



14th October, 2013

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 8th Annual General Meeting held on 30th September, 2013

Dear Sir / Madam

Please find attached the minutes of the 8th Annual General Meeting held on 30th September 2013.

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 EIGHTH ANNUAL GENERAL MEETING OF
INDOSOLAR LIMITED HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2013 AT
SURYA GARDEN, PALLA BAKHTAWARPUR ROAD, VILLAGE-ALIPUR, DELHI – 110 036
AT 10.00 A.M.**

MEMBERS PRESENT:

In Person: 63
Through Proxy: 3

IN ATTENDANCE:

- | | |
|----------------------------|---|
| 1. Mr. Hulas Rahul Gupta | Managing Director |
| 2. Mr. Anand Kumar Agarwal | Whole Time Director & Chief Financial Officer |

CHAIRMAN OF THE MEETING:

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

QUORUM:

The Chairman welcomed the Shareholders at the Meeting and called the Meeting to order as requisite quorum was present.

NOTICE OF THE MEETING:

Mr. A.K. Agarwal, the Whole Time Director informed to the Members that the Registers of Members and Directors' Shareholdings were open for inspection. The Notice convening the Meeting and Directors' Report were taken as read with the permission of the Members present at the Meeting.

The Auditor's Report on the accounts of the Company for the year ended 31st March, 2013 was read at the meeting.

Thereafter, the agenda of the meeting was taken up as under:

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY:

The following resolution was proposed by Mr. Christy John [DP ID IN300118 & Client ID 11518655] as an Ordinary Resolution. It was seconded by Mr. Ravindra Singh [DP ID IN300118 & Client ID 11436002]:

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on 31st March, 2013 together with Notes and the Reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted."

The above resolution was put to vote by show of hands and passed as an Ordinary Resolution.

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2. RE-APPOINTMENT OF MR. BHUSHAN KUMAR GUPTA, ROTATIONAL DIRECTOR:

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

"RESOLVED THAT Mr. Bhushan Kumar Gupta, the Director retiring 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."

The above resolution was put to vote by show of hands and passed as an Ordinary Resolution.

3. RE-APPOINTMENT OF MR. HULAS RAHUL GUPTA, ROTATIONAL DIRECTOR:

The following resolution was proposed by Mr. Dina Nath Singh [DP ID IN301774 & Client ID 16532891] as an Ordinary Resolution. It was seconded by Mr. Uma Shanker Sharma [DP ID IN 301653 & Client ID 10128695]:

"RESOLVED THAT Mr. Hulas Rahul Gupta, the Director retiring 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."

The above resolution was put to vote by show of hands and passed as an Ordinary Resolution.

4. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The following resolution was proposed by Mr. Ravindra Singh [DP ID IN300118 & Client ID 11436002] as an Ordinary Resolution. It was seconded by Mr. Nandan Singh Bhakuni [Client ID 1304140002302386 (CDSL)]:

"RESOLVED THAT M/s B S R & Co., Chartered Accountants, Gurgaon (Firm Registration No.- 101248 W) be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be fixed by Board of Directors with the consultation of Auditors in place of existing Statutory Auditors M/s B S R and Associates, Chartered Accountants, Gurgaon."

The above resolution was put to vote by show of hands and passed as an Ordinary Resolution.

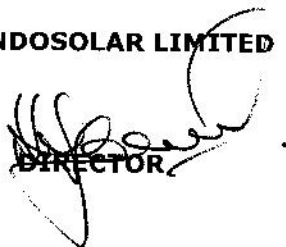
5. VOTE OF THANKS:

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

Date: 07.10.2013
Place: Delhi

Sd/-
CHAIRMAN

//CERTIFIED TRUE COPY//
FOR INDOSOLAR LIMITED


DIRECTOR