



5th December, 2012

To

The Assistant Vice President
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai - 400 050

To

The General Manager
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Sub.: Minutes of Extra Ordinary General Meeting held on 21st November, 2012

Dear Sir / Madam

Please find attached the minutes of the Extra Ordinary General Meeting held on 21st November 2012.

This is for your kind information and record, please.

For **INDOSOLAR LIMITED**


DIRECTOR

Encl.: As above

INDOSOLAR LIMITED

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

Tel: +91 11 2684 1375. 2631 1706 **Fax:** +91 11 2684 3949 **E-mail:** info@indosolar.co.in

Factory: 3C/1, EcoTech-II, Udyog Vihar, Greater Noida - 201 306, Dist. Gautam Budh Nagar (U.P.) INDIA

Tel: +91 120 4762500 **Fax:** +91 120 4762525 **E-mail:** info@indosolar.co.in

www.indosolar.co.in

MINUTES OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF INDOSOLAR LIMITED HELD ON WEDNESDAY, THE 21ST DAY OF NOVEMBER, 2012 AT KRISHNA FARM, G.T. ROAD, CHITEHRA, DADRI, GAUTAM BUDH NAGAR – 203 207, UTTAR PRADESH AT 9.00 A.M.

MEMBERS PRESENT:

In Person: 36
Through Proxy: 4

IN ATTENDANCE:

- | | |
|----------------------------|-------------------------|
| 1. Mr. Hulas Rahul Gupta | Managing Director |
| 2. Mr. Anand Kumar Agarwal | Whole Time Director |
| 3. Mr. S. Venkataramani | Chief Executive Officer |
| 4. Mr. Atul Kumar Mittal | Company Secretary |

1. CHAIRMAN OF THE MEETING:

Mr. Hulas Rahul Gupta was requested to occupy the Chair and he occupied the Chair at the meeting.

2. QUORUM:

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order.

3. NOTICE OF THE MEETING:

With the permission of the members, the notice for convening this Extra Ordinary General Meeting, together with the explanatory statement annexed thereto, was taken as read and on record.

4. EROSION OF NET WORTH:

The following resolution was proposed by Mr. Lakhan Singh [DP ID IN300118 & Client ID 11435987] as an Ordinary Resolution. It was seconded by Mr. Nandan Singh Bhakuni [Client ID 1304140002302386 (CDSL)]:

"RESOLVED THAT the Report of Board of Directors of the Company to the shareholders on erosion of peak net worth of the Company during immediately preceding four financial years by its accumulated losses as on 31st March, 2012 and the causes for such erosion, as required under section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, ("the Act"), be and is hereby considered and approved.

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RESOLVED FURTHER THAT in accordance with the requirements of Section 23 of the Act, the Company do report to the Board for Industrial and Financial Reconstruction ("the BIFR") of the fact that the accumulated losses of the Company as on 31st March, 2012 have resulted in an erosion of more than fifty percent of its peak net worth during immediately preceding four financial years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to send the report to the BIFR and do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient in relation thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any officer or officers of the Company to give effect to this resolution."

Above resolution was put to vote by show of hands and passed as an ordinary resolution.

5. VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair.

Date: 30.11.2012
Place: Noida

**Sd/-
CHAIRMAN**

**CERTIFIED TRUE COPY
FOR INDOSOLAR LIMITED**


DIRECTOR