control on the allottee.

Shareholding pattern before and after the preferential issue: of equity Shares and CCPS as follows*

Category Code	Category of Shareholder	Pre-Issue		Post-Issue of CCPS		Post Conversion of CCPS into Equity Shares **	
		No. of Shares	% to Total Holding	No. of Shares	% to Total Holding	No. of Shares	% to Total Holding
A	Shareholding of Promoter and Promoter Group						
1	Indian Individuals	137240497	38.32			137240497	37.34
2	Foreign Bodies Corporate	65600473	18.32			65600473	17.84
	Total Shareholding of Promoter and Promoter Group	202840970	56.64			202840970	55.18
B	Public Shareholding						
1	Institutions						
A	Financial Institutions/Banks	15609513	4.36			15609513	4.25
2	Non-Institutions						
A	Bodies Corporate	19263065	5.38			19263065	5.24
B	Individuals						
i.	Individual Shareholders holding nominal share capital upto Rs. 1 lakh	48267361	13.48			48267361	13.13
ii.	Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	63668034	17.78			63668034	17.32
C	Trusts	17444	0.00			17444	0.00
D	Non Resident Indians	2274705	0.63			2274705	0.62
E	Overseas Corporate Bodies	3640579	1.02			3640579	0.99
F	Clearing members	2548329	0.71			2548329	0.69
3	Rising Fibres Private Limited (proposed new allottee)	-----	-----	95,00,000	100.00	95,00,000	2.58
	Total Public Shareholding	155289030	43.36			164789030	44.82
	Total (A+B)	358130000	100.00	95,00,000	100.00	367630000	100.00

*Assuming conversion of all CCPS proposed to be issued.

**Assuming Rs. 10/- per share as the issue price for conversion.

Auditors' certificate:

The certificate of Statutory Auditors of the Company to the effect that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations shall be placed before the shareholders at the meeting.

Undertaking:

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of the equity shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI (ICDR) Regulations.

Section 62 of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of SEBI (ICDR) Regulations, 2009 and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

Justification for the price

The Company shall determine the price of issue of equity shares upon conversion in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in this item of the Notice either financial or otherwise except to the extent of their shareholding in the Company.

Your Directors recommend this resolution as a Special Resolution for your approval.

By Order of the Board of Directors

For INDOSOLAR LIMITED

H.R.GUPTA

(Managing Director)

DIN-00297722

Place: Greater Noida

Date:21.08.2015

DIRECTORS' REPORT

The Board has pleasure in presenting the Tenth Annual Report on business and operations of the Company for the year ended 31st March 2015.

1. FINANCIAL SUMMARY

(Rs. in Crores)

PARTICULARS	YEAR ENDED 31 ST MARCH 2015	YEAR ENDED 31 ST MARCH 2014
INCOME FROM SALES AND SERVICES	295.97	15.67
OTHER INCOME	3.92	2.43
TOTAL INCOME	299.89	18.09
OPERATING EXPENSES	248.25	44.11
PROFIT BEFORE DEPRECIATION, INTEREST AND TAX	51.65	(26.01)
DEPRECIATION AND AMORTIZATION EXPENSE	26.98	30.19
INTEREST	102.83	80.75
PROFIT / (LOSS) BEFORE TAX	(78.17)	(136.95)
PROVISION FOR TAXATION (INCL. DEFERRED INCOME TAX)	0	0
ADD: PROFIT/(LOSS) BROUGHT FORWARD FROM PREVIOUS YEAR	(600.89)	(463.94)
ADD DEPRECIATION PURSUANT TO COMPANIES ACT 2013	(.46)	0
BALANCE CARRIED TO BALANCE SHEET	(679.52)	(600.89)

2. PERFORMANCE REVIEW

During the year under review, the performance of the Company continues to be severely impacted due to significant down turn in the Global Market. However in the last two quarters of the year, company got the orders worth 132.65 Mega Watt, because of which the Company could recommence the production and also logged in profit in the last quarter, though company incurred the loss on full year basis.

Your Directors feel that the Company will be seeing a turn around in the coming quarters keeping in view the certain measures taken or expected to be taken by the Government to support of the domestic manufacturers in India viz. domestic content requirement policy, viability gap funding policy etc.

3. RESERVES AND SURPLUS

(Rs. in Crores)

PARTICULARS	YEAR ENDED 31 ST MARCH 2015	YEAR ENDED 31 ST MARCH 2014
Securities premium account	214.88	214.87
(Loss) in the Statement of Profit and Loss		
At the commencement of the year	(600.89)	(463.94)
Add: Depreciation pursuant to companies act 2013	(.46)	
Add: (loss) for the year	(78.17)	(136.95)
Net (loss) in the Statement of Profit and Loss	(679.53)	(600.89)
Total Reserves and surplus	(464.65)	(386.02)

During the year under review, the Company has not transferred any amount to any reserves due to heavy losses incurred.

4. DIVIDEND

Due to non availability of profit, the Board does not recommend any dividend for the year ended 31st March 2015

5. STATUS OF IMPLEMENTATION OF 250 MW PROJECT

The project is in the last stages of implementation and it is expected that it will get ready in near future. The Company is negotiating with the banks for the release of required funds to avoid further delays.

6. BOARD OF DIRECTORS AND ITS MEETINGS

The Company has a professional board with right mix of knowledge, skills and expertise with an optimum combination of executive, non executive and independent Directors including one Women Director.

The Board provides the strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the Stakeholders.

One Meeting of the Board of Directors is held in each quarter. Additional meetings of the Board / Committees are convened as may be necessary for the proper management of the business operations of the Company.

During the year ended 31st March 2015 , the Board of Directors met six times viz on 29th May 2014, 12th Aug 2014 (two times) , 13th Oct 2014, 14th Nov 2014 & 19th Jan 2015.

7. DIRECTORS / KEY MANAGERIAL PERSONNEL APPOINTMENT OR RESIGNATION

Our beloved Chairman , mentor and guide Mr Bhushan Kumar Gupta has left for the heavenly abode this 17th Aug. 2015. All the Members of Board on behalf of your Company acknowledge his immense contribution and pray that the great soul may rest in peace.

As per Section 152 of the Companies Act 2013 , Mr Hulas Rahul Gupta Whole time Director retiring by rotation in 10th AGM being eligible has offered himself for the reappointment. Board has recommended the reappointment.

During the year 2014-15 , The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Ms Vinati Dev as additional director in the category of Independent and Non-Executive Director in the Board Meeting held on 12th Aug 2014 . Board in its meeting held on 12th Aug 2014 appointed Mr. Anand Kumar Agarwal as Chief Finance Officer w.e.f. 1st July 2014 for a period of five years. Shareholders in the Annual General Meeting held on 30th Sep 2014 appointed Mr Vidyut M Vora , Ms Vinati Dev and Mr Gautam Singh Kuthari as Independent Non-Executive Directors for the period of five years. .

8. EXTRACT OF THE ANNUAL RETURN

The relevant extracts of the annual return in form MGT 9 for the Financial Year 2014-15 under the Companies Act 2013 is given in as **Annexure I** to this report.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH THE RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT , 2013.

All the related party transactions that were entered during the financial year were in the ordinary course of business and were on arm's length basis . All the related party transactions , wherever applicable , are placed before the Audit Committee. The Quarterly disclosures of the transactions with the related party are made to the Audit Committee.

The policy on Materiality of Related Party Transactions as approved by the Board is uploaded on the website www.indosolar.co.in .

In compliance of Section 134(5) of the Companies Act , 2013 , the particulars of the contracts or arrangements with the related parties referred to in Section 188 (1) of the Companies Act are enclosed in Form AOC-2 , as a part of this report as **Annexure – II**.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

No loans , guarantees or investment as described under Section 186 of the Companies Act has been given by the Company during the Financial Year 2014-15.

11. AUDIT COMMITTEE

The Company has an adequately qualified Audit Committee constituted in accordance to the provisions of Companies Act 2013 and Clause 49 of the listing agreement.

As on 31st March 2015 , the Committee comprised of three members and all of them are Non-Executive Independent Directors viz. Mr Gautam Singh Kuthari , Mr Vidyut Manubhai Vora , Ms Vinati Dev.

All the members are financially literate and have accounting or related financial management expertise.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Due to the continued heavy losses incurred by the Company, the CSR provisions of Companies Act, 2013, are not applicable.

13. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION INCLUDING THE CRITERIA FOR DETERMINING QUALIFICATIONS , POSITIVE ATTRIBUTES , INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS AS PROVIDED UNDER SECTION 178(3) OF THE COMPANIES ACT, 2013.

The Company strives to maintain an appropriate combination of executive , non executive and independent Directors subject to Min of 3 and Maximum of 12 Directors including at least one Women Director.

The Nomination and Remuneration Committee of the Company leads the process for Board Appointment in accordance with the requirements of the Companies Act, 2013 , listing agreement and other applicable regulations or policy guidelines.

During the current year under review the Company has adopted the Nomination and Remuneration Policy for Directors , KMPs and Other Senior Employees . The policy is attached as **Annexure III**.

14. PERFORMANCE EVALUATION OF BOARD , COMMITTEES & INDIVIDUAL DIRECTORS

Nomination and Remuneration Committee carried out a formal evaluation of the performance of the Board , its committees, the Chairman and the Individual Directors. The evaluation was done using the questionnaire covering amongst others, vision , strategy , risk management , budgetary controls , receipt for the regular inputs and information, functioning performance and structure of the Board Committees , ethics and values , skill sets , knowledge & expertise of the Directors , leadership etc.

15. CHANGES IN CAPITAL STRUCTURE

There has been preferential allotment of 2,29,85,973 Equity Shares pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended , as approved by the Board of Directors in their meeting held on 12th August 2014 and as approved by the shareholders of the Company in Annual General Meeting held on 30th September 2014. Out of the 22985973 shares, 20485973 shares have been allotted to Greenlite Lighting Corporation against the Conversion of ECB Loan and Cash. Balance 2500000 Equity shares have allotted to Skybase Infra Private Limited against the conversion of unsecured loan.

16. RISK MANAGEMENT

The Board of Directors is overall responsible for identifying, evaluating and managing all the significant risks faced by the Company. The Board has approved the Risk Management Policy, which acts as the guideline by which the key risks are managed across the organization.

In the opinion of the Board, none of the risk faced by the Company threaten its existence. However the following risks are considered to have the potential bearing on the performance of the Company:

- (i) Low prices of the Chinese Suppliers of the Solar Voltaic Cells
- (ii) Liquidity Crunch is resulting in the delay of completion of line C.
- (iii) Threat from new entrants in the Market.
- (iv) Inability of the Company to get the Continuous Orders throughout the year.

The Risk Management Policy is available on the Company's Website www.indosolar.co.in

17. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Company has put in place an adequate system of Internal and Financial Control commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of its business.

18. VIGIL MECHANISM

The Company has in place a Whistleblower policy , to support the Codes of Business Ethics. This policy documents the Company's commitment to maintain an open work environment in which employees , consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected frauds or any violation of Company's Code of Business Ethics at a significantly Senior Level without fear of intimidation or retaliation. The Company's Whistle Blower Policy has been posted on the Company's website www.indosolar.co.in .

19. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

In terms of the definition of the "independent director" as prescribed under clause 49 of the Listing Agreement entered with Stock Exchange under Clause 49 of the Listing Agreement entered with Stock Exchanges and Section 149(6) of the Companies Act 2013 and based on the confirmation / disclosures received , following Non-Executive Directors are Independent Directors :-

S.No.	Name	DIN
1	Mr Gautam Singh Kuthari	00945195
2	Mr Vidyut Manubhai Vora	06810035
3	Ms Vinati Dev	06922256

20. AUDITORS

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Company's Act 2013 and the Rules framed there under M/s B S R & Co. LLP (earlier B S R & Co.), Chartered Accountants were appointed as the Statutory Auditors of the Company from the conclusion of 9th AGM held on 30th Sep 2014 till the conclusion of 13th AGM to be held in the Year 2018 subject to ratification of their appointment in every AGM.

The Board of Directors recommends their ratification by way of an ordinary resolution in the forth coming AGM.

COST AUDITOR

In terms of Section 148 of the Companies Act , 2013 read with Companies (Cost Records and Audit) Rules , 2014, the Company is required to maintain cost accounting records and get them audited for the Financial Year 2015-16.

The Board has appointed M/s Kabra & Associates Cost Accountants as the Cost Auditors for the Company for the Financial Year 2015-16 for the fees of Rs. 50000/- (Rupees Fifty Thousand Only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the Shareholders at the ensuing AGM.

SECRETARIAL AUDITOR

Pursuant to the provisions of the Section 204 of the Companies Act , 2013 and the Companies (Appointment and Remuneration) Rules, 2014 , the Company had appointed M/s Chandrasekaran Associates a firm of Company Secretaries in Practise to undertake the secretarial audit of the company for the Financial Year 2014-15. The report of secretarial audit is annexed to this report as **Annexure IV**.

The Secretarial Auditor's Report is self explanatory and does not require further comment.

21. STATUTORY AUDITORS' REPORT

On the Auditors' qualified opinion with regards to Going Concern Status of the Company, the reply from the management is as under:

1. As regards inability to meet its liabilities of Rs 265.23 Cr due on the first CDR and on Account of purchase of materials and capital goods for Rs. 38.66 Cr as mentioned in para 4(a) of the Auditors' Report, it is submitted that the Company is in the last stages of the negotiation of 2nd CDR package and favorable policies like Domestic Content Requirements and Viability Gap Funding etc. are expected to be announced by the Government.
2. During the year under review , the performance of the Company continues to be severely impacted due to significant downturn in the Global Market . However in the last two quarters of the year , company got the orders worth 132.65 Mega Watt , because of which the Company could recommence the production and also logged in profit in the last quarter though company incurred the loss on full year basis. Your Directors feel that the Company will be seeing a turnaround in the coming quarters keeping in view the certain measures taken or expected to be taken by the Government to support the domestic manufacturers in India including domestic content requirement , viability gap funding etc.
3. The Long Disputed cases namely the dispute regarding the Capital Subsidy under Special Incentive Package has been decided in the favour of the Company. Refer Delhi High Court No. WP© 3625/2013.
4. The Dispute with MP Urja regarding the turnkey contract in in the final stages of getting settled.
5. The Dispute with the Custom's Authorities with regards to the Show Cause Notice being received for the demand of the Customs Duty foregone for importing 250 MW Project equipment has been dropped in the month of July 2015.
6. As regards inability of the auditors to express an opinion on financial statements and obtain all information and explanations mentioned in para 5 of the Auditors' Report, it is submitted that the auditors have not expressed any opinion on the financial results due to their inability to collect audit evidence to provide a basis for an audit opinion on account of multiple uncertainties created by external and internal factors like consideration of 2nd Corporate Debt Restructuring proposal of the Company and other key policy initiatives of the government etc.

22. DEPOSITS

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

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

Information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be furnished under the provisions of section 134 (3) (m) given as **Annexure V** to this report.

24. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, the Directors confirm that :-

- i. in preparation of the accounts for financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. the appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2015 and of the loss of the Company for the year ended 31st March 2015;
- iii. proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis.
- v. Internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- vi. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. DISCLOSURES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A-Disclosure pursuant to Section 197(12) of the Companies Act 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is provided below:

- a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Name of Director	Designation	Ratio to Median Remuneration
Mr Bhushan Kumar Gupta	Executive Chairman & Whole time Director	46:1
Mr Hulas Rahul Gupta	Managing Director	46:1
Mr Gautam Singh Kuthari	Non-Executive Independent Director	0
Mr Vidyut Manubhai Vora	Non-Executive Independent Director	0
Ms Vinati Dev	Non-Executive Independent Director	0

- b) the percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;

Name of Person	Designation	% Increase in remuneration
Mr Bhushan Kumar Gupta	Executive Chairman & Whole time Director	150%
Mr Hulas Rahul Gupta	Managing Director	150%
Mr Gautam Singh Kuthari	Non-Executive Independent Director	0
Mr Vidyut Manubhai Vora	Non-Executive Independent Director	0
Ms Vinati Dev	Non-Executive Independent Director	0
Mr Anand Kumar Agarwal	CFO	0

- (b) The percentage increase in the median remuneration of employees in the financial year 17%.
- (c) The number of permanent employees on the rolls of company as on 31st March 2015: 282
- (d) the explanation on the relationship between average increase in remuneration and company performance;

On an average, employees received an increase of 26.84%. The increase in remuneration is in line with the market trends and is necessary to retain the employees. Since Company is incurring heavy losses hence it is not possible to establish the relationship between the increase in remuneration and company performance.

- (e) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Rs./lac
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	201.84
Revenue from operations	29597.55
Remuneration (as % of revenue)	0.68%
Profit before tax (PBT)	-7817.01
Remuneration (as % of PBT)	N.A.as PBT is negative

- (f) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

Particulars	Unit	As at 31st Mar 15	As at 31st Mar 14	Variation (%)
Closing Rate of Share at NSE	Rs.	14.90	1.86	701%
EPS (Consolidated)	Rs.	-2.26	-4.09	44%
Market Capitalization	Rs./lacs	53361.37	6233.68	756%
Price Earnings ratio	Ratio	N.A. as EPS is -ive	N.A. as EPS is -ive	

- (g) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average increase in salaries of employees other than managerial personnel in 2014-15 was 12.66%. Percentage increase in the managerial remuneration for the year was 150%. The Managerial Remuneration to Managing Director and Chairman is as per the Companies Act Provisions and subject to Central Government Permission.

- (h) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Particulars	Chief Executive Officer Rs./lac	Chief Financial Officer Rs./lac	Company Secretary Rs./lac
FY 15 Remuneration	73.92	54	N.A. as there was no CS during the Period
Revenue	29597.55	29597.55	
Remuneration (as % of revenue)	0.25%	0.18%	
Profits before tax (PBT)	-7817.01	-7817.01	
Remuneration (as % of PBT)	N.A.as PBT is-ive	N.A.as PBT is-ive	

- (i) the key parameters for any variable component of remuneration availed by the directors;
There is no variable components approved for the payment to any director.
- (j) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Not applicable.

- (k) affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

B- Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

During the year following employees received salary in excess of Rs. 60 lacs p.a. or employed for the part of year with Average Salary above Rs. 5 Lacs

S.No.	Designation	Age	Qualification	Experience	Date of Commencement of Employment	Gross Salary per Year (in lacs)	Previous Employment	Nature of Employment	% of Equity Shares held
	Chairman and Whole time Director	80	BA	50 year	15 th Jan 2008	73.92	Phoenix lamps Limited	Full time Employee	15.78%
	Managing Director	56	BBA	30 years	15 th Jan 2008	73.92	Phoenix lamps Limited	Full Time Employee	22.45%
	Chief Finance Officer	66	B.Com	40 year	1 st July 2008	54 lac	Phoenix lamps Limited	Full Time Employee	.09%

26. BUSINESS RESPONSIBILITY STATEMENT

The Business Responsibility Report for the financial year 2014-15 forms the part of the annual report.

27. MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS

During the Financial Year following Significant orders have been passed by the court/ regulators.

- (i) Delhi High Court has ruled in Case No. : WP(C_ No.3625/2013 confirming the entitlement of the subsidy under special incentive scheme to Indosolar Limited.
- (ii) The Commissioner Central Excise Noida II has passed order in favour of Indosolar Limited against the show cause notice for the payment of Custom Duty of INR 94.30 Cr along with Interest and Penalties.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industry Structure and Developments

During the year under review , the demand across the globe has slowed down but the supply of SPV Cells has increased resulting in price war. The higher efficiency focus is expected to bring in results soon but it is not expected that it will bring any price increase. Most of the existing players in the PV cell manufacturing segment expanded their capacities. Also several new players entered the global PV cell manufacturing segment. It is clear that the market is looking at higher efficiency & reliability at lower cost.

The worldwide installations of solar power plants in 2015-16 is expected to be similar to that of 2014-15. Hence the module prices will not see an upsurge in near future; unless demand is created from unexpected quarters. It is expected that the prices will remain at the same level in the coming year as well. This is a Challenging period of consolidation. Few companies may find it difficult to survive and this may lead to dumping of modules at much lower prices; leading to price war and pressure on margins. The financial and technologically well equipped companies will survive .

A number of federal policies are being proposed to spur domestic demand for solar PV products have expired or reached their funding limits. More clarity is expected on domestic content, quality of domestic content w.r.t global content, Feed-in-Tariffs, benefit for investors, etc.

b. Opportunities and Threats**Opportunities**

- a) Our strong brand positioning and state of the art manufacturing capabilities help us to leverage our position in domestic market in view of the mandatory use of domestic content under Jawaharlal Nehru National Solar Mission (JNNSM).
- b) MNRE under the JNNSM has targeted a domestic manufacturing capacity of 10,000 MW by 2017. Appx. 3000 MW of Solar Power is expected to be installed in next 12 Months.
- c) About 20 to 30 GW of solar installations are expected in the commercial parity space in the next 4 to 5 years.
- d) Apart from JNNSM policy, other State Governments are running equal policies for installation of solar power projects which will also generate huge demand of solar cells in India.

Threats

- a) Solar module prices fell by about 80% (USD 3/watt to USD 0.3 watt) during 2014-2015.
- b) Big players in India who may have a capability to install GW projects.
- c) Non-utilization of our available manufacturing capacity.
- d) Non-availability of full or part of any financial incentives which we have applied for.
- e) Delays and cost overruns in expansion of our manufacturing facilities as a result of factors beyond our control.
- f) The solar market is growing and competition is resulting decline in market share and margins.
- g) 60% of raw material cost is silicon wafer and its manufacturing is dominated by large / limited players.
- h) Continued dumping of PV Cells at cheap prices.

c. Future Outlook

According to International Monetary Fund (IMF), India is set to become the world's fastest growing economy by 2016 ahead of China. India will be an attractive destination for the Global Investments in the coming years. Under The domestic solar market is slated to explode with projects scheduled to be implemented under Jawaharlal Nehru National Solar Mission (JNNSM) and State Solar Mission. The overall domestic market is estimated to swell to the level of 20-30 GW by 2020. Indosolar, with the proposed up-gradation, the Company would move into top tier of the market segment, which not only provides insulation from the Chinese competition but also augments the pricing premiums.

Solar power in India at current levels is already cheaper than electricity generated through diesel. Support from various state Governments for solar power industry is continuously increasing. Indian manufacturers of solar equipment are seeking anti-dumping duty on imports on the grounds that local industry is bleeding because of "ridiculously low" price of foreign equipment. Use of domestically manufactured 'cells and modules' has been made mandatory for all projects in the second batch of JNNSM under grid connected applications.

d. Risks and Concerns

Due to industry downturn and resultant fall in demand, the capacities of the Company are underutilized. The plant remained closed during the year due to considerable fall in selling prices. Despite low capacity utilization and production, the Company has to incur fixed costs.

The Company has implemented a Risk Management Policy to have a systematic process to assist in the identification, assessment, treatment and monitoring of risks which provides effective tools to manage the identified risks.

e. Internal Control Systems and its Adequacy

The Company has a proper and adequate system of internal controls commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly.

The internal control system is designed to ensure that all financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

f. Financial Performance viz-a-viz Operational Performance

During the year under review, the Company’s Net Sales were Rs. 291.93 Crores as against Rs. 15.39 Crores last year. EBITDA was Rs. 51.65 Crores as against Rs. (-) 26.01 Crores last year. The Company produced photovoltaic solar cells of 98.35 MWp as against 0.616 MWp last year.

g. Human Resource

The Company has adequate Human Resources which commensurate with the current volume of activity and is reviewed by the Management periodically and company would induct competent persons on increase / expansion of the activity.

h. Cautionary Statement

Statements in Management Discussion and Analysis describing the Company’s objectives, projections, estimates, expectations may be “forward looking statements’ within the meaning of applicable securities laws and regulations. Actual result could differ materially

29. CORPORATE GOVERNANCE REPORT

Your Company strives to ensure that best Corporate Governance Practices are identified , adopted and consistently followed .

The Report on the Corporate Governance forms an integral part of this report and is set out as **Annexure VI** to this report. The Certificate from the practicing Company Secretary “Chandrasekaran Associates Company Secretaries” certifying compliance with the conditions of the Corporate Governance as stipulated in Clause 49 of the listing agreement is annexed with the report on Corporate Governance.

30. LISTING OF SHARES

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The listing fees for the Financial Year 2015-16 has been paid.

31. APPRECIATION

Your Directors wish to place on record their sincere appreciation of the efforts and dedicated services of all the employees which have contribute by staying with the Company in the tough period .

32. PREVENTION OF SEXUAL HARASSMENT

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandate under “ The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The Company has in place an Anti Sexual Harassment Policy in line with the requirement of “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”.

Further, the Company has constituted Internal Complaints Committee to redress Complaints received regarding sexual harassment during the period. The following is a summary of sexual harassment complaints received and disposed off during the period:

Number of Complaints received	Nil
Number of Complaints disposed off	Nil

33. ACKNOWLEDGEMENTS

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

The Board is thankful to the shareholders for their support to the Company.

The Board is also thankful to the employees of the Company for their co-operation and unstinted dedication to duty leading to cordial industrial relations during the year under review.

On behalf of the Board of Directors
For INDOSOLAR LIMITED

Place : Greater Noida
 Date : 21.08.2015

GAUTAM SINGH KUTHARI
 (Director)
 DIN: 00945195

H.R. GUPTA
 (MANAGING DIRECTOR)
 DIN: 00297722

Form No. MGT-9**EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2015****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

1) Corporate Identification Number	L18101DL2005PLC134879
2) Registration Date	08/ 04/2005
3) Name of the Company	Indosolar Limited
4) Category/ Sub-Category of the Company	Public Company Limited By Shares
5) Address of Registered Office and Contact Details	C-12, Friends Colony (East), New Delhi - 110035
6) Whether Listed or Unlisted	Listed
7) Name, address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase -1, Near PVR Naraina, New Delhi-110028. Phone No.: 011-41410592

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Solar Cells	43222	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares Held	Applicable Section
	NA	NA	NA	NA	NA

IV. Statement showing Shareholding Pattern
(i) Categorywise Shareholding

		No. of Shares held at the beginning of the year (As on 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Category	"Category of Shareholder"									
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	136885497	0	136885497	40.84	137240497	0	137240497	38.32	-2.52
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
	Sub Total(A)(1)	136885497	0	136885497	40.84	137240497	0	137240497	38.32	-2.52
2	Foreign									
a	"Individuals (Non-Residents Individuals/ Foreign Individuals)"	0	0	0	0	0	0	0	0.00	0
b	Bodies Corporate	45114500	0	45114500	13.46	65600473	0	65600473	18.32	4.86
c	Institutions	0	0	0	0	0	0	0	0.00	0
d	Qualified Foreign Investor	0	0	0	0	0	0	0	0.00	0
e-i	Any Others(Specify)	0	0	0	0	0	0	0	0.00	0
	Sub Total(A)(2)	45114500	0	45114500	13.46	65600473	0	65600473	18.32	4.86
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	181999997	0	181999997	54.30	202840970	0	202840970	56.64	2.34
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions / Banks	30628654	0	30628654	9.14	15609513	0	15609513	4.36	-4.78
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	56793	0	56793	0.02	0	0	0	0	-0.02
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i-i)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	30685447	0	30685447	9.16	15609513	0	15609513	4.36	-4.80
B 2	Non-institutions									
(a)	Bodies Corporate	21716283	1400000	23116283	6.90	21971680	0	21971680	6.14	-0.76
(b)	Individuals						0			

I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	44154343	1272	44155615	13.18	45228706	1704	45230410	12.63	-0.56
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	42297748	0	42297748	12.62	59582304	0	59582304	16.64	4.02
(c)	Any Other (specify)		0	0			0			
(c-i)	Trusts	42644	0	42644	0.01	17444	0	17444	0	-0.01
(c-ii)	Foreign nationals	0	0	0	0.00	0	0	0	0	0
(c-iii)	Non Resident Indians	2116789	0	2116789	0.63	2113875	0	2113875	0.59	-0.04
(c-iv)	Overseas Corporate Bodies	0	3640579	3640579	1.09	0	3640579	3640579	1.02	-0.07
(c-v)	Clearing Members	378631	0	378631	0.11	557044	0	557044	0.16	0.05
(c-vi)	Hindu Undivided Families	6710294	0	6710294	2.00	6566181	0	6566181	1.83	-0.17
(c-v)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0	0
	Sub-Total (B)(2)	117416732	5041851	122458583	36.54	136037234	3642283	139679517	39.00	2.46
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	148102179	5041851	153144030	45.70	151646747	3642283	155289030	43.36	-2.34
	TOTAL (A)+(B)	330102176	5041851	335144027	100	354487717	3642283	358130000	100.00	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
2	Public	0	0	0	0	0	0	0	0	0
	Sub-Total (C)	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	330102176	5041851	335144027	100	354487717	3642283	358130000	100.00	0.00

(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No of Shares	% of the Total Shares of the Company	% of Shares Pledged /Encumbered to Total Shares	No of Shares	% of the Total Shares of the Company	% of Shares Pledged /Encumbered to Total Shares	% Change in Shareholding during the Year
1	BHUSHAN KUMAR GUPTA	56500001	16.86	16.86	56500001	15.78	15.78	-1.08
2	HULAS RAHUL GUPTA	80385494	23.99	23.99	80385494	22.45	22.45	-1.54
3	PRIYA DESH GUPTA	1	0.00	0	355001	0.10	0.00	0.10
4	ABHA GUPTA	1	0.00	0	1	0.00	0.00	0.00
5	GREENLITE LIGHTING CORPORATION	45114500	13.46	0	65600473	18.32	0.00	4.86
	TOTAL	181999997	54.31	40.84	202840970	56.64	38.22	2.33

Note : % change during the year in bracket shows the decrease in shareholding.

(iii) Change in Promoter's Shareholding

Sr. No.	Shareholding	Date	Increase/ Decrease in Share-holding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)		
					No. of Shares at the beginning (01-04-14)/ end of the year (31-03-15)	% of total shares of the Company	No. of Shares
1	BHUSHAN KUMAR GUPTA						
	At the beginning of the Year (01/04/2014)	56500001	15.78	0		56500001	15.78
	At the end of the Year (31/03/2015)	56500001	15.78	0		56500001	15.78
2	HULAS RAHUL GUPTA						
	At the beginning of the Year (01/04/2014)	80385494	22.45	0		80385494	22.45
	At the end of the Year (31/03/2015)	80385494	22.45	0		80385494	22.45
3	PRIYA DESH GUPTA						
	At the beginning of the Year (01/04/2014)	1				1	0.00
				1-Aug-15	355,000 purchase	355001	0.10
	At the end of the Year (31/03/2015)	355001	0.10			355001	0.10
4	ABHA GUPTA						
	At the beginning of the Year (01/04/2014)	1	0	0		1	0
	At the end of the Year (31/03/2015)	1	0	0		1	0
5	GREENLITE LIGHTING CORPORATION						
	At the beginning of the Year (01/04/2014)	45114500	13.46			45114500	13.46
				13/10/2014	20,485,973 allotment	65600473	18.32
	At the end of the Year (31/03/2015)	65600473	18.32			65600473	18.32

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No.	Shareholding	Date	Increase/Decrease in Share-holding	Reason	Cumulative Share-holding during the year (01-04-14 to 31-03-15)	
					No. of Shares at the beginning (01-04-14)/ end of the year (31-03-15)	% of total shares of the Company
A.	Name of the Shareholders					
1	BRAND EQUITY TREATIES LIMITED					
	At the beginning of the Year (01/04/2014)					0 0.00
		13/06/2014 to 20/06/2014	1400000	Purchase	1400000	0.39
	At the end of the Year (31/03/2015)				1400000	0.39
2	ANIL V DEDHIA (HUF)					
	At the beginning of the Year (01/04/2014)					2100000 0.59
		06/02/2015 to 20/02/2015	-100000	Sale	2000000	0.56
		20/02/2015 to 06/03/2015	-515000	Sale	1485000	0.41
	At the end of the Year (31/03/2015)				1485000	0.41
3	SANJAY GUPTA					
	At the beginning of the Year (01/04/2014)					6000 0.00
		13/06/2014 to 20/06/2014	100000	Purchase	106000	0.03
		20/06/2014 to 30/06/2014	-6000	Sale	100000	0.03
		30/06/2014 to 04/07/2014	1385718	Purchase	1485718	0.41
	At the end of the Year (31/03/2015)				1485718	0.41
4	TARUN JAIN					
	At the beginning of the Year (01/04/2014)					250000 0.07
		09/01/2015 to 23/01/2015	1297570	Purchase	1547570	0.43
	At the end of the Year (31/03/2015)				1547570	0.43
5	BANK OF BARODA					
	At the beginning of the Year (01/04/2014)					1904201 0.53
	At the end of the Year (31/03/2015)				1904201	0.53
6	SKYBASE INFRA PRIVATE LIMITED					
	At the beginning of the Year (01/04/2014)					0 0
		14/10/2014 to 31/10/2014	2500000	Allotment	2500000	0.70
	At the end of the Year (31/03/2015)				2500000	0.70

7	Union Bank of India							
	At the beginning of the Year (01/04/2014)	3216233	0.90				3216233	0.90
				06/03/2015 to 20/03/2015	-266233	Sale	2950000	0.82
	At the end of the Year (31/03/2015)	2950000	0.82				2950000	0.82
8	SCHMID SINGAPORE PTE. LTD.							
	At the beginning of the Year (01/04/2014)	3640579	1.02				3640579	1.02
	At the end of the Year (31/03/2015)	3640579	1.02				3640579	1.02
9	THOMAS VARGHESE							
	At the beginning of the Year (01/04/2014)	2701013	0.75				2701013	0.75
				11/04/2014 to 17 /10 /2014	1700980	Purchase	1000033	0.28
				09/01/2015 to 16/01/2015	-1000000	Sale	33	0.00
				13/03/2015 to 20/03/2015	6739483	Purchase	6739516	1.88
	At the end of the Year (31/03/2015)	6739516	1.88				6739516	1.88
10	IDBI BANK LTD.							
	At the beginning of the Year (01/04/2014)	10721005	2.99				10721005	2.99
	At the end of the Year (31/03/2015)	10721005	2.99				10721005	2.99

(v) Shareholding of Directors and Key Managerial Personnel

1	Mr. Bhushan Kumar Gupta							
	At the beginning of the Year (01/04/2014)	56500001	15.78				56500001	15.78
	At the end of the Year (31/03/2015)	56500001	15.78				56500001	15.78
2	Mr. Hulas Rahul Gupta							
	At the beginning of the Year (01/04/2014)	80385494	22.45				80385494	22.45
	At the end of the Year (31/03/2015)	80385494	22.45				80385494	22.45
3	Mr. Gautam Singh Kuthari							
	At the beginning of the Year (01/04/2014)	0	0				0	0.00
				25/07/2014 to 27/02/2015	100000	Purchase	100000	0.03
	At the end of the Year (31/03/2015)	100000	0.03				100000	0.03
4	Mr. Vidyut Manubhai Vora							
	At the beginning of the Year (01/04/2014)	0	0.00				0	0.00
				01/08/2014 to 13/02/2015	47,711	Purchase	47,711	0.01
	At the end of the Year (31/03/2015)	47,711	0.01				47,711	0.01
5	Ms. Vinati Dev							
	At the beginning of the Year (01/04/2014)	0	0		0		0	0
	At the end of the Year (31/03/2015)	0	0		0		0	0
6	Mr. Anand Kumar Agarwal							
	At the beginning of the Year (01/04/2014)	206404	0.06				206,404	0.06
				11/04/2014 to 16/05/2014	200,000	Purchase	406,404	0.11
				30/05/2014 to 31/01/2015	-100,000	Sale	306,404	0.09
	At the end of the Year (31/03/2015)	306,404	0.09				306,404	0.09

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	98,619.48	1728.49	0.00	100347.97
ii) Interest due but not paid	6047.10	0.00	0.00	6047.10
iii) Interest accrued but due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	104666.58	1728.49	0.00	106395.07
Change in the indebtedness during the financial year				
Addition	8714.43		0.00	8714.43
Reduction	0.00	-294.40	0.00	-294.40
Net Change	8714.43	-294.40	0.00	8420.03
Indebtedness at the end of the financial year				
i) Principal Amount	96326.07	1434.09	0.00	97760.16
ii) Interest due but not paid	17054.94	0.00	0.00	17054.94
iii) Interest accrued but due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	113381.01	1434.09	0.00	114815.10

VI. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Directors and/or Manager

S. No.	Particulars of Remuneration	Name of WTD		Total
		Mr. Hulas Rahul Gupta	Mr. Bhushan Kumar Gupta	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	73.92	73.92	147.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	0
2	Stock Options	-	-	0
3	Sweat Equity	-	-	0
4	Commission - as % of Profit Others	- -	- -	0
5	Others	-	-	0
	LTA, Book & Medical Reimbursement	-	-	0
	TOTAL (A)	73.92	73.92	147.84

B. REMUNERATION TO OTHER DIRECTORS

(Rs. in Millions)

S. No.		Name of Directors			Total Amount
		Mr. Gautam Singh Kuthari	Mr. Vidyut Manubhai Vora	Ms. Vinati Dev	
	Independent Directors				
	Fees For Attending Board/ Committee Meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others (Please Specify)*	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00
	Other Non-Executive Directors				
	Fees For Attending Board/ Committee Meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others (Please Specify)	0.00	0.00	0.00	0.00
	Total (2)	0	0.00	0.00	0.00
	Total B = (1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration**	0			0
	Overall ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO	Company Secretary*	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	54	-	54.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	0.00
2	Stock Options	-	-	-	0.00
3	Sweat Equity	-	-	-	0.00
4	Commission - as % of Profit - Others	-	-	-	0.00
5	Others	-	-	-	0.00
	Medical Reimbursement, LTA	-	-	-	0
	TOTAL	-	54	-	54.00

* There was no Company Secretary in the Financial Year 2014-15.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Co. Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Note-1 : There has been no penalties under the Companies Act from RD/ NCLT/ Court

Note-2: There has been no Officer in Default during the Financial Year 2014-15

 On behalf of the Board of Directors
For INDOSOLAR LIMITED

 Place : Greater Noida
 Date : 21.08.2015

GAUTAM SINGH KUTHARI
 (Director)
 DIN: 00945195

H.R. GUPTA
 (MANAGING DIRECTOR)
 DIN: 00297722

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis

N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name of the related party and nature of relationship	Greenlite Lighting Corporation
(b) Nature of contracts/arrangements/transaction	Purchase of Raw Material
(c) Duration of the Contracts/Arrangements/Transactions	1 Year w.e.f. 1st April 2015
(d) Salient terms of the contracts or arrangement or transactions including the value, if any.	Contract Value is appx. Rs. 300 Cr
(e) Date(s) of approval by the Board	19th Jan 2015
(f) Amount paid as advances, if any	Nil
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	16th March 2015

Details of related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their relatives or with the subsidiaries of the Company etc. are present under Note no. 36 of Annual Accounts of the Annual Report.

On behalf of the Board of Directors
For INDOSOLAR LIMITED

Place : Greater Noida
Date : 21.08.2015

GAUTAM SINGH KUTHARI
(Director)
DIN: 00945195

H.R. GUPTA
(MANAGING DIRECTOR)
DIN: 00297722

NOMINATION AND REMUNERATION POLICY

In order to align with the provisions of the Companies Act, 2013 and rules made there under and the Listing Agreement, amended from time to time, the Board of Directors of Indosolar Limited (“the Company”) re-constituted the “Nomination and Remuneration Committee” at the meeting held on 12th August 2014 with immediate effect.

The Nomination and Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower by creating a congenial work environment, encouraging initiatives, personal growth, team work and inculcating a sense of belongingness and involvement, besides offering appropriate remuneration packages and superannuation benefits.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement. The Key Objectives of the Committee would be:

- 1.1. To make recommendations to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity.

2. DEFINITIONS

- 2.1. Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. Board means Board of Directors of the Company.
- 2.3. Company means Indosolar Limited.
- 2.4. Directors means Directors appointed to the Board of the Company.
- 2.5. Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013
- 2.6. Key Managerial Personnel means Chief Executive Office or Managing Director or Manager, Whole Time Director, Chief Financial Officer, Company Secretary and such other officer as may be prescribed.
- 2.7. Nomination and Remuneration Committee or Committee shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- 2.8. Policy means Nomination and Remuneration Policy.
- 2.9. Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- 2.10. Senior Management shall mean personnel of the Company who are members of its core management team excluding the Board, i.e. all members of the management one level below the Executive Directors, including all functional heads .

3. ROLE OF COMMITTEE

- 3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

The Criteria for evaluating the performance of persons belonging to each of the categories namely, Directors, KMP and Senior Management are listed below:

Chairman

- Leadership abilities
- Stewardship the Board and Shareholders meetings
- Ensuring dissemination of timely, regular and adequate material information to the Board and the Shareholders etc

Managing Director/Whole Time Director

- Leadership abilities
- Contribution to define Corporate objectives Achievements vis-à-vis Corporate Objectives
- Overall operational and financial performance of the company etc.

Independent Director/Other Non Executive Directors

- Contribution towards enhancing Board's Competency
- Leadership abilities
- Contribution towards mitigation of significant risks and strengthening internal control systems etc

Key Managerial Personnel/Senior Management

- Professional Knowledge acumen.
- Ability to lead this team.
- Contribution towards mitigation of significant risks and strengthening internal control systems etc.
- Cost Consciousness.
- Personal Integrity, honesty and probity.
- Timely regular and adequate submission of material information to the Managing Director and/or the Board.
- Ability to handle conflicting situations and conflict management.

Evaluation of Chairperson shall be done by the Independent Directors exclusively in their separate meeting taking into account the views of executive directors and non-executive directors, based on the relevant parameters detailed above.

Evaluation of the aforesaid parameters will be conducted by the Independent Directors for Managing/Whole-time Director and each of the Non-independent Directors in a separate meeting of the Independent Directors

The Board will evaluate each of the Independent Directors on the aforesaid parameters. However, the Independent Director having being evaluated at a given time shall not participate in the discussions at the relevant time.

Evaluation of the Board

The Independent Directors shall evaluate the functioning of the Board annually in their separate meeting. The parameters for evaluating the Board shall be as under:

- Could the Board lay down the Corporate objectives clearly and effectively?
- Could the Board provide a distinct direction for growth foreseeing the future trends in the industry?
- Could the Board Visualize significant risks and future challenges?
- Could the Board ensure achievement of annual targets and projected financial results/performance?
- Could the Board provide fresh impetus for accelerated growth?
- Could the Board plan strategically for sustained growth of the Company?
- Could the Board ensure diversity?
- Could the Board ensure compliance with Corporate Governance, Company's Policies and Code of Conduct at all levels?

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to PF, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

CONSTITUTION OF COMMITTEE

4. MEMBERSHIP

- 4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- 4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.

- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

7. COMMITTEE MEMBERS' INTERESTS

- 7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

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

9. APPLICABILITY

1. Directors (Executive and Non Executive);
2. Key Managerial Personnel;
3. Senior Management Personnel; and
4. Other Employees as may be identified by the Committees from time to time.

Any departure from the policy can be undertaken with the approval of the Board of Directors.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- 10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director

at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;

10.10 Recommend any necessary changes to the Board; and

10.11 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

11.1 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.

11.2 To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

11.3 To delegate any of its powers to one or more of its members or the Secretary of the Committee.

11.4 To consider any other matters as may be requested by the Board.

11.5 Professional indemnity and liability insurance for Directors and senior management.

12. REVIEW AND AMENDMENT

1. The Committee or the Board may review the Policy as and when it deems necessary.

2. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.

3. This Policy may be amended or substituted by the Board as and when required.

4. This Policy shall be hosted on the Company's website.

5. The right to interpret this Policy vests in the Board of Directors of the Company.

13. DISCLOSURES

Appropriate disclosures shall be made in the Board's Report of the Company.

14. DEVIATIONS FROM THE POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

On behalf of the Board of Directors
For INDOSOLAR LIMITED

Place : Greater Noida

Date : 21.08.2015

GAUTAM SINGH KUTHARI

(Director)

DIN: 00945195

H.R. GUPTA
(MANAGING DIRECTOR)

DIN: 00297722

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

The Members,

Indosolar Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indosolar Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Indosolar Limited ("the Company") for the financial year ended on March 31, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable
- (vi) As informed and certified by the management of the Company, there are no specific other laws applicable to the Company based on their sector/ industry.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. Not applicable for financial year 2014-15
- (ii) The Listing Agreements entered into by the Company with The National Stock exchange India Limited (NSE Limited) and BSE Limited:

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has appointed Internal Auditor dated November 14, 2014 which shall be appointed on or before September 30, 2014.
2. The Company has paid excess remuneration to the Managerial Personnel of the Company and approval of Central Government is awaited.
3. The Company has not appointed the Company Secretary during the period under review under the provisions of section 203 of Companies Act 2013

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to the above mentioned observations. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has issued 2,29,85,973 (Two Crores Twenty Nine Lacs Eighty Five Thousand Nine Hundred Seventy Three) equity shares of Rs. 10 (Rupees Ten only) each at an issue price of Rs. 10 (Rupees Ten only) each, out of which 85,32,788 (Eighty Five Lacs Thirty Two Thousand Seven Hundred Eighty Eight) equity shares are being issued against conversion of External Commercial Borrowing (ECB) and unsecured loans and balance 1,44,53,185 (One Crore Forty Four Lacs Fifty Three Thousand One Hundred Eighty Five) equity shares are being issued for cash. Therefore, the Company is raising Rs. 14,45,31,850 (Rupees Fourteen Crores Forty Five Lacs Thirty One Thousand Eight Hundred Fifty only).

Shashikant Tiwari

Partner

For Chandrasekaran Associates

Company Secretaries

Membership No. A28994

Certificate of Practice No. 13050

Date: 10.08.2015

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure - A

The Members

Indosolar Limited

C-12, Friends Colony, New Delhi

Delhi, 110065

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed

provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date:10.08.2015

Place: New Delhi

Shashikant Tiwari

Partner

For Chandrasekaran Associates

Company Secretaries

Membership No. A28994

Certificate of Practice No. 13050

A. CONSERVATION OF ENERGY

1. STEPS TAKEN FOR CONSERVATION OF ENERGY

Conservation measures like installation of 500 KW Captive Solar Plant ,Installation of LED Lightings to reduce power cost to considerable extent.

2. CONSUMPTION OF UNITS OF ENERGY

A. Electric Energy:157.21 (Pr. Year 3.00) lacs units supplied by Power Corporation. 7.02(Pr. Year 2.99) lac units generated by DG Sets.

B. Diesel :

20.20 (Pr. Year .48) lac liters for running DG Sets.

3. STEPS TAKEN BY COMPANY FOR UTILIZING ALTERNATE ENERGY

0.21 Lac Units were generated by the 500 KW Captive Solar Plant in the year 2014-15.

B. TECHNOLOGY ABSORPTION

Form for disclosure of particulars with respect to absorption

Research and Development (R & D)

<p>1. Specific areas in which R & D carried out by the Company</p>	<ul style="list-style-type: none"> • Padded front bus bar solar cells introduced in production at full capacity. • Modification in diffusion process for Higher Efficiency. • Introduction of High end silver paste and aluminium paste to increase efficiency. • Potential Induced Degradation (PID) process developed successfully.
<p>2. Benefits derived as a result of the above R & D</p>	<ul style="list-style-type: none"> • Increase in cell efficiency by 0.4% absolute (from 17.2% to 17.6%) • Reduction in cost of production by 0.03 \$ per watt.
<p>3. Future plan of action</p>	<ul style="list-style-type: none"> • Development of 4 Bus Bar Cells . • Introduction of selective emitter and phosphorous oxy chloride (POCL3) based diffusion process to be implemented in line C.
<p>4. Expenditure on R & D</p> <p>(a) Capital</p> <p>(b) Recurring</p> <p>(c) Total</p> <p>(d) Total R & D expenditure as a percentage of total turnover</p>	<p>Included in the manufacturing cost.</p>

Technology Absorption, Adaptation and Innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation	<ul style="list-style-type: none"> • Efforts to increase throughput of the lines initiated. • PID Process developed successfully.
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	<ul style="list-style-type: none"> • Cost reduction • Reliability improvement of the product
<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)</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>(B)</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) Yes</p> <p>(d) Not Applicable</p> <p>(a) Selective Emitter Technology</p> <p>(b) 2012</p> <p>(c) No</p> <p>(d) Under installation and commissioning</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

(Rs. Crores)

Particulars	For Year 2014-15	For Year 2013-14
Foreign Exchange Earning	291.36	10.16
Foreign Exchange Outgo	5.75	5.52

On behalf of the Board of Directors
For **INDOSOLAR LIMITED**

Place : Greater Noida
Date : 21.08.2015

GAUTAM SINGH KUTHARI
(Director)
DIN: 00945195

H.R. GUPTA
(MANAGING DIRECTOR)
DIN: 00297722

CORPORATE GOVERNANCE REPORT AS ON 31ST MARCH 2015**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Corporate Governance Philosophy of Indosolar Limited rests on the pillars of integrity, accountability, equity, transparency and environmental responsibility that confirms full with laws, regulations and guidelines. The Company's philosophy on corporate governance is to achieve business excellence and maximize stakeholders' value through ethical business conduct. Company's philosophy also includes building partnership with all stakeholders. The Company defines its stakeholders as its Investors, Employees, Customers, Suppliers, Lenders, Associates and the Society at large. The Company continues its commitment to high standards of corporate governance practices.

The Management of your Company commit themselves to:

- (a) Maintain the highest standards of transparency and professionalism in all aspects of decision and transactions;
- (b) Ensure timely dissemination of all price sensitive information and other matters of interest to our stakeholders;
- (c) Ensure that the Board exercises its fiduciary responsibilities towards all stakeholders;
- (d) Comply with the rules and regulations applicable to the Company; and
- (e) Protect interest of all stakeholders.

2. BOARD OF DIRECTORS

The Board of Directors alongwith its Committees provide leadership and vision to the management and supervise the functioning of the Company. The composition of the Board is governed by the Listing Agreement executed with the Stock Exchanges, the Companies Act and provisions of the Articles of Association of the Company.

(A) Composition of Board

The Company has a balanced mix of executive and non-executive independent directors. The Board presently consists of five directors as on 31st March 2015 out of which two are executive and three are non-executive independent directors. The Chairman of the Board is an executive director and more than half of the Board members are non-executive independent directors. The composition of the Board is in compliance with the requirements of clause 49(I)(A) of the Listing Agreement with the Stock Exchanges. All the executive directors are liable to retire by rotation.

(B) Non-Executive Directors' Compensation

The non-executive directors did not have any material pecuniary relationship or transaction with the Company during the year ended 31st March 2015. No stock options were granted to non-executive independent directors during the year under review.

(C) Board Meetings and Last Annual General Meeting

During the year 2014-15, six meetings of the Board of Directors were held on 29th May 2014, 12th Aug 2014 at 11:00 A.M., 12.08.2014 at 6:00 P.M. (two times) , 13th Oct 2014, 14th Nov 2014 and 19th Jan 2015.

The ninth Annual General Meeting (AGM) of your Company was held on 30th September 2014.

The names and categories of directors on the Board, their attendance record, number of directorships and committee positions as on 31st March 2015 are mentioned below:

Name of the director	Category	Attendance at meetings during 2014-15		Total no. of directorships including this company as on 31st March 2015	Total no. of membership of the committees of Board		Total no. of chairmanship of the committees of Board	
		Board (out of 6)	9th AGM on 30th Sep. 2014		Membership in audit and relationship	Membership in other committee stakeholder's committee	Chairmanship in audit and committees	Chairmanship in other
Mr. Bhushan Kumar Gupta	Executive Chairman-Promoter	4	No	1	Nil	Nil	Nil	1
Mr. Hulas Rahul Gupta#	Managing Director-Promoter	6	No	1	2	3	Nil	Nil
Mr. Gautam Singh Kuthari	Non-Executive Independent Director	6	No	3	Nil	Nil	2	2
Mr. Vidyut Manubhai Vora	Non-Executive Independent Director	4	No	1	1	1	Nil	Nil
Ms. Vinati Dev*	Non-Executive Independent Director	3	No	2	1	1	Nil	Nil

#Ceased as a member from the audit committee from 13th Oct 2014 .

*Ms Vinati Dev is appointed in the Board Meeting held on 12th Aug 2014 and also appointed as member of Nomination & Remuneration Committee on 12th Aug 2014 and become member of Audit Committee on 13th Oct 2014.

Notes:

- While considering the total number of directorships, directorships in private companies, foreign companies and section 25 (of Companies Act 1956)/ Sec 8 (of Companies Act 2013) companies have been excluded.
- As per terms of Clause 49(IV)(G)(ia) of the Listing Agreement, it is hereby disclosed that Mr. Bhushan Kumar Gupta, Chairman is the father of Mr. Hulas Rahul Gupta, Managing Director. Except for the relationship between Mr. Bhushan Kumar Gupta and Mr. Hulas Rahul Gupta, there is no other inter-se relationship amongst other directors.
- None of the directors of the Board serve as member of more than 10 Committees nor do they chair more than 5 Committees. The independent Directors of the Company are not serving as the independent Directors in more than 7 listed Company.

(D) Independent Director

The maximum tenure of the independent director is in compliance with the Companies Act 2013 (" Act") . All the Independent Directors has confirmed that they meet the Criteria as mentioned under Clause 49 of the listing agreement and section 149 of the Act.

The terms and condition of the appointment of Independent Directors are disclosed on the website of the Company (www.indosolar.co.in)

(E) Code of Conduct

The Company has prescribed a Code of Conduct for its directors and senior management. The Code of Conduct of the Company has been posted on the website of the Company www.indosolar.co.in. The directors and senior management personnel have affirmed compliance with the Code during the year ended 31st March 2015. The declaration from the Managing Director stating that as of 31st March 2015, all the board members and the senior management personnel have affirmed compliance with the Code of Conduct of the Company has been included in this report.

3. AUDIT COMMITTEE

(A) Terms of Reference

The terms of reference includes the following as is mandated in Clause 49 of Listing Agreement and section 177 of the Companies Act, 2013:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board of Directors, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board of Directors' report in terms of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/applications of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
9. Discussion with internal auditors any significant findings and follow up there on;
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
14. Approval of the appointment of CFO (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(B) Composition, Meetings and Attendance

The composition of the Audit Committee is in compliance with the requirements of Clause 49(II)(A) of the Listing Agreement. As on date, it consists of three members, All of them including the Chairman are non-executive independent directors. All members of the Committee are financially literate and have accounting and related financial management expertise.

During the financial year 2014-15, the Audit Committee met 4 times on 29th May 2014, 12th August 2014, 14th

November 2014 and 19th January 2015 and necessary quorum was present at all meetings. The attendance of the members is noted below:

Name of the member	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Chairman	4
Mr. Vidyut Manubhai Vora	Member	3
Ms. Vinati Dev# **	Member	2
Mr. Hulas Rahul Gupta*	Member	2

Appointed as member in 13th October 2014 on account of reconstitution Audit Committee Meeting

*Ceased to be member of Audit Committee on 13th October 2014.

**Joined audit committee on its re-constitution in the board meeting held on 13th October 2014.

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE (EARLIER INVESTORS' GRIEVANCE COMMITTEE)

(A) Terms of Reference

The terms of reference includes the following:

- (i) To look into the redressal of all shareholders' and investors' complaints; and
- (ii) To seek all information from and inspect all records of the Company relating to shareholders' and investors' complaints.

(B) Composition, Meetings and Attendance

The Stakeholder's Relationship Committee of the Company consists of two members out of which the Chairman is a non-executive independent director and another member is executive director of the Company.

During the financial year 2014-15, the Stakeholder's Relationship Committee met four times on 29th May 2014, 12th August 2014, 14th November 2014 and 19th January 2015 and necessary quorum was present at all meetings. The attendance of the members is noted below:

Name of the member	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Chairman	4
Mr. Hulas Rahul Gupta	Member	4

5. NOMINATION AND REMUNERATION COMMITTEE (EARLIER REMUNERATION COMMITTEE)

(A) Terms of Reference

The terms of reference includes the following:

- (i) To determine the Company's policy on specific remuneration packages including pension rights and other compensation for executive directors and other senior employees of the Company equivalent to or higher than the rank of General Manager;
- (ii) To fix and finalise remuneration including salary, perquisites, benefits, bonuses, allowances, etc.;
- (iii) Fixed and performance linked incentives along with the performance criteria;
- (iv) Increments and Promotions;
- (v) Service Contracts, notice period, severance fees; and
- (vi) Ex-gratia payments.

(B) Composition, Meetings and Attendance

The Nomination And Remuneration Committee of the Company consists of three members and all of them are non-executive independent directors.

During the financial year 2014-15, the Nomination And Remuneration Committee met two times on 12th August 2014 and 14th November 2014 and necessary quorum was present at all meetings. The attendance of the members is noted below:

Name of the member	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Chairman	2
Mr. Vidyut Manubhai Vora	Member	1
Ms. Vinati Dev	Member	2

(C) Remuneration Policy and Remuneration to Directors

(a) Executive Directors:

The remuneration is being paid to only executive Directors in compliance with in compliance to the provisions of the Company's Act 2013 and the policy on remuneration formed by the Company and recommendation of Nomination and Remuneration Committee.

Details of remuneration paid/ payable to the directors for the year under review are given below:

Name of Director	Salary & Perks (in Rs lacs.)	Commission (in Rs. Lacs)	Total (in Rs. Lacs)
Mr. Bhushan Kumar Gupta	73.92	0	73.92
Mr.Hulas Rahul Gupta	73.92	0	73.92

(b) Non-Executive Directors:

The non-executive directors are not paid any remuneration. The Company does not have any material pecuniary relationship or transaction with its non-executive directors. The details are given below:

Name of the non-executive director	Sitting fees (Rs.)	Shareholding in the company
Mr. Gautam Singh Kuthari	NIL	100000
Mr. Vidyut Manubhai Vora	NIL	47711
Ms. Vinati Dev	NIL	0

6. SHARE TRANSFER COMMITTEE

(A) Terms of Reference

The terms of reference includes the following:

- To approve the request for transfer, transmission, etc. of shares;
- To approve the dematerialization and re-materialization of shares;
- To consider and approve, split, consolidation and issuance of duplicate shares; and
- To review from time to time overall working of the secretarial department of the company relating to the shares of the company and functioning of the share transfer agent and other related matters.

(B) Composition, Meetings and Attendance

The Share Transfer Committee of the Company consists of two members out of which the Chairman is a non-executive independent director and another member is executive director of the Company.

During the financial year 2014-15, the Share Transfer Committee met two times on 27th June 2014 and 18th July 2014. The attendance of the members is noted below:

Name of the member	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Chairman	2
Mr. Hulas Rahul Gupta	Member	2

7. SUB-COMMITTEE

(A) Terms of Reference

The terms of reference includes the following:

- To accept the terms and conditions of sanction of financial assistance from the banks and financial institutions.

(B) Composition, Meetings and Attendance

The Sub-Committee of the Company consists of two members, namely Mr. Bhushan Kumar Gupta as the Chairman and Mr. Hulas Rahul Gupta as the members of the Committee. Both the members are executive directors of the Company.

During the financial year 2014-15, the Sub-Committee did not meet.

8. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings of the Company and Special Resolutions passed therein are noted below:

Financial Year	AGM No.	Venue	Day and Date	Time	Whether any Special Resolution Passed
2011-2012	7th	Surya Garden, Palla Bakhtawarpur Road, Village-Alipur, Delhi-110 036	Saturday, 29th September 2012	10.00 AM	Yes
2012-2013	8th	Surya Garden, Palla Bakhtawarpur Road, Village-Alipur, Delhi-110 036	Monday, 30th September 2013	10.00 AM	Yes
2013-2014	9th	Surya Garden, Palla Bakhtawarpur Road, Village-Alipur, Delhi-110 036	Tuesday, 30th September 2014	10.00 AM	Yes

Details of Resolutions passed by way of Postal Ballot

Particulars		Resolution No.1 No. of shares	Resolution No.2 No. of shares	Resolution No. 3 No. of shares	Resolution No. 4 No. of shares	Resolution No. 5 No. of shares	Resolution No. 6 No. of shares
Total number of votes received	e- voting Postal Ballot	5232357 200	5232357 200	5232357 200	5232357 200	5232357 200	5232357 200
Less: No. of Invalid Votes	e- voting Postal Ballot	0 0	0 0	0 0	0 0	0 0	0 0
Less: No. of Votes not Polled	e- voting Postal Ballot	0 0	0 0	0 0	0 0	0 0	0 0
Net valid number of votes cast	e- voting Postal Ballot	5232357 200	5232357 200	5232357 200	5232357 200	5232357 200	5232357 200
Total number of votes which have been cast in favour of the Resolution	e- voting Postal Ballot	5154350 0	5154350 0	5202933 0	5185933 200	5154350 200	5154350 200
Total number of votes which have been cast against the Resolution	e- voting Postal Ballot	78007 200	78007 200	29424 200	46424 0	78007 0	78007 0

The Company, following the due procedure described under the extant rules applicable for postal ballot under the Act had provided the facility of e-voting to the shareholders in addition to physical voting through postal ballot. The Notice of Postal Ballot dated 19.01.2015, was sent to the shareholders, whose names appeared in the Register of Members as at the close of business hours on 23rd January 2015, and accordingly, the voting rights were reckoned on the paid up value of shares registered in the name of the shareholders as on the said date. The mailing of the Notice of Postal Ballot was completed by 05.02.2015. Mr. Deepak Diwan, Advocate, who was appointed as the Scrutinizer to conduct the postal ballot process in fair and transparent manner submitted his report on 13th Day March 2015.

The result of the said postal ballot was communicated to BSE Limited and The National Stock Exchange of India Limited, where the equity shares of the Company are listed. The said results were displayed on the Company's website www.indosolar.co.in, and were published in the newspapers within 48 hours of their declaration.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

9. DISCLOSURES

(a) Familiarization Program for the Board Members

The Board Members are provided with necessary documents and policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic presentations are made to the Board on business and performance of the Company. The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company www.indosolar.co.in

(b) Performance Evaluation

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board's Evaluation Framework. The policy for the evaluation of the performance of Individual Directors including Independent Directors, KMPs, Board and its Committees is the part of the Nomination and Remuneration Policy.

Criteria for performance evaluation of independent directors as laid down by the Nomination and Remuneration committee shall be the part of Annual Report.

(c) Risk Management

Risk evaluation and management is an ongoing process within the organization. The Company has in place a risk management framework under which risks are identified across all business processes of the Company on a continuous basis. Once identified, these risks are systematically categorized as strategic risks, business risks or reporting risks.

(d) Reconciliation of Share Capital

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

(e) Code Practices and Procedure for the Fair Disclosure of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by the insider under SEBI (Prohibition of Insider Trading) Regulations 2015.

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015; the Company has formulated and published on its official website i.e. www.indosolar.com "Code of Fair Disclosure" and "Code of Conduct for Prevention of Insider Trading". All concerned have affirmed their compliance with the said Code during the year under review. As required, a declaration to this effect by the Chairman & Managing Director of the Company is annexed to this report.

(f) Subsidiary Companies

The Company does not have any subsidiary as on 31st March 2015.

Related Party Transactions

The Board of Directors of the Company has approved and adopted a 'Policy for Related Party Transactions' and the same has been uploaded on the website of the Company and can be accessed at: <http://www.indosolar.co.in>

(g) Disclosure on Materially Significant Related Party Transactions

Materially Significant Related Party Transactions during the financial year 2014-15, that may have potential conflict with the interest of the Company at large. The details of the related party transactions as per Accounting Standard-18 form part of Notes to Accounts.

The Company's Policy on Related Party Transactions is available on the Company's Website i.e. www.indosolar.co.in.

There were no materially significant related party transactions that may have potential conflict with the interests of Company at large. Details of all other related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their subsidiaries or relatives etc. are present under Note No 36 to Annual Accounts of the Annual Report.

(h) Disclosure of Accounting Treatment

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standards.

(i) Proceeds from Public Issue, Right Issue and Preferential Issue

The Company has made preferential allotments of 22985973 Equity Shares during the year under review. The proceeds received earlier through the public issue have already been utilized by the Company

(j) Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been provided part of the Directors' Report.

(k) Profile of Directors Seeking Appointment / Re-appointment

The profile of the directors seeking appointment / re-appointment forms part of Notice of AGM.

(l) Details of Non-compliance with regard to Capital Market

With regard to the matters related to capital market, the Company has complied with all the requirements of Listing Agreement as well as SEBI regulations. No penalties were imposed or strictures passed against the Company by the stock Exchanges, SEBI or any other statutory authority during the last three years in this regard.

(m) Details of Compliance with Mandatory Requirements and Adoption of Non-mandatory Requirements of Clause 49 of the Listing Agreement

The Company has complied with all the mandatory requirements as mandated under Clause 49 of the Listing Agreement. A certificate, from Chandrasekaran Associates, Company Secretaries a firm of practicing company secretaries, to this effect has been included in this report.

(n) Vigil Mechanism / Whistle Blower Policy

The Company promotes the ethical behaviour in all its business activities and has put in place a mechanism for importing the illegal or unethical behaviour. The Company has a Vigil Mechanism/ Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct .During the Year under review, no employee approached the Nodal Officer or MD or Chairman Audit Committee. The policy is available on the Company Website www.indosolar.co.in.

(o) Means of Communication

i. Quarterly / Annual Results

The quarterly/annual results and notices as required under Clause 41 of Listing Agreement are published in the Financial Express in English language and Jansatta in Hindi language.

ii. Posting of Information on the Website of the Company

The quarterly/annual results of the Company, shareholding pattern, the official news releases, etc. are regularly posted on its website www.indosolar.co.in.

(p) Details of Unclaimed Shares in terms of Clause 5A of Listing Agreement

In terms of Clause 5A of Listing Agreement, the Company has opened a separate demat suspense account named as "INDOSOLAR LIMITED UNCLAIMED SUSPENSE ACCOUNT" and credited the shares of the Company which are remaining unclaimed by the shareholders allotted pursuant to the Initial Public Offering (IPO).

The details of such unclaimed shares as on 31st March 2015 are set out below:

Particulars	No. of Cases	No. of Shares of Rs. 10 each
Aggregate number of shareholders and outstanding shares in the suspense account lying on 1st April 2014	01	3,385
Number of shareholders who approached to the Company /registrar for transfer of shares from suspense account upto 31st March 2015	0	0
Number of shareholders to whom shares were transferred from suspense account upto 31st March 2015	0	0
Aggregate number of shareholders and outstanding shares in the suspense account lying at the end of the year, i.e. as on 31st March 2015	01	3385
The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.		

The shareholders who have not so far received their shares allotted to them in the IPO are requested to contact by writing to the Company and / or the Registrar and Share Transfer Agents of the Company alongwith necessary documents.

10. GENERAL SHAREHOLDER INFORMATION

- (a) **Annual General Meeting** : 10th Annual General Meeting
 Day and date : Wednesday, the 30th September 2015
 Time : 9 a.m.
 Venue : Mithas Motel & Resort, 92/16, G.T. Karnal Road, Alipur, Delhi-36
- (b) **Financial Calendar for 2015-16 (tentative schedule)**
 Financial year : April 1 to March 31
 Board meetings for approval of quarterly results
 1st quarter ended on 30th June 2015 : on or before 14th August 2015
 2nd quarter ended on 30th September 2015 : on or before 14th November 2015
 3rd quarter ended on 31st December 2015 : on or before 14th February 2016
 Annual results for financial year ended : on or before 30th May 2016
 31st March 2016 (audited)
- (c) **Book closure date** : Tuesday, 23rd day of September 2015 to Tuesday, 30th day of September 2015 (both days inclusive)
- (d) **Dividend payment date** : Not applicable
- (e) **Listing on stock exchanges** : The equity shares of the Company are listed on the following stock exchanges in India:
 i. National Stock Exchange of India Limited (NSE)
 Exchange Plaza, Bandra-Kurla Complex, Mumbai-400050
 ii. BSE Limited (BSE)
 Phiroze Jeejeebhoy Towers
 Dalal Street, Mumbai – 400 001
- (f) **Stock code for equity shares**
 National Stock Exchange of India Limited (NSE) : INDOSOLAR
 Bombay Stock Exchange Limited (BSE) : 533257
 ISIN : INE866K01015
- (g) **CIN** : L18101DL2005PLC134879
- (h) **Market price data**
 i. Monthly high, low quotations and trading volumes of the Company's equity shares during the financial year 2013-14 at NSE and BSE are noted below:

(Face value of Rs. 10 each)

Stock Exchange	NSE			BSE		
	High (Rs.)	Low (Rs.)	No. of shares traded	High (Rs.)	Low (Rs.)	No. of shares traded
Apr. 2014	2.23	1.74	16,21,941	2.23	1.74	2,459
May 2014	2.83	1.61	16,06,160	2.83	1.61	3,574
June 2014	6.66	2.97	14,79,516	6.66	2.97	17,451
July 2014	9.20	6.05	13,01,977	9.2	6.05	12,765
Aug. 2014	8.46	5.90	16,16,017	8.46	5.90	8,388
Sep. 2014	7.60	5.80	16,42,033	7.6	5.80	9,876
Oct. 2014	6.68	5.40	26,51,946	6.68	5.40	5,053
Nov. 2014	7.23	5.25	12,49,541	7.23	5.25	6,744
Dec. 2014	6.76	4.84	45,68,508	6.76	4.84	5,131
Jan. 2015	15.83	5.80	33,70,855	15.83	5.80	65,188
Feb. 2015	20.43	13.60	20,06,987	20.43	13.60	63,189
Mar. 2015	18.45	13.15	29,89,954	18.45	13.15	2,459

ii. Market capitalization:

Market capitalization	NSE	BSE
As on 31st March 2015 (Rs.)	533,61,37,000	533,61,37,000

iii. Performance in comparison to BSE Sensex:

Month	BSE Sensex		Indosolar Limited	
	High	Low	High (Rs.)	Low (Rs.)
Apr. 2014	22,939.31	22,197.51	2.23	1.74
May 2014	25,375.63	22,277.04	2.83	1.61
June 2014	25,725.12	24,270.20	6.66	2.97
July 2014	26,300.17	24,892.00	9.2	6.05
Aug. 2014	26,674.38	25,232.82	8.46	5.90
Sep. 2014	27,354.99	26,220.49	7.6	5.80
Oct. 2014	27,894.32	25,910.77	6.68	5.40
Nov. 2014	28,822.37	27,739.56	7.23	5.25
Dec. 2014	28,809.64	26,469.42	6.76	4.84
Jan. 2015	29,844.16	26,776.12	15.83	5.80
Feb. 2015	29,560.32	28,044.49	20.43	13.60
Mar. 2015	30,024.74	27,248.45	18.45	13.15

(i) Registrar and share transfer agents

Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi-110028, Phone No.-011-41410592-94, Fax No.-011-41410591, E. Mail: delhi@linkintime.co.in, Website: linkintime.co.in, Contact person: Mr. V. M. Joshi-V. P. North India Operations.

(j) Share transfer system

Shares lodged for transfer at the Registrar's address are normally processed and approved by Share Transfer Committee on a fortnight basis, provided the documents are complete in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 15 days. Grievances and other miscellaneous correspondence on change of address, mandates etc. received from Members, are processed by the Registrar and Company within 30 days.

Pursuant to Clause 47 (c) of the Listing Agreement, the Company obtains certificate from a practicing Company Secretary on half-yearly basis to the effect that all transfers are completed in the statutorily stipulated time period. A copy of the certificate, so received, is submitted to both Stock Exchanges where the shares of the Company are listed.

All communications regarding change of address, transfer of shares and change of mandate (if the shares are held in physical form) can be addressed to our registrar and share transfer agents- Link Intime India Private Limited.

(k) Shareholding

(a) The distribution of shareholding of the Company as on 31st March 2015 is as under:

Shareholding of nominal value (Rs.)	No. of shareholders	% to total shareholders	Nominal amount of shares held of Rs. 10 each	% to total nominal amount
Upto 2,500	16956	33.29	2,21,64,290	0.62
2,501 - 5,000	11128	21.85	4,37,81,370	1.22
5,001 - 10,000	9251	18.16	7,74,70,850	2.16
10,001 - 20,000	7010	13.76	11,76,09,770	3.28
20,001 - 30,000	1790	3.51	4,72,11,200	1.32
30,001 - 40,000	906	1.78	3,36,63,230	0.94
40,001 - 50,000	1013	1.99	4,91,55,110	1.37
50,001 - 1,00,000	1426	2.80	11,13,43,450	3.11
1,00,001 & Above	1461	2.87	307,89,00,730	85.97
Total	50941	100.00	358,13,00,000	100.00

(b) Shareholding pattern of the Company as on 31st March 2015 is as under:

Category of shareholders	No. of shares of Rs. 10 each	% to total shares
Promoter and Promoter Group	20,28,40,970	56.64
Financial Institutions/Banks	1,56,09,513	4.36
Foreign Institutional Investors	0	0
Bodies Corporate	2,19,71,680	6.14
Individual shareholders holding nominal share capital upto Rs. 1 lakh	4,52,30,410	12.63
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5,95,82,304	16.64
Trusts	17,444	0.00
Non-Resident Indians	21,13,875	0.59
Overseas Corporate Bodies	36,40,579	1.02
Clearing Members	5,57,044	0.16
Hindu Undivided Families	65,66,181	1.83
TOTAL	35,81,30,000	100.00

(l) Dematerialization of shares and liquidity

The shares of the Company are available for trading in the depository system of both National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March 2014, 3 equity shares of Rs. 10/- each forming 98.50% of the share capital of the Company stands dematerialized. The entire equity shares of the Company are listed at NSE and BSE and thus are liquid.

(m) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments.

(n) Plant locations

3C/1, Ecotech-II, Udyog Vihar, Greater Noida-201306, Uttar Pradesh

(o) Status of investors' complaints

The status of investors' complaints as on 31st March 2014 is as follows:

Number of complaints as on 1st April 2014	Nil
Number of complaints received during the Financial Year 2014-15	2
Number of complaints resolved upto 31st March 2015	2
Number of complaints pending as on 31st March 2015	Nil

The complaints received were in the nature of non-receipt of annual report.

There were no pending requests for transfer of shares of the Company as on 31st March 2015.

(p) Name, designation and contact details of Compliance Officer

Mr. Sandeep Kumar Chopra, Company Secretary, is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

Indosolar Limited

3C/1, Ecotech-II, Udyog Vihar, Greater Noida-201306, Uttar Pradesh

Tel. No. : +91-120-4762500; Fax No.: +91-120-4762525

E. mail: investors@indosolar.co.in

(q) Address for correspondence : Corporate Office**Indosolar Limited**

3C/1, Ecotech-II, Udyog Vihar, Greater Noida-201306, Uttar Pradesh

Tel. No. : +91-120-4762500; Fax No.: +91-120-4762525

E. mail: investors@indosolar.co.in

CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

We, Hulas Rahul Gupta, Managing Director and Anand Kumar Agarwal, Chief Financial Officer of INDOSOLAR LIMITED, to the best of our knowledge and belief hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
- significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Greater Noida

Date: 21.08.2015

H.R. Gupta
(Managing Director)
DIN: 00297722

A.K. AGARWAL
(Chief Financial Officer)

**Declaration for Compliance with the Code of Conduct of the Company
as per Clause 49(I)(D)(ii) of Listing Agreement**

I, Hulas Rahul Gupta, Managing Director of Indosolar Limited declare that as of 31st March 2014, all board members and senior management personnel have affirmed compliance with Code of Conduct of the Company.

Place: Greater Noida
Date: 21.08.2015

H.R. GUPTA
(Managing Director)
DIN: 00297722

CERTIFICATE ON CORPORATE GOVERNANCE

Indosolar Limited
C-12, Friends Colony, New Delhi
Delhi, 110065

We have examined all relevant records of Indosolar Limited (the Company) for the purpose of certifying of the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the financial year ended 31st March 2015. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Clause 49 of the Listing Agreement.

For Chandrasekaran Associates
Company Secretaries

Date: 10.08.2015
Place: New Delhi

Shashikant Tiwari
Partner
Membership No. A28994
Certificate of Practice No. 13050

INDEPENDENT AUDITOR'S REPORT

To the Members of Indosolar Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Indosolar Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2015, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements

4. Basis of Qualification

- a) *The Company has made a profit in the current quarter though on a full year basis it has continued to incur losses resulting in further erosion of its net worth which had already been fully eroded as at 31 March 2014. Further the Company has not met its liabilities (Rs. 26522.78 lakhs) due on the first corporate debt restructuring package and on account of purchase of materials and capital goods (Rs. 3,866.32 lakhs). The Company has therefore approached the bankers for a second corporate debt restructuring package on the basis of a technical economic viability study conducted by an external expert.*
- b) *As per the Company, despite significant downturn in global market, as a result of several initiatives by Government of India, the domestic market has been showing an upturn of late resulting in the Company having obtained orders for 132.65 MW in the current year which has resulted in recommencement of production in the current year ended 31 March 2015 which is expected to ensure full capacity utilization upto May 2015. The note also expands on certain measures taken/expected to be announced by the Government to support domestic manufacturers in India including the domestic content requirement, viability gap funding etc.*
- c) *The Company's claim to it being eligible for certain capital incentives is still under litigation. (Note 35)*
- d) *The dispute with MP Urja regarding the turnkey contract and the likely impact of the customers claim is uncertain. (Note 42)*

- e) *The Company has not been able to meet its commitment to customs authorities on the basis of which the company imported certain raw materials and machinery without payment of customs duty. (Note 35)*

On the basis of its overall evaluation of the above factors and as per the techno-economic viability study conducted by an external expert, the Company believes that there is no impairment in respect of carrying value of its fixed assets including capital work in progress as at 31 March 2015 and it is appropriate to prepare the accounts on a going concern basis. In our view, the full erosion of net worth, inability of the Company to meet certain material liabilities and commitments, the fact that the impact of the government decisions (some of which are yet to be announced) would be known only in future, the uncertainty of outcome of various litigations and claims and uncertainty regarding whether the second corporate debt restructuring package (which, as informed to us is under consideration by the bankers) would be sanctioned or not create material uncertainties (even though the procurement of certain orders during the year resulting in full resumption of production is a positive factor). Therefore, the quantum of impairment in respect of carrying value of fixed assets cannot be determined as at present and material uncertainties exist regarding the use of going concern assumption in preparing the financial statements.

5. Qualified opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2015, its loss and its cash flows for the year ended on that date.

6. Emphasis of matter

Without qualifying our opinion, attention is invited to note 36, with regard to managerial remuneration paid by the Company amounting to Rs. 97 lakhs for the year ended 31 March 2015, which is in excess of the limits specified under schedule V read with section 197 of the Companies Act, 2013 and in respect of which Central Government approval as required under the provisions of the Companies Act, 2013, is pending. The impact if any of this on the financial statement is not ascertainable at present.

7. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ('Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the said Order.

As required by section 143(3) of the Companies Act, 2013, we report that:

- a. We have sought and, except for the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2013; and
- e. The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company
- f. On the basis of written representations received from the directors as on 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 41 to the financial statement;
- ii. The Company did not have any long term contracts including derivative contracts for which there were any foreseeable losses; and
- iii. The Company did not have any dues on account of Investor Education and Protection Fund.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W

VIKRAM ADVANI
Partner
Membership No.: 091765

Place : New Delhi
Date : 4 May, 2015

ANNEXURE REFERRED TO IN PARAGRAPH 6 OF THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDOSOLAR LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are physically verified by the management in a phased manner over a period of two years. In accordance with such phased programme, 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 nature of its fixed assets. As informed to us, no discrepancies have been noticed on such verification.
- (ii) (a) According to the information and explanations given to us, the inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. Further, as informed, there are no stocks lying with third party.
(b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) According to the information and explanations given to us, and on the basis of our examination of the records of inventories, we are of the opinion that the Company is maintaining proper records of inventories. As informed to us, the discrepancies noticed on physical verification of inventories as compared to the book records were not material.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies or other parties covered in the register maintained under section 189 of the 2013 Act. Accordingly, paras 3 (iii) (a) and (b) of the Order are not applicable. There are no firms covered in the register required under section 189 of the Act.
- (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 did not observe any major weakness in internal controls during the course of our audit.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by Central government for maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Sales tax, Wealth tax, Service tax, Excise duty, Custom duty, Value added tax, Cess and other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities.

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, Custom duty, Value added tax, Cess and other material statutory dues were in arrears as at 31 March 15 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, and on the basis of the records of the Company examined by us, there are no dues of Income tax, Wealth tax, Service tax, Sales tax, Customs duty and Excise duty which have not been deposited with the appropriate authorities on account of any dispute except as mentioned below:

Name of the statute	Nature of the dues	Amount in Rupees (lakhs)	Amount deposited	Period to which the amount relates	Forum where dispute is pending
Customs Act, 1962*	Customs duty	9,430.19	–	2010-11 and 2011-12	Commissioner, Customs, Central Excise & Service Tax

*Amount as per the show cause notice.

- (c) According to the information and explanations given to us, and on the basis of the records of the Company examined by us, no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The accumulated losses of the Company at the end of the financial year are more than fifty percent of its net worth. The Company has incurred cash losses during the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, and on the basis of our examination of the books of account and related records, *the Company has defaulted in repayment of dues to its bankers*. The Company did not have any outstanding dues to debenture holders during the year.

Nature of the lender	Nature of dues	Amount in rupees (lakhs)	Period to which it relates
Andhra Bank	Interest on secured loans	3,498.79	July 2013- March 2015
Andhra Bank	Principal amount	1,287.27	January 2014- March 2015
Bank of Baroda	Interest on secured loans	2,384.74	July 2013- March 2015
Bank of Baroda	Principal amount	1,274.29	January 2014- March 2015
Corporation Bank	Interest on secured loans	3,223.80	April 2013- March 2015
Corporation Bank	Principal amount	1,412.58	January 2014- March 2015
Indian Bank	Interest on secured loans	2,414.33	April 2013- March 2015
Indian Bank	Principal amount	1,037.30	January 2014- March 2015
Union Bank of India	Interest on secured loans	5,446.97	April 2013- March 2015
Union Bank of India	Principal amount	2,552.70	January 2014- March 2015
Interest on interest	Interest on secured loans	3,498.79	August 2014- March 2015

- (x) 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;
- (xi) According to the information and explanations given to us, term loans have been applied for the purpose for which such loans were obtained.
- (xii) 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 & Co. LLP**
Chartered Accountants
Firm registration number: 101248W

VIKRAM ADVANI
Partner

Place : New Delhi
Date : 4 May, 2015

Membership No.: 091765

BALANCE SHEET AS AT 31ST MARCH 2015

(All amounts in Rupees lakhs, unless otherwise stated)

PARTICULARS	NOTE	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	2	36,763.00	34,464.40
(b) Reserves and surplus	3	(46,464.57)	(38,601.64)
		(9,701.57)	(4,137.24)
2 Non-current liabilities			
(a) Long-term borrowings	4 and 6	59,776.34	72,927.59
(b) Other long-term liabilities	7	–	6,688.70
(c) Long-term provisions	8	25.57	16.58
		59,801.91	79,632.87
3 Current liabilities			
(a) Short-term borrowings	5	8,739.12	7,239.24
(b) Trade payables	9	1,131.02	1,410.15
(c) Other current liabilities	10	52,495.53	31,910.34
(d) Short-term provisions	8	12.24	1.44
		62,377.91	40,561.17
	TOTAL	112,478.25	116,056.80
ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11(a)	46,992.41	49,160.37
(ii) Intangible assets	11(b)	0.53	1.44
(iii) Capital work-in-progress	11(c)	57,423.09	56,911.00
		104,416.03	106,072.81
(b) Deferred tax assets (net)	12	–	–
(c) Long-term loans and advances	13	943.17	1,126.74
(d) Other non-current assets	14	205.41	3,252.09
		1,148.58	4,378.83
2 Current assets			
(a) Inventories	15	2,223.70	3,672.41
(b) Trade receivables	16	156.54	331.48
(c) Cash and bank balances	17	2,450.88	221.12
(d) Short-term loans and advances	13	2,029.92	1,311.46
(e) Other current assets	14	52.60	68.69
		6,913.64	5,605.16
	TOTAL	112,478.25	116,056.80
Significant accounting policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report attached.

For **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W

VIKRAM ADVANI

Partner

Membership No.091765

Place : New Delhi

Date : 4 May, 2015

2 to 44

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

B.K. GUPTA

Chairman

DIN:00168071

Place : New Delhi

Date : 4 May, 2015

H.R. GUPTA

Managing Director

DIN:00297722

Place : New Delhi

Date : 4 May, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

(All amounts in Rupees lakhs, unless otherwise stated)

PARTICULARS		For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
1 Revenue from operations			
Sale of product (gross)	18	29,193.54	1,539.33
Less : excise duty		0.27	0.45
Sale of product (net)		29,193.27	1,538.88
Other operating revenue	18	404.01	27.97
2 Other income	19	392.16	242.58
3 Total revenue		29,989.44	1,809.43
4 Expenses			
Cost of material consumed	20	18,542.47	101.54
Purchase of stock in trade	21	326.01	518.67
Change in inventories of finished goods and work in progress	22	986.11	621.09
Employee benefits expenses	23	1,038.53	313.05
Other expenses	24	3,931.56	2,856.28
Total expenses		24,824.68	4,410.63
5 Profit/(Loss) before finance costs, depreciation/ amortisation cost and exceptional items		5,164.76	(2,601.20)
6 Finance costs	25	10,283.43	8,075.45
7 Depreciation and amortisation expense	26	2,698.34	3,018.70
8 Profit/(Loss) before exceptional items and tax		(7,817.01)	(13,695.35)
Exceptional items gain/ (loss)	6 (iii) (f)	–	–
Profit/(Loss) before tax		(7,817.01)	(13,695.35)
Tax expense		–	–
Loss for the year		(7,817.01)	(13,695.35)
(Loss) per equity share (par value Rs. 10 per share)	27		
– Basic		(2.26)	(4.09)
– Diluted		(2.26)	(4.09)
Significant accounting policies	1		

The accompanying notes form an integral part of the financial statements.

2 to 44

As per our report attached.

For **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W

VIKRAM ADVANI

Partner

Membership No.091765

Place : New Delhi

Date : 4 May, 2015

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

B.K. GUPTA

Chairman

DIN:00168071

Place : New Delhi

Date : 4 May, 2015

H.R. GUPTA

Managing Director

DIN:00297722

Place : New Delhi

Date : 4 May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(All amounts in Rupees lakhs, unless otherwise stated)

PARTICULARS	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	(7,817.01)	(13,695.35)
<i>Adjustments for:</i>		
Depreciation	2,698.34	3,018.70
Interest expense	10,090.82	7,959.58
Interest income from fixed deposits	(136.56)	(241.17)
Interest on income tax refund	(2.00)	(1.36)
Provision no longer required written back	(7.08)	
Excess provision no longer required written back	(354.62)	(5.11)
Provision for doubtful debts	50.00	37.08
Bad debts written off	–	131.98
Demurrage/detention charges	–	1,308.36
Unrealised exchange loss (net)	179.78	624.04
Operating profit before working capital changes	4,701.67	(863.25)
<i>Changes in operating assets and liabilities:</i>		
Increase/(Decrease) in provisions	19.79	(19.55)
Increase/(Decrease) in trade payables	532.38	(3,396.66)
Decrease in other current assets	49.44	49.57
Decrease/(increase) in trade receivables	295.06	1,288.58
Decrease/(increase) in inventories	1,448.71	372.76
(Increase)/decrease in loans and advances	(890.81)	115.02
Increase in other current liabilities	1,728.24	170.98
Cash used from operations	7,884.48	(2,282.55)
Direct taxes refund received (net)	18.42	11.08
Net cash used from operations	7,902.91	(2,271.47)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(7,850.64)	(651.36)
Proceeds from fixed deposits on maturity	6,772.74	247.69
Amount invested in fixed deposit	(5,785.25)	–
Interest received	742.95	35.36
Net cash used from investing activities	(6,120.21)	(368.31)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

PARTICULARS	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
C. Cash flow from financing activities		
Proceeds from issue of share capital	1,445.32	–
Proceeds from loan taken	3,251.42	7,167.29
Repayment of loans	(5,122.70)	(2,223.38)
Interest paid	(529.50)	(2,129.67)
Net cash generated from financing activities	(955.46)	2,814.24
Net increase in cash and cash equivalents	827.24	174.46
Opening cash and cash equivalents	200.35	25.89
Add: Exchange loss/(gain) on foreign currency in hand	–	–
Closing cash and cash equivalents	1,027.59	200.35
Cash and cash equivalent comprises:		
Cash in hand	4.81	0.14
Balances with scheduled banks	1,022.78	200.21
	1,027.59	200.35

Notes:

- a) The above cash flow statement has been prepared in accordance with the 'Indirect method' as set out in the Accounting Standard 3 – Cash Flow Statements as specified in the Companies (Accounting Standards) Rules, 2006.
- (b) Significant accounting policies and the accompanying notes form an integral part of the cash flow statement. As per our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W

VIKRAM ADVANI
Partner
Membership No.091765
Place : New Delhi
Date : 4 May, 2015

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

B.K. GUPTA
Chairman
DIN:00168071
Place : New Delhi
Date : 4 May, 2015

H.R. GUPTA
Managing Director
DIN:00297722
Place : New Delhi
Date : 4 May, 2015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015
(All amounts in Rupees lakhs, unless otherwise stated)**Corporate Information**

Indosolar Limited is the leading Indian manufacturer of solar photovoltaic cells. The Company's manufacturing facility is located at Greater Noida, Uttar Pradesh.

1 SIGNIFICANT ACCOUNTING POLICIES**i. Basis of preparation**

These financial statements have been prepared and presented on a going concern basis, under the historical cost convention on an accrual basis of accounting and comply with the Indian Generally Accepted Accounting Principles (GAAP) and comply with the accounting standards, as prescribed by the Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India to the extent applicable, as adopted consistently by the Company. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are presented in Indian rupees rounded off to the nearest lakhs.

The Company has made a profit in the last quarter though on a full year basis company has made a loss resulting in full erosion of its net worth as at 31 March 2015. During the previous year, on erosion of more than 50% of peak net worth, the Company made reference to BIFR (Board of Industrial and Financial Reconstruction) on 22 November 2013 in accordance with the requirements of Sick Industrial Companies Act, 1985. The Solar industry witnessed turmoil owing to significant downturn in the global market due to structural over supply situation resulting in a significant reduction in prices of PV cells. However, the domestic market as a result of several government initiatives to enhance solar power capacity in India has been showing an upturn off late. The Company which had not been able to utilize its capacity for a significant part of the last two years has recently won orders aggregating to 132.65 MW for an aggregate consideration of Rs. 37,500 lakhs, as a result of which the plant has recommenced commercial production and utilised full capacity in the current year ending 31 March 2015. Due to the prevailing conditions, the actual net cash inflows in the year ended 31 March 2015 and year ended 31 March 2014 have been significantly lower than the projections for the same period incorporated in the first CDR package. Accordingly, the cash flow projections approved as part of the first CDR package continues to be unreliable and future cash flows in the light of prevailing conditions are not determinable. Due to continued liquidity issues, the Company had approached the bankers for a second Corporate Debt Restructuring Package and the same is under active consideration with all consortium member banks.

As at 31 March 2015, the networth is fully eroded. On an overall basis as on 31 March 2015, the short term liabilities exceed the short term assets by Rs 55,464.27 lakhs, including an amount of INR 26,522.78 lakhs, became payable as per the terms of the first Corporate Debt Restructuring package and further an amount of INR 21,210.94 lakhs will become repayable by 31 March 2016. The above includes, outstanding foreign currency liabilities for purchase of raw material and capital goods aggregating to Rs. 3,866.32 lakhs which are outstanding for a period of more than 3 years as at 31 March 2015. Further as explained in Note 35, the Company has not met its NFE obligations 5 years after commencement of business nor has it been able to set up Line C within the stipulated time permitted under Custom regulations in respect of duty free import of capital goods.

During the previous year, there have been some key policy announcements in the guidelines issued under the 'Jawaharlal Nehru National Solar Mission (JNNSM), Phase-II, Batch-I' that provided for bidding with domestic content requirement (both PV/ thin film based cells and modules must be manufactured in India). Certain Public Sector Units (PSU) have also announced solar installation plans with domestic content requirement. The guidelines issued under JNNSM provide that such projects shall be incentivised by way of 'Viability Gap Funding' and the extent of funding shall be determined basis the project cost of setting up of such projects. The impact of these policy decisions in terms of pricing and orders placed on the Company shall be known only in the next few quarters.

On the regulatory side, the Anti Dumping Duty application filed by Solar Manufacturers Association of India dated 18th January 2012, has been withdrawn by the association in view of the government's assurance of its intention to support domestic industry and meet its ambitious targets of solar installation.

Considering the domestic content requirements as put out in the guidelines and other expression of interests issued by certain PSUs, procurement of recent orders and resumption of fully capacity production since the previous quarter and a techno economic viability conducted by an external expert which forms the basis of the application for seeking

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

a second Corporate Debt Restructuring package, management believes that there is no impairment in respect of the carrying value of its fixed assets including capital work in progress as at 31 March 2015 and that it is appropriate to prepare the accounts on a going concern basis. The issue relating to the Company's eligibility for certain capital incentives is currently under litigation and the outcome is not known at present.

ii. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period and the reported amounts of income and expenses during the reporting period. Examples of estimates amongst others, includes provisions of future obligations under employee benefit plans, the useful lives of fixed assets, provision for warranties and sales returns, customer claims, provision for price changes and impairment of assets. Actual result could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in the current and future periods.

iii. Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The company's normal operating cycle is 12 months.

iv. Revenue recognition*Sale of goods*

Revenue from sale of goods is recognised when significant risks and rewards of ownership in the goods are transferred to the customers. The amount recognised as revenue is exclusive of duties, taxes and is net of returns and discounts.

Interest income

Interest income is recognised using the time proportionate method, based on the applicable interest rates.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)**v. 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.

Consumable stores are charged to the Statement of Profit and Loss at the point of purchase.

Stock of scrap and waste is valued at estimated realisable value. Machinery spares that are of regular use are charged to Statement of Profit and Loss as and when consumed.

vi. Fixed assets

Fixed assets including machinery spares are stated at cost of acquisition or construction 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 cost 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.

Exchange differences (favorable as well as unfavorable) arising in respect of transaction/settlement of long term foreign currency borrowing attributable to the acquisition of depreciable asset are also included in the cost of the asset.

Cost of assets not ready for use 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.

vii. Depreciation*Tangible assets*

Depreciation on fixed assets is provided using the straight line method as per the estimated useful lives of the fixed assets estimated by the management.

Pursuant to Companies Act, 2013 ('the Act') being effective from 1 April 2014, the Company has aligned the depreciation rates based on the useful lives as specified in Part 'C' of Schedule II to the Act, except for certain items of Plant and machinery which has been depreciated over life of twenty five years and for Machinery spares which have been depreciated over life of five year on pro rata basis where the management estimate of useful life is higher/shorter than that envisaged in the aforesaid schedule. Based on internal technical evaluation and external advice received, the management believes that the useful lives as considered for arriving at depreciation rates, best represent the period over which management expects to use these assets.

Depreciation on addition to fixed assets is provided on pro-rata basis from the first day of month when the assets are put to use. Depreciation on sale/deduction from fixed assets is provided for up to the date of sale, deduction as the case may be.

Intangible assets

The intangible assets are amortized over a period of five years, which in the management's view represents the economic useful life. Amortization expense is charged on a pro-rata basis for assets purchased during the year. The appropriateness of the amortization period and the amortization method is reviewed at each financial year-end.

viii. Impairment

The carrying amounts of the Company's assets are reviewed at each reporting date in accordance with Accounting Standard - 28 on 'Impairment of assets' to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated as higher of its net selling price and value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed 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, had no impairment loss been recognised.

ix. Operating leases

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

x. 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 Statement of Profit and Loss. 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 Statement of Profit and Loss.

In accordance with Accounting Standard 11, "Accounting for the effects of changes in foreign exchange rates", exchange differences arising in respect of long term foreign currency monetary items used for acquisition of depreciable capital asset, are added to or deducted from the cost of asset and are depreciated over the balance life of asset.

In respect of forward exchange contracts taken by the Company for hedging purposes, the premium or discount on such contracts is amortized as income or expense over the life of the contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognised as an income or expense for the period. The exchange difference on such a forward exchange contract is calculated as the difference between-

- (a) the foreign currency amount of the contract translated at the exchange rate at the Balance Sheet date, or the settlement date where the transaction is settled during the reporting period; and
- (b) the same foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

xi. 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.

xii. Earnings per share

Basic earning per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares except where the results would be anti-dilutive.

xiii. Borrowing costs

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Company in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of those tangible fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are recognised as expense in the period in which they are incurred. In determining the amount of

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

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.

Expenses incurred on commitment charges and other ancillary costs related to availing of loan facility or loan commitment from banks are amortised over the period of loan commencing from the first drawdown of such loans. Until such commencement of amortisation, they are disclosed in the financial statements as unamortised borrowing cost.

xiv. 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 Statement of Profit and Loss in the financial year to which they relate.

- 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 rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

- Other long term employee benefit:

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. The Company accounts for the liability for compensated absences payable in future and long service awards based on an independent actuarial valuation using the projected unit credit method as at the year end. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

xv. Provisions and contingencies

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.

xvi. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and fixed deposits with banks with an original maturity of three months or less.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

2. SHARE CAPITAL

Particulars	As at	
	31st March, 2015	31st March, 2014
Authorised share capital		
400,000,000 (Previous year 400,000,000) equity shares of Rs. 10 each	40,000.00	40,000.00
100,000,000 (Previous year 100,000,000) preference shares of Rs. 10 each	10,000.00	10,000.00
Issued, subscribed and paid up shares		
358,130,000 (Previous year 335,144,027) equity shares of Rs. 10 each	35,813.00	33,514.40
9,500,000 (Previous year 9,500,000) preference shares of Rs. 10 each	950.00	950.00
Total	36,763.00	34,464.40

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

Equity Shares	As at		As at	
	31st March, 2015		31st March, 2014	
	Number ('000)	Amount	Number ('000)	Amount
At the beginning and at the end of the year	335,144.03	33,514.40	335,144.03	33,514.40
Add : Fresh issue of share*	22,985.97	2,298.60	–	–
At the end of the year	358,130.00	35,813.00	335,144.03	33,514.40
Preference shares				
At the beginning of the year	9,500.00	950.00	9,500.00	950.00
Add : Fresh issue of share	–	–	–	–
At the end of the year	9,500.00	950.00	9,500.00	950.00

* Includes 8,532,788 equity shares of Rs. 10 each issued against conversion of unsecured loan.

b. Term and rights attached to shares:

Equity shares

The Company has only one type of equity share having par value of Rs. 10. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is entitled to one vote per share except, in respect of any shares on which any calls or other sums payable have not been paid. The Company pays and declares dividends in Indian Rupees. The dividend proposed, if any, by the Board of directors is subject to approval of shareholders in the ensuing Annual General Meeting. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Preference shares

During the previous year, the Company has issued zero coupon 9,500,000 non convertible, non cumulative redeemable preference shares having par value of Rs. 10 each per share. The preference shares are redeemable after seven years from the date of allotment or after full repayment of existing loans taken by the Company from its bankers, whichever is later. The Company may, as decided by the Board of directors of the Company, pay maximum 100% of face value as premium on redemption.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

c. Particulars of shareholders holding more than 5%:

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number ('000)	% of Total Shares in the class	Number ('000)	% of Total Shares in the class
Equity shares of Rs. 10 each fully paid				
Bhushan Kumar Gupta (Chairman)	56,500.00	15.78%	56,500.00	16.86%
Hulas Rahul Gupta (Managing Director)	80,385.49	22.45%	80,385.49	23.99%
Greenlite Lighting Corporation	65,600.47*	18.32%	45,114.50	13.46%
Preference shares of Rs. 10 each fully paid				
Golden Equity Private Limited	9,500.00	100.00%	9,500.00	100.00%

* Includes 6,032,788 equity shares of Rs. 10 each issued against conversion of unsecured loan.

d. Aggregate number of shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding 31 March 2015

- No shares have been issued for consideration other than cash during the period of five years immediately preceding 31 March 2015.
- No shares have been bought back during the five-year period ended 31 March 2015 and 31 March 2014.

3. RESERVES AND SURPLUS

Particulars	As at 31st March, 2015	As at 31st March, 2014
Securities premium account		
At the commencement of the year	21,487.58	21,487.58
Premium on issue of shares	–	–
Utilised during the year	–	–
Closing balance	21,487.58	21,487.58
(Loss) in the Statement of Profit and Loss		
At the commencement of the year	(60,089.22)	(46,393.86)
Add: Depreciation pursuant to companies act 2013	(45.92)	–
Add: (Loss) for the year	(7,817.01)	(13,695.36)
Net (loss) in the Statement of Profit and Loss	(67,952.15)	(60,089.22)
Total Reserves and surplus	(46,464.57)	(38,601.64)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

4. LONG TERM BORROWINGS *

Particulars	Non-current portion		Current maturities	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Facility A - Term Loan (secured) # @	26,542.85	29,989.98	7,928.39	4,481.26
Facility B - Priority Medium Term Loan (secured) # @	-	-	11,220.67	10,070.67
Facility C - Working Capital Term Loan (secured) # @	7,622.64	8,612.59	2,276.89	1,286.94
Facility D - Funded Interest Term Loan (secured) # @	6,620.76	8,459.87	2,574.74	735.64
Term loan from Union Bank (secured) @	17,556.00	860.00	5,244.00	128.51
Deferred Payment Liability (refer note 6(iii)(c)) (secured) @	-	23,276.66	-	3,478.12
Vehicle loan (secured)	-	-	-	-
Loan from related party:				
Loan from shareholders (unsecured) {Refer note 6 (ii) and note 44}	1,434.09	1,478.49	-	-
Loan from other parties (unsecured) {Refer note 6 (ii)}	-	250.00	-	-
	59,776.34	72,927.59	29,244.69	20,181.14
Total above amount includes				
Secured borrowings	58,342.25	71,199.10	29,244.69	20,181.14
Unsecured borrowings	1,434.09	1,728.49	-	-
	59,776.34	72,927.59	29,244.69	20,181.14
Less: Amount disclosed under "Other current liabilities" (Refer note 10)	-	-	(29,244.69)	(20,181.14)
	59,776.34	72,927.59	-	-

* Refer note 6

Also refer note 6 (iii) (b)

@ Also refer note 6 (iii) (g)

5. SHORT TERM BORROWINGS *

Particulars	As at 31st March, 2015	As at 31st March, 2014
Cash credit loans repayable on demand (secured)	3944.34	4,123.75
Buyers credit (secured)**	830.67	-
Short term borrowing from bank	3964.11	3,115.49
Bill discounted (secured)	-	-
	8739.12	7,239.24
Total above amount includes		
Secured borrowings	8739.12	7,239.24
Unsecured borrowings	-	-

* Refer note 6

** Against import of Plant & Machinery to be paid out of Priority Term Loan

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

i) Principal terms of repayment, rate of interest and security for borrowings during the current year

Nature of Security	Terms of repayment and rate of interest
<p>a) Facility A - Term Loans [Rs. 34471.24 (Previous year: Rs. 34471.24)]</p> <p>(i) First pari passu charge on fixed assets both present and future.</p> <p>(ii) Second pari passu charge on all moveable properties including moveable machinery, machinery spares, tools and accessories, book debts, current assets, present and future, including stock of raw materials, semi-finished and finished goods, consumable stores, book debts etc.</p> <p>(iii) 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.</p> <p>(iv) The loan facilities are further secured by the pledge of 100% of the equity share capital held by the promoters of the Company.</p>	<p>Repayment term: 30 stepped up quarterly installments commencing from 31 December 2013 and ending on 31 March 2021.</p> <p>Rate of interest: The rate of interest shall be 10.75% p.a. till 31 March 2014 and the same shall increase by 0.25% per annum thereafter, till it reaches maximum of 12%.</p>
<p>b) Facility B - Priority Medium Term Loan [Rs. 11220.67 (Previous year: Rs. 10070.67)]</p> <p>(i) Priority medium term loans have priority charge on subsidy receivable.</p> <p>(ii) In addition, the facility is secured as described in (a) above</p>	<p>Repayment term: Loan shall be repayable on or before 31st March, 2015 out of the disbursement of Capital Subsidy under Special Incentive Package (SIP).</p> <p>Rate of interest: The rate of interest shall be 11% p.a.</p>
<p>c) Facility C - Working Capital Term Loan (WCTL) [Rs. 9899.53 (Previous year: Rs. 9899.53)]</p> <p>The facility is secured as described in (a) above</p>	<p>Repayment term: 30 stepped up quarterly installments commencing from 31 December 2013 and ending on 31 March 2021.</p> <p>Rate of interest: The rate of interest shall be 6.75% p.a. till 31 March 2013 and will be increased to 10.75% w.e.f. 1 April 2013.</p>
<p>d) Facility D - Funded Interest Term Loan ('FITL') [Rs. 9195.5 (Previous year: Rs. 9195.51)]</p> <p>The facility is secured as described in (a) above</p>	<p>Repayment term: 22 stepped up Quarterly Installments commencing from 31 December, 2013 and ending on 31 March 2019.</p> <p>Rate of interest: Interest shall be charged @ 6.75% p.a. up till 31 March 2013 and will be increased to 10.75% w.e.f. 1 April 2013.</p>
<p>e) Term loan from Union Bank [Rs. 22,800.00 (Previous year: Rs. 988.51)]</p> <p>The facility is secured as described in (a) above</p>	<p>Repayment term: 29 stepped up Quarterly Installments commencing from 31 March 2014 and ending on 31 March 2021.</p> <p>Rate of interest: Interest shall be charged @ 11.00% p.a.</p>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

- f) Deferred Payment Liability [Rs. 0.00 (Previous year: Rs. 26,754.78)]**
The facility is secured as described in (a) above
Repayment term:
Paid out of Term loan under facility (e) above
- g) Cash credit loan repayable on demand [Rs. 3944.34 (Previous year: Rs. 4,123.75)]**
- (i) First pari passu charge on all current assets, present and future, including stock of raw materials, semi-finished and finished goods, consumable stores & book debts etc. Repayment term:
The loan is repayable on demand.
- (ii) Second pari passu charge on fixed assets both present and future. Rate of interest:
Interest shall be charged @10.75% p.a. and is reviewed on annual basis.
- (iii) 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.
- (iv) The loan facilities are further secured by the pledge of 100% of the equity share capital held by the promoters of the Company.
- h) Short term borrowings [Rs. 3964.11 (Previous year 3,115.49)]**
The facility is secured as described in (h) above
Repayment term:
The loan is repayable on demand.
- Rate of interest:
Interest shall be charged @ 10.75% p.a.
- i) Buyer's credit [Rs. 830.67 (Previous year: Rs. Nil)]**
The facility is secured as described in (a) above
Repayment term:
The same is repayable in a period not exceeding 360 days from date of its origination.
- Rate of interest:
Interest payable @ 0.92% per annum.

6. DEBT RESTRUCTURING IN THE YEAR ENDED 31ST MARCH 2012**i) Background**

The Company had set up a green field project for manufacturing Solar Photovoltaic cells with a capacity of 160 MW, comprising two lines of 80 MW each under Phase –I and are in the process of setting up an additional manufacturing facility Line -3 with a 200 MW capacity under Phase – II, at Plot No. 3C/1 Ecotech-II, Udyog Vihar Greater Noida in the State of Uttar Pradesh. The lending banks ('Lenders') had, at the request of the Company, sanctioned term loans, deferred payment guarantee facilities and working capital facilities on such terms and conditions as contained in various loan agreements / facility agreements entered into between the Company and the Lenders.

ii) Conditions that lead to restructuring

The Company witnessed significant downturn due to weak demand both globally as well as in the domestic market and incurred significant cash and operating losses in the previous years. There was a mismatch between cost and selling prices that resulted in the stoppage of plant from September 2011, which severely impacted the cash flow position of the Company prompting the filing of a restructuring package of its loans that existed as on 1 July 2011 with the Corporate Debt Restructuring Cell ('CDR Cell'). At the request of the Company and in consideration of its commitment to improve its operations, the application filed was referred to the Corporate Debt Restructuring Forum, a non-statutory voluntary mechanism set up under the aegis of the Reserve Bank of India (hereinafter referred to as the "CDR"). Pursuant thereto, the CDR Empowered Group at their meeting held on 30 January 2012 approved a restructuring package in terms of which the loans as of 1 July 2011 were restructured and certain additional financial assistance was proposed to be extended to the Company that was set out in the Letter of Approval dated 7 March 2012 issued by Corporate Debt Restructuring Cell to the Lenders and the Company (hereinafter referred to as the "CDR Package").

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

The terms and conditions of the CDR were binding on the Lenders and the Company, effective from the date of the signing of the Master Restructuring Agreement ('MRA') i.e. 28 March 2012 with each of the Lenders (except for Indian Bank). The Company had accordingly given effect to the CDR scheme w.e.f. from 1 July 2011, in the financial statements for the year ended 31 March 2012. However one of the banks of the consortium group i.e. Indian Bank had not agreed to the CDR package and had not signed the Master Restructuring Agreement (MRA). The MRA was signed by the concerned bank on 5 July 2012. In connection with obtaining the necessary approvals for restructuring of existing loans, the promoters contributed funds in accordance with sanction letter. As a consequence, the Company received an unsecured loan from its promoters amounting to Rs. 950.00.

During the previous year, the Company has received interest free unsecured loan from a party amounting to Rs. 250.00 towards meeting expenses for CDR-2 to be converted into 2,500,00 zero coupon redeemable non convertible non cumulative preference shares of face value of Rs 10 each on approval from shareholders. However during the current year, on approval from shareholders the Company has, instead of preference shares, allotted 2,500,000 equity shares of Rs 10 each at par value.

iii) Principal terms of the Master restructuring Agreement ('MRA') in accordance with the CDR scheme.

a) Waivers of existing events of default and the consequential effect thereof: The Company in accordance with the terms and conditions of the MRA agreed to the reconstitution of the Existing Loans due to the Lenders pursuant to the CDR Package. As part of the restructuring arrangement, the Lenders waived any existing Events of Default in connection with the Existing loans and any rights, remedies or powers that had arisen in connection therewith. Also, each of the Lenders waived the obligation of the Company to pay any liquidated damages, default or penal interest / interest / further interest charged by the Lenders in excess of the interest rates specified in the existing documents for financing and security of such Lender as they existed prior to 1 July 2011, without considering any increase in such rates on account of the occurrence of any default under such documents, together with compound interest, penalties or any other charges thereon under those documents of such Lender during the period commencing on 1 July 2011 and ending on 30 June 2013.

In accordance with the CDR scheme the consortium of lenders had waived the obligation of the Company to pay any liquidated damages, default or penal interest / interest / further interest charged by the Lenders in excess of the concessional rates approved under CDR package.

b) Restructuring of the loans existed as at 1 July 2011:

– **Each of the Lenders and Company agreed that the loans shall be reconstituted as follows:**

- Rupee Term Loans of Rs. 34,485.82 together with all interest, charges, costs, expenses and any other amounts accrued was reconstituted into **Facility -A;**
- Short Term Loan of Rs. 2,200.00 from Andhra Bank outstanding as on 1 July 2011 i.e. the Cut-off date was rescheduled and converted into "Priority Medium Term Loan" as **Facility -B;**
- Irregularity as on 31 March 2012 in Working Capital Limits comprising cash credit, packing credit, buyer's credit facility, bill discounting and irregularities due to anticipated devolvement of LCs was converted into WCTL as **Facility C;**
- Interest accrued/ to be accrued on Secured term loans, Short term loan and WCTL until 30 June 2013 to be funded by way of Funded Interest Term Loan ("FITL") as **Facility- D.**

c) Sanction for additional funding**1. Project Loan from Union Bank of India**

Union Bank of India ('UBI') sanctioned a Project Loan amounting to Rs. 27,500 (including Priority Term Loan of Rs. 4,700). The Project Loan by UBI was sanctioned in the following manner:

- a) The Company was sanctioned Rs. 22,800 Letter of Credit (LC) opened in favour of M/s. Schmid Technology Systems GmbH ('Schmid') through UBI, for a period of 35 months from the date of shipment out of the project loan sanctioned. In accordance with the said arrangement, the letter of credit shall be converted into Term Loan in February 2014. Schmid discounted the said Letter of Credit with their bankers (counterparty bank). UBI in consultation with the Company entered into a deferred payment credit facility with the counterparty bank wherein, a sum of Rs. 22,142.26 was paid by the counterparty bank to M/s. Schmid towards imported capital goods until 31 March 2012.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015(CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

UBI is paying the interest in relation to such financing to the counterparty bank, which is being charged to the Company. In accordance with the terms of the deferred payment facility, there is no obligation to pay to Schmid as the same was discharged by the counterparty bank. As a consequence, UBI has an obligation towards the counterparty bank to repay the loan in accordance with the terms agreed at the end of the Letter of credit term i.e. 35 months from the date of shipment. Such amount payable under the deferred payment mechanism was therefore classified as long term borrowings. During the current year the deferred payment mechanism was paid out of term loan facility referred as 5(e). The balance as at 31 March 2015 and 31 March 2014 amount to Rs. Nil and Rs. 26,754.78 respectively.

- b) Rs. 4,700 out of the said project loan representing priority medium term loan shall be disbursed by UBI to the Company towards capital expenditure. In the current year, the Company has drawn a sum of Rs. Nil (previous year Rs. 300.00) out of the sanctioned limit.

2. Priority medium term loan

As part of the CDR package the Lenders agreed to provide additional funding in the form of priority medium term loans of Rs. 10,000 for the implementation of 200 MW Plant in the proportion of the outstanding exposure to the Company as on the 1 July 2011. Such funding priority shall be in the form of deferred letter of credit for 35 months which shall be funded by the Priority loans. In the current year, the Company has drawn a sum of Rs. 1,150.00 (previous year Rs. 21.76) (net of repayment) out of the sanctioned limit.

d) Reset of Interest Rate:

The Lenders who are part of the consortium of banks, alongwith the approval of CDR EG, shall have a right to reset the rate of interest on the term loans after every three years (or short period as decided by the CDR EG) and working capital interest rate every year.

e) Consequential effect of the CDR Scheme on the interest cost and the classification of the interest accrued on borrowings as loans

As explained in note 6 (iii) (a) above, the Lenders waived the obligation of the Company to pay any liquidated damages, default or penal interest / interest / further interest charged by the Lenders in excess of the concessional rates approved under the CDR package w.e.f 1 July 2011. Consequently, an interest credit received from the Lenders amounting to Rs 1,201.70 and the balance of interest accrued outstanding as at 31 March 2012 relating to various facilities amounting to Rs 3,502.00 was transferred to FITL.

f) Default in repayment of loan and interest

As per the terms of the first Corporate Debt Restructuring package, 10% of principal amount aggregating to Rs. 6,717.08 and 5% of principle amount aggregating to Rs. 459.78 became due during the current year ended 31 March 2015 and 3% of principal amount aggregating to Rs. 2,439.29 became due during the previous year ended 31 March 2014. Further, the interest outstanding on the term loans as at 31 March 2015 amounts to Rs. 16,968.59 (Previous year Rs. 6,030.46).

3. 2nd Re-structuring

In light of continuing downturn in the solar industry where margins were under significant stress and the continuing operating and cash losses of the Company, the Company could not achieve the projection submitted under first CDR package. Considering the above, the Company has approached for second CDR package in the financial year ended March 31, 2014 which is under consideration with banks.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

7. OTHER LONG TERM LIABILITIES

Particulars	As at 31st March, 2015	As at 31st March, 2014
Creditor for capital goods	–	6,688.70
	–	6,688.70

8. PROVISIONS

Particulars	Long term		Short term	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Provision for employee benefits				
- Provision for gratuity [net of fair value of plan assets Rs. 69.57 (previous year Rs. 72.17)]	–	–	5.45	–
- Provision for compensated absences	22.57	16.58	6.79	1.44
	22.57	16.58	12.24	1.44

9. TRADE PAYABLES

Particulars	As at 31st March, 2015	As at 31st March, 2014
Trade payables **	1,410.15	4,328.60

** Details of dues to micro and small enterprises defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2015 and 31 March 2014. Based on the information presently available with the Company, there are no dues outstanding to micro and small enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006.

10. OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2015	As at 31st March, 2014
Current maturities of long-term borrowings (Refer note 4)	29244.69	20,181.14
Interest accrued and due on long term borrowings	16968.59	6,030.46
Interest accrued and due on short term borrowings	86.34	16.65
Creditor for capital goods	3476.16	4,690.57
Other payables		
Claim against compensation payable	511.94	491.57
Salary, wages and bonus payable	143.24	173.78
Advance from customers	2010.18	213.57
Tax deducted at source payable	31.56	1.21
Other statutory dues payable	22.83	111.39
	52495.53	31,910.34

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

11 (a) TANGIBLE FIXED ASSETS

AS AT 31ST MARCH, 2015

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at 1 April, 2014	Additions during the year	Disposals	As at 31 March, 2015	As at 1 April, 2014	Transaction the year	Depreciation	Disposals	As at 31 March, 2015	As at 31 March, 2014	
Leasehold land #	2,581.03	-	-	2,581.03	167.88	-	26.50	-	194.38	2,386.65	2,413.15
Building - Factory	3,519.49	-	-	3,519.49	582.98	-	111.67	-	694.65	2,824.84	2,936.51
Building - Non Factory	1,403.32	-	-	1,403.32	115.23	-	22.24	-	137.47	1,265.85	1,288.09
Building (temporary structure)	14.35	-	-	14.35	14.35	-	-	-	14.35	-	-
Plant and machinery	58,165.64	573.91	-	58,739.55	16,245.36	-	2,412.52	-	18,657.88	40,081.67	41,920.28
Furniture and fixtures	590.44	0.39	-	590.83	180.77	-	76.04	-	256.81	334.02	409.67
Office equipment	67.36	0.61	-	67.97	22.60	31.24	7.76	-	61.60	6.37	44.76
Vehicles	288.75	-	-	288.75	149.33	8.86	40.12	-	198.31	90.44	139.42
Computers	38.48	0.48	-	38.96	29.99	5.82	0.58	-	36.39	2.57	8.49
Total	66,668.86	575.39	-	67,244.25	17,508.49	45.92	2,697.43	-	20,251.84	46,992.41	49,160.37

AS AT 31ST MARCH, 2014

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at 1 April, 2013	Additions during the year	Disposals	As at 31 March, 2014	As at 1 April, 2013	Transaction the year	Depreciation	Disposals	As at 31 March, 2014	As at 31 March, 2013	
Leasehold land #	2,581.03	-	-	2,581.03	138.32	-	29.56	-	167.88	2,413.15	2,442.71
Building - Factory	3,519.49	-	-	3,519.49	465.43	-	117.55	-	582.98	2,936.51	3,054.06
Building - Non Factory	1,403.32	-	-	1,403.32	91.81	-	23.42	-	115.23	1,288.09	1,311.51
Building (temporary structure)	14.35	-	-	14.35	14.35	-	-	-	14.35	-	-
Plant and machinery	58,165.64	-	-	58,165.64	13,471.13	-	2,774.23	-	16,245.36	41,920.28	44,694.51
Furniture and fixtures	590.44	-	-	590.44	143.71	-	37.06	-	180.77	409.67	446.73
Office equipment	67.03	0.33	-	67.36	18.56	-	4.04	-	22.60	44.76	48.47
Vehicles	288.75	-	-	288.75	124.90	-	24.43	-	149.33	139.42	163.85
Computers	38.42	0.06	-	38.48	23.92	-	6.07	-	29.99	8.49	14.50
Total	66,668.47	0.39	-	66,668.86	14,492.13	-	3,016.36	-	17,508.49	49,160.37	52,176.34

Leasehold land was revalued by an independent valuer as on 31 December 2008 resulting in an increase in its value by Rs. 2,273.50 which was credited to Revaluation Reserve. Such revaluation reserve was adjusted pursuant to the Scheme of Amalgamation.

* Pursuant to Companies Act, 2013 ('the Act') being effective from 01 April 2014, the Company has revised depreciation rates as per the useful life specified in Part 'C' of Schedule II of the Act or as per the management's estimate based on preliminary internal/ external evaluation for all of its assets. As a result of this change, the depreciation charge for the for the year ended 31 March 2015 is lower by Rs.1,436.27 lakhs. In respect of the assets whose useful life is already exhausted as on 01 April 2014, depreciation of Rs. 45.92 lakhs (net of tax impact of Rs. Nil) has been adjusted in Reserves and Surplus in accordance with the requirements of Schedule II of the Act.

11 (b) INTANGIBLE FIXED ASSETS

AS AT 31ST MARCH, 2015

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at 1 April, 2014	Additions during the year	Disposals	As at 31 March, 2015	As at 1 April, 2014	Transaction the year	Depreciation	Disposals	As at 31 March, 2015	As at 31 March, 2014	
Intangible Fixed Assets											
Computer Software	12.11	-	-	12.11	10.67	-	0.91	-	11.58	0.53	1.44
Total	12.11	-	-	12.11	10.67	-	0.91	-	11.58	0.53	1.44

AS AT 31ST MARCH, 2014

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at 1 April, 2014	Additions during the year	Disposals	As at 31 March, 2015	As at 1 April, 2014	Transaction the year	Depreciation	Disposals	As at 31 March, 2015	As at 31 March, 2014	
Intangible Fixed Assets											
Computer Software	12.11	-	-	12.11	8.33	-	2.34	-	10.67	1.44	3.78
Total	12.11	-	-	12.11	8.33	-	2.34	-	10.67	1.44	3.78

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

11 (c) CAPITAL WORK-IN-PROGRESS

Particulars	Leasehold land	Building-factory	Building-Non Factory	Building (temporary structure)	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Computers	Total
Capital work-in- progress										
Balance as at 1 April 2013	-	2,375.41	-	-	47,673.15	-	-	-	-	5,0048.56
Additions	-	356.78	-	-	6,505.66	-	-	-	-	6,862.44
Assets capitalised during the year	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2014	-	2,732.19	-	-	54,178.81	-	-	-	-	56,911.00
Balance as at 1 April 2014	-	2,732.19	-	-	54,178.81	-	-	-	-	56,911.00
Additions	-	388.29	-	-	120.80	-	-	-	-	512.09
Assets capitalised during the year	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2015	-	3,120.48	-	-	54,302.61	-	-	-	-	57,423.09

* Borrowing cost of Rs. 1,421.82 (previous year Rs. Nil) and amortised ancillary cost of Rs. 24.72 (previous year Rs. Nil) have been included in additions to capital work-in-progress. Capital work in progress includes exchange differences amounting to Rs. 2,327.83 (previous year Rs. 5,784.82) relating to the application of para 46A of AS -11 "Accounting for the effects of changes in foreign exchange rates". Capital work in progress also includes Rs. 8.14 (previous year Rs. Nil) on account of directly attributable expenses.

12. DEFERRED TAX LIABILITY

Particulars	As at 31st March, 2015	As at 31st March, 2014
Deferred tax liability		
Impact of depreciation / amortisation allowed as per the books of accounts	7,641.67	7,337.47
Deferred tax assets		
Brought forward losses as per tax laws *	7,641.67	7,337.47
	-	-

* 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.

13. LOANS AND ADVANCES (unsecured, considered goods)

Particulars	Long term		Short term	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Capital advances	762.63	996.57	-	-
Security deposits	131.67	64.88	-	-
Advances recoverable in cash or in kind				
Balance with statutory/ government authorities	-	-	1,645.77	1,208.99
Advance tax [net of provision Rs. Nil (previous year Rs. Nil)]	48.87	65.29	-	-
Prepaid expenses	-	-	70.37	61.14
Advance to vendors/suppliers	-	-	307.26	34.01
Advance to employees	-	-	6.52	7.32
	48.87	65.29	2,029.92	1,311.46
	943.17	1,126.74	2,029.92	1,311.46

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

14. OTHER ASSETS

Particulars	Non-current		Current	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Non current bank balances (Refer note 17)	0.30	2,390.30	—	—
Export incentive receivable	—	—	—	16.94
Unamortised ancillary cost of arranging the borrowings	174.25	223.69	49.44	49.44
	174.55	2,613.99	49.44	66.38
Others				
Interest accrued but not due on fixed deposit	30.86	638.10	3.16	2.31
	30.86	638.10	3.16	2.31
	205.41	3,252.09	52.60	68.69

15. INVENTORIES

Particulars	As at 31st March, 2015	As at 31st March, 2014
Raw material and components	693.36	1,117.77
Finished goods	1,114.71	2,100.82
Stores, spares and other consumables	415.63	453.82
	2,223.70	3,672.41

Raw Material

After adjusting for write down amounting to Rs.478.31 (previous year Rs. 117.45) to its net realisable value.

Finished goods

After adjusting for write down amounting to Rs. Nil (previous year Rs. 423.28) to its net realisable value.

16. TRADE RECEIVABLES (considered good, unless otherwise stated)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Receivables outstanding for a period exceeding six months from the date they became due for payment		
Unsecured, considered good	125.91	175.52
Unsecured, considered doubtful	212.05	169.13
	337.96	344.65
Less: Provision for doubtful debts	(212.05)	(169.13)
- Others receivables	30.63	155.96
	156.54	331.48

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

17 CASH AND BANK BALANCES

Particulars	Non-current		Current	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Cash and cash equivalents				
Balance with banks:				
On current account	–	–	380.43	200.21
Cash on hand	–	–	4.81	0.14
Deposits with original maturity of less than three months	–	–	642.35	–
	–	–	1,027.59	200.35
Other bank balances				
Deposits with bank with maturities more than 12 months #	0.30	2,390.30	–	–
Deposits with bank with maturities more than 3 months and less than 12 months *	–	–	1,423.29	20.77
	0.30	2,390.30	1,423.29	20.77
Amount disclosed under non current assets (Refer note 14)	(0.30)	(2,390.30)	–	–
	–	–	2,450.88	221.12

** Fixed deposits includes Rs. 200.00 (previous year Rs. Nil) under lien for letter of credit issued by the bank. Fixed deposits includes Rs. 382.28 (previous year Rs. NIL) as margin money against guarantees issued by bank.

Fixed deposits includes Rs. 0.30 (previous year Rs. 2,390.00) as margin money against guarantees issued by bank. Rs. Nil (previous year Rs. 2,375.00) have been funded from monies received from initial public issue. Also, refer note 39.

18. REVENUE FROM OPERATION

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Sale of product		
Sale of products - finished goods (gross)	28,725.44	950.60
Sale of products - traded goods	468.10	588.72
Less : Excise duty	0.27	0.45
Sale of products (net)	29,193.27	1,538.87
Other operating revenue		
Scrap sale	42.31	22.86
Provision no longer required written back	7.08	5.11
Liability No Longer Required Written Back	354.62	–
	404.01	27.97
Break -up of revenue from sale of products		
Solar cells	28,725.17	950.15
Solar module	468.10	412.54
Power plants	–	176.19
	29,193.27	1,538.88

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

19. OTHER INCOME

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Interest income on bank deposits	136.56	241.17
Interest income on others	2.03	1.41
Miscellaneous income	23.04	–
Foreign exchange gain (net)	230.53	–
	392.16	242.58

20. COST OF MATERIAL CONSUMED

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Inventory at the beginning of the year	1,117.77	879.24
Add : Purchases	18,118.06	340.07
Less : Inventory at the end of the year	693.36	1,117.77
Cost of raw material consumed	18,542.47	101.54
Detail of material consumed		
Silicon multi-crystalline wafers	14,313.24	90.28
Conductor paste	2,305.62	2.99
Chemicals	1,133.05	3.15
Screens	402.55	2.73
Gases	388.01	2.39
	18,542.47	101.54
Detail of inventory		
Silicon multi-crystalline wafers	343.56	454.22
Conductor paste	216.10	390.03
Chemicals	74.67	228.97
Screens	31.98	34.36
Gases	27.05	10.19
	693.36	1,117.77

21. PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Purchase of stock in trade (solar panel and modules)	326.01	518.67

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

22. CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Inventories at the beginning of year		
– Finished goods	2,100.82	2,721.91
Inventories at the end of year		
– Finished goods	1,114.71	2,100.82
Decrease/(increase) during the year	986.11	621.09
Detail of inventory		
Finished goods		
Solar cells	906.45	1,994.88
Solar modules	16.82	29.79
Broken cells	50.34	47.86
Rejected cells	141.10	28.29
	1,114.71	2,100.82

23. EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Salaries, wages and bonus	880.80	265.89
Contribution to provident and other funds	79.97	27.25
Gratuity	24.09	1.03
Staff welfare expenses	53.67	18.88
	1,038.53	313.05

24. OTHER EXPENSES

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Advertisement and sales promotion	95.75	16.59
Selling and distribution expenses	219.61	54.36
Commission on sales	8.35	3.52
Fuel and power	1,706.67	65.22
Equipment rental charges (Refer note 29)	17.30	54.24
Loading and unloading charges	56.53	4.83
Spares consumed	694.77	2.24
Consumable stores	170.66	3.33
Travel and conveyance	132.36	39.31
Legal and professional	187.41	146.88
Rent (Refer note 29)	3.82	0.90
Foreign exchange loss (net)	–	694.44
Loss on sale of fixed assets	–	–
Insurance	34.84	44.14
Communication	38.62	25.51
Repair and maintenance :		
– Plant and machinery	146.44	3.90
– Vehicle	40.18	38.46
– Others	133.23	8.30
Rates and taxes	67.99	139.63
Provision for doubtful debts	50.00	37.08
Bad debts written off	–	131.98
Demurrage/detention charges	–	1,308.36
Miscellaneous expenses	127.03	33.06
	3,931.56	2,856.28

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

25. FINANCE COSTS

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Interest expense on:		
– Term loan	9,232.79	7,120.79
– Working capital	858.03	824.32
– Bill discounting	–	14.47
Bank charges	192.61	115.87
	10,283.43	8,075.45

26. DEPRECIATION AND AMORTISATION EXPENSE (Refer note 11)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Depreciation on tangible assets	2,697.43	3,016.36
Amortisation on intangible assets	0.91	2.34
	2,698.34	3,018.70

27. EARNING PER EQUITY SHARE (EPS)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Net loss as per the Statement of Profit and Loss	(7,817.01)	(13,695.35)
Number of equity shares of Rs.10 each at the beginning of the year	335,144,027	335,144,027
Number of equity shares of Rs.10 each at the end of the year	358,130,000	335,144,027
Weighted average number of equity shares of Rs.10 each at the end of the year for calculation of basic and diluted EPS	345,471,971	335,144,027
Basic and diluted earnings per share (in Rs.) (Per share of Rs 10 each)	(2.26)	(4.09)

28. COMMITMENTS

- Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for Rs. 337.73 (previous year Rs. 8,268.18).
- For commitments relating to lease arrangements (Refer note 29).
- For commitments relating to net positive foreign exchange earnings (Refer note 35).

29. LEASE 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 Statement of Profit and Loss is Rs. 21.12 (previous year: Rs. 55.14).

30. CIF VALUE OF IMPORTS

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Raw material	3,045.67	331.06
Capital goods	43.07	2,020.72
Components and spare parts	327.33	18.28
Total	3,416.07	2,370.06

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

31. EXPENDITURE IN FOREIGN CURRENCY (accrual basis)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Commission on sales	8.35	3.52
Legal and professional	61.91	5.25
Travelling expenses	15.19	3.54
Finance cost	404.50	535.95
Testing charges	11.62	–
Repairs and maintenance	70.80	–
Other expenses	2.29	3.92
Total	574.66	552.18

32. EARNING IN FOREIGN CURRENCY

Particulars	As at 31st March, 2015	As at 31st March, 2014
FOB value of exports#	29,135.76	1,015.79
Total	29,135.76	1,015.79

#Includes deemed exports to EOU/SEZ units amounting to Rs. 28707.26 (previous year Rs. 891.40) .

33. The Company's foreign currency exposure on account of payables not hedged as on 31 March 2015 and 31 March 2014 is as follow:

Particulars	Amount in Foreign Currency	Amount in Rs.
EURO	61.20 (468.39)	4,066.57 (38,677.84)
US Dollar	15.69 (11.29)	981.97 (678.68)

Previous year figures are given in brackets

34. The Company's foreign currency exposure on account of receivables not hedged as on 31 March 2015 and 31 March 2014 is as follow:

Particulars	Amount in Foreign Currency	Amount in Rs.
EURO	0.57 (0.57)	468.39 (445.20)
US Dollar	0.90 (0.90)	11.29 (61.38)

Previous year figures are given in brackets

35. The Company has incurred expenses in foreign currency (including amortisation of imported machinery) amounting to Rs. 115,937.53 lakhs till 31 March 2015. Such machinery and raw material have been imported without payment of customs duty, being an Export Oriented Unit, on the basis of an undertaking given to customs authorities that the Company shall be able to earn a positive Net Foreign Exchange within ten years from the commencement of its operation. At current quarter end (i.e. after five years of commencement of its operations), the Company's earnings is a negative Net Foreign Exchange Earnings of Rs. 6,585.79 lakhs (previous quarter Rs. 18,557.22 lakhs). On a 5 year block basis the company had achieved the negative NFE of Rs. 26,102.08 lakhs upto 31 March 2014. In the next block of five years starting from 1 April 2014 till end of current quarter, the Company could achieve positive NFE of Rs. 19,516.29 lakhs. As explained in Note 2 above, the ability of the Company to meet its export obligations over the next 5 years is dependent on various factors which have created multiple uncertainties, the effect of which , is not ascertainable at present.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

36. Related party disclosures

List of related parties

a) Parties where control exists :

- i) Key managerial personnel controlling the Company*
 - Mr. H.R Gupta
 - Mr. B.K Gupta

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

- i) Party holding significant influence over the enterprise
 - Greenlite Lighting Corporation

c) Transactions with related parties

Transactions during the year	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Managerial Remuneration		
Mr. H.R Gupta	48.53	–
Mr. B.K Gupta	48.47	–
Advance for supply of goods:		
Greenlite Lighting Corporation	116.50	191.02
Share Application money		
Greenlite Lighting Corporation	1,445.32	–
Issue of equity shares against conversion of borrowing		
Greenlite Lighting Corporation (Also refer note 2 c)	603.28	–
Unsecured loan received from :		
Mr. H.R Gupta	0.88	203.65
Mr. B.K Gupta	189.38	101.00
Greenlite Lighting Corporation (Also refer note 43)	296.72	223.82

d) Outstanding balance as at year end

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Payables:		
Mr. B.K Gupta	9.95	–
Mr. H.R Gupta	10.00	–
Unsecured loan:		
Mr. H.R Gupta	204.53	203.65
Mr. B.K Gupta	709.00	519.62
Greenlite Lighting Corporation	520.55	755.21
Advance for supply of goods:		
Greenlite Lighting Corporation	18.39	191.02

37. Employees 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. 67.20 (Previous year Rs. 25.87) related to employers’ contribution to Provident Fund Scheme in the Statement of Profit and Loss.
- 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. 10.00.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

Particulars	As at	As at
	31st March, 2015	31st March, 2014
Changes in the present value of defined benefit obligation		
Projected benefit obligation at the beginning of the year	53.51	46.67
Current service cost	15.04	10.88
Interest cost	4.55	3.97
Benefits paid	(8.73)	–
Actuarial gain/ (loss)	10.65	(8.01)
Past service cost	–	–
Projected benefit obligation at the end of the year	75.02	53.51
Changes in the fair value of the plan assets		
Fair value of the plan assets in the beginning of the year	72.17	66.36
Expected return on plan assets	6.49	5.81
Benefits Paid	(8.73)	–
Actuarial gain/ (loss)	(0.36)	–
Fair value of the plan assets in the end of the year	69.57	72.17
Amount recognised in the Balance Sheet		
Projected benefit obligation at the end of the year	75.02	53.51
Fair value of the plan assets in the end of the year	(69.57)	(72.17)
Funded status of the plans liabilities	(5.45)	–
Present value of unfunded obligation	–	–
Unrecognised past service cost	–	–
Amount not recognised as an Asset (limit in para 59 (b))	–	–
Liability/ (asset) recognised in the Balance Sheet	5.45	(18.66)
Gratuity expenses recognised in the Statement of Profit and Loss		
Current service cost	15.04	10.88
Interest cost	4.55	3.97
Expected return on plan assets	(6.49)	(5.81)
Net actuarial (gain) recognised in the year	10.99	(8.01)
Loss on “acquisition/divestiture”	–	–
Past service cost	–	–
Effect of limit in para 59 (b)	–	–
Net gratuity cost	24.09	1.03

c) Experience adjustment

Particulars	Period ended			
	31st March, 2012	31st March, 2013	31st March, 2014	31st March, 2015
Defined benefit obligation	36.01	46.67	53.51	75.02
Plan assets	51.85	66.36	72.17	69.57
Surplus/(Deficit)	15.84	19.69	18.66	(5.44)
Experience adjustment on plan liabilities	(0.34)	(9.33)	8.01	(5.45)
Experience adjustment on plan assets	2.02	1.11	–	(0.17)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

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

Particulars	As at 31st March, 2015	As at 31st March, 2014
Economic assumptions		
Discount rate	7.75%	8.50%
Long term rate of compensation increase	2.53% for first two years and 6% thereafter	2% for first two years and 6% thereafter
Demographic assumptions		
Retirement age	60 years	60 years
Mortality table	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rates		
Ages (years)		
21-30	5.00%	5.00%
31-40	3.00%	3.00%
41-59	2.00%	2.00%

38. Segment Information

(a) **Information about primary 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.

(b) **Information on secondary/ 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.

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Segment revenue		
Domestic	28,764.77	1,414.49
Overseas	428.50	124.39
Total	29,193.27	1,538.88
	As at	As at
	31st March, 2015	31st March, 2014
Segment assets *		
Domestic	111,819.33	115,538.20
Overseas	658.92	518.60
Total	112,478.25	116,056.80
Addition to fixed assets		
Domestic	1,087.48	6,862.83
Overseas	—	—
Total	1087.48	6,862.83

* Segment assets outside India includes advances given for purchase of capital assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)

(All amounts in Rupees lakhs, unless otherwise stated)

39. Shareholders had passed ordinary resolution through postal ballot on 31st January, 2011 to empower and authorise the Board of Directors to vary terms and contracts mentioned in the prospectus dated 18th September, 2010, vary/ amend/ alter the utilisation of net proceeds inter se one or other of the purposes for their utilisation, described in the said prospectus on even date and utilise any part of the net proceeds for a purpose or purposes other than those described in the said prospectus. The funds raised and utilised by the Company are as under:

Particulars	As at	
	31st March, 2015	31st March, 2014
IPO Proceeds received		
Utilisation of funds: -		
Advance given to supplier of assets	15,580.55	15,580.55
Repayment of Working capital loan and proceeds used for working capital requirement	14,386.21	14,386.21
Share issue expenses	3,358.24	3,358.24
Repayment of long term borrowings obtained for acquisition of machineries for Line C	2,375.00	–
Investment in Fixed deposit with banks	–	2,375.00
Investment in mutual funds	–	–
Total	35,700.00	35,700.00

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

(I) Raw material

Particulars	As at		As at	
	31st March, 2015		31st March, 2014	
	Amount	%	Amount	%
Imported	3,831.90	20.67	93.77	92.34
Indigenous	14,710.57	79.33	7.78	7.66
Total	18,542.47	100.00	101.54	100.00

(II) Stores and spares

Particulars	As at		As at	
	31st March, 2015		31st March, 2014	
	Amount	%	Amount	%
Imported	432.98	50.03	0.37	6.64
Indigenous	432.45	49.397	5.20	93.36
Total	865.43	100.00	5.57	100.00

41. Contingent liabilities

Particulars	As at	
	31st March, 2015	31st March, 2014
Custom duty demand pending settlement*	9,430.19	9,430.19
Total	9,430.19	9,430.19

* The Company has received a show cause notice from the Office of the Commissioner, Customs, Central, Excise & Service Tax Commissionerate ('Authority'), Noida, whereby the authority has asked the Company to explain why custom duty of Rs. 9,430.19 lakhs along with interest and penalty thereon should not be levied on the Company in respect of import of duty free capital goods, as the Company could not install the machinery within the stipulated time period. The Company has filed a reply with the authority citing the delays in installation primarily due to financial constraint arising out of the downturn in the solar industry. The case has been heard on 28th April 2015 and final order on the same is awaited.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015 (CONTD.)
(All amounts in Rupees lakhs, unless otherwise stated)

42. The Company had been awarded a turnkey contract by MP Urja Vikas Nigam Limited (MP Urja) for setting up of 3MW (in aggregate) SPV Power Plants with a capacity ranging between 10-50 KW per plant, vide letter of intent dated 12 September 2012, through a tender process during the quarter ended 31 December 2012. The contract included design, engineering, supply, installation and commissioning and interfacing of Solar Photovoltaic Power Plants (SPVPP) with 5 years Warranty Cum Comprehensive Maintenance Contract (CMC). In accordance with the stipulated terms of the contract, the Company has deposited earnest money deposit (EMD) amounting to Rs. 60.10 lakhs. Out of the total contract, work orders aggregating to 1.6 MW amounting to Rs. 2,914.13 lakhs was raised on the Company that was required to be executed till 30 June 2013. The Company has raised the bills for having completed 0.1 MW (5 sites) until 31 March 2014 and the dues outstanding in relation to the executed portion amounts to Rs. 177.23 lakhs. The Company had also filed an application seeking extension with MP Urja for completion of the unexecuted work.

During the previous year, the Company had received a final notice from MP Urja rejecting the extension plea and deciding to cancel the work order (other than the 3 sites considered completed by MP Urja) given to the Company along with the forfeiture of EMD and imposition of penalty due to the non compliance by the Company. MP Urja had also stated in the notice that it shall take action against the Company on account of breach of terms and conditions of the agreement. The contract stipulates a penalty if there is a delay in completing the work order that can extend to a maximum of 10 % of the order value and MP Urja will be free to purchase the balance goods from elsewhere without notice to the Company and carry out the unexecuted work, at Company's cost and risk. Also, any loss or damage that MP Urja may sustain due to such failure MP Urja shall have a right to recover any loss or damage, if any, from any sum payable to the Company. Further, if recovery is not possible from the Company on account of the Company's failure to pay the losses or damages within one month from the claim, the recovery shall be made under Madhya Pradesh Public Demand Recovery Act or any other law applicable under these circumstances.

The Company is contesting the MP Urja claims citing logistical issues, delay in handing over the sites and delays in issuing site completion reports by MP Urja and has requested to recall the notice for cancellation of work orders and has further requested to allow the Company to complete the pending work allocated. The response of MP Urja is still waited. However, the management is under final negotiation with the department and hope the matter will be resolved in the next 2 quarter of the next financial year and outstanding amount will be realised after adjusting sum amount of penalties which is not yet ascertained. As a consequence, the impact of the loss or damage due to the action that MP Urja may take and the outcome of the final notice issued, that may include forfeiture of EMD, adjusting the dues against any loss or damage and levy of penalty, in the light of the Company expressing its inability to complete the order within the stipulated time period, is uncertain and the same shall crystallise only on the conclusion of discussion and the actions that the authorities may take against the Company.

43 During the current year, one of the consortium lender banks of the Company has given the credit of Rs. 296.72 lakhs (previous year Rs. 223.82 lakhs) in the loan account of the Company with the realisations on sale of shares pledged by the one of the promoter, Greenlite Lighting Corporation, Canada (a promoter group company). The Company has recorded the same as interest free unsecured loan from Geenlite Lighting corporation, Canada and the same is repayable after 31 March 2016.

44 Previous period figures have been re-grouped/re-classified/re-arranged wherever necessary to make them comparable.

As per our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W

VIKRAM ADVANI
Partner
Membership No.091765
Place : New Delhi
Date : 4 May 2015

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

B.K. GUPTA
Chairman
DIN:00168071
Place : New Delhi
Date : 4 May 2015

H.R. GUPTA
Managing Director
DIN:00297722
Place : New Delhi
Date : 4 May 2015

FORM OF PROXY
INDOSOLAR LIMITED

CIN: L18101DL2005PLC134879

Regd. Office: C-12, Friends Colony (East), New Delhi-110065

Name of the Member (s):	
Registered address:	
Folio No. / Client ID:	DP ID:
E. Mail ID:	

I/We, being member(s) of _____ shares of the above named Company, hereby appoint

1.	Name:	Address:
	E. Mail ID:	Signature:
or failing him / her		
2.	Name:	Address:
	E. Mail ID:	Signature:
or failing him / her		
3.	Name:	Address:
	E. Mail ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on Wednesday, the 30th day of September 2015 and at any adjournment thereof.

*** I/We direct my/our proxy to vote on the resolutions in the manner as indicated below:**

Resolutions	For	Against
Resolution No.: Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 (Ordinary Resolution)		
Resolution No. 2 To appoint a Director in place of Mr. Hulas Rahul Gupta (DIN-00297722), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
Resolution No. 3 Ratification of Appointment of Statutory Auditors. (Ordinary Resolution)		
Resolution No. 4 Ratification of Remuneration of M/s Kabra and Associates, the Cost Auditors for the Company for the Financial Year 2015-16. (Ordinary Resolution)		
Resolution No. 5 Change in terms of preference share of the Company. (Special Resolution)		

Signed this _____ day of _____ 2015

Signature of Shareholder

Signature of Proxy holder(s)

***Refer note no. 2**

Affix Revenue Stamp of Re. 1

Notes:

- The proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY EIGHT HOURS before the commencement of the Meeting.
- *This is optional. Please put a tick mark (?) in the appropriate column against the resolutions indicated in the box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write 'Abstain' across the boxes against the resolution.

INDOSOLAR LIMITED

CIN: L18101DL2005PLC134879

Regd. Office: C-12, Friends Colony (East), New Delhi-110065

ATTENDANCESLIP

I hereby record my presence at the 10th Annual General Meeting of the Company at Mithas Motel & Resort, 92/16, G.T. Karnal Road, Alipur, Delhi – 110 036 on Wednesday, the 30th day of September 2015 at 9.00a.m.

Full Name of the Member (in block letters): _____

Folio No.: _____

No. of Shares Held: _____

DP ID: _____

Client ID: _____

Full Name of the Proxy (in block letters): _____

(to be filled if the proxy attends instead

of the member)

Signature: _____

Note: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

CUT HERE

INDOSOLAR LIMITED

CIN: L18101DL2005PLC134879

Regd. Office: C-12, Friends Colony (East), New Delhi-110065

BALLOT FORM

Serial No:

1. Name(s) & Registered Address of the Sole/First Named Member (in block letters) :
2. Name of the Joint Member(s), (if any) :
3. Registered folio No./DP ID No./Client ID No.* (* Applicable to members holding shares in dematerialized form) :
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the Resolutions proposed to be passed for the business stated in the Notice of the Company dated August 21, 2015 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

(Tick in the both the boxes would render your Ballot Form invalid)

Resolutions	No of Shares	For	Against
Resolution No.: Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 (Ordinary Resolution)			
Resolution No. 2 To appoint a Director in place of Mr. Hulas Rahul Gupta (DIN-00297722), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)			
Resolution No. 3 Ratification of Appointment of Statutory Auditors. (Ordinary Resolution)			
Resolution No. 4 Ratification of Remuneration of M/s Kabra and Associates, the Cost Auditors for the Company for the Financial Year 2015-16. (Ordinary Resolution)			
Resolution No. 5 Change in terms of preference share of the Company. (Special Resolution)			

Place:

Date:

.....
(Signature of the Shareholder/Proxy)

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, September 29, 2015.

Please read the instructions relating to voting through postal ballot under note 20 of the 10th AGM Notice dated August 21, 2015.