



September 04, 2017

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai – 400 051

To
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Sub: Compliance with the provision of Companies Act, 2013 and Regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam

Pursuant to the provision of the Companies Act, 2013 and regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclosed herewith copy of Notice of 12th Annual General Meeting to be held on Thursday, 28th September, 2017.

Request you to kindly take the same on your record.

Thanking You,
Yours Faithfully,

For Indosolar Limited



Manish Gupta
Company Secretary

Encl.: As above

INDOSOLAR LIMITED

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

www.indosolar.co.in

Factory: 3C/1, EcoTech - II, Udyog Vihar, Greater Noida - 201 306 (U.P.) - INDIA
Tele: +91 - 120 - 476 2500 | Fax : +91 - 120 - 476 2525 E-mail: info@indosolar.co.in

CIN-L18101DL2005PLC134879

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF INDOSOLAR LIMITED WILL BE HELD ON THURSDAY, THE 28TH DAY OF SEPTEMBER 2017 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, 2017.

“RESOLVED THAT the Audited Financial Statement of the Company including Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the financial year ended March 31, 2017 annexed with notes to the financial statement with reports of the Board of Directors (“the Board”) and Auditors thereon be and are hereby received, considered, approved 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. Appointment of Statutory Auditors:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s Arun K Gupta & Associates, Chartered Accountants, New Delhi (Firm Registration Number-000605N), be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of this 12th Annual General Meeting (AGM) till the conclusion of the 17th Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual General Meeting) in respect of the financial year beginning April 01, 2017 and ending March 31, 2022 to examine and audit the accounts of the Company on at such remuneration as may be agreed upon by the Board of Directors of the Company and the Auditors, in addition to applicable tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of the accounts of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby severally authorized to do all such act(s), deed(s) and thing(s) as it may, deem necessary, proper and/or expedient for implementing and giving effect to the aforesaid resolution.”

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 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 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 by the Board of Directors as Cost Auditors of the Company for the financial year 2017-18.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such act(s), deed(s) and thing(s) as it may, deem necessary, proper and/or expedient for implementing and giving effect to the aforesaid resolution.”

**By Order of the Board of Directors
For INDOSOLAR LIMITED**

**Place: Greater Noida
Date: August 11, 2017**

**MANISH GUPTA
Company Secretary
Membership No.: A29854**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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, DULY STAMPED, SIGNED AND COMPLETED IN ALL RESEPECTS AND 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. Member(s)/Proxies/Authorized Representatives are requested to bring the attendance slip enclosed at the end of Annual Report duly filled and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
3. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
5. In case of joint holders, only such joint holder whose name appear higher in the order of names will be entitled to vote.
6. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:
 - a) The change in the residential status on return to India for permanent settlement.
 - b) The particulars of the Non-resident rupee (NRE) Account with a Bank in India, if not furnished earlier.
7. The route map showing directions to reach the venue of the 12th Annual General Meeting is enclosed at the end of Annual Report.
8. The relevant details of Directors proposed to be appointed/ reappointed, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A** under explanatory statement.
9. 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 annexed hereto.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. Members desirous of seeking any information relating to the Annual Accounts of the Company may write to the Company at 3C/1, Ecotech-II, Udyog Vihar, Gautam Budh Nagar, Greater Noida- 201306 (U.P.) for the attention of Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Annual General Meeting.
12. The Register of members and Share transfer books of the Company will remain closed from Friday, 22nd September 2017 to Thursday, 28th September 2017 (both days inclusive).
13. Member(s) holding shares in physical form are requested to notify the Company or Company's Registrar and Transfer Agent (RTA), Link Intime India Pvt. Ltd. of any change in their addresses/Bank Mandates. Member(s) holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses/ Bank Mandates.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
15. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
- 16. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**
17. The Notice of the Annual General Meeting and the Annual Report for FY 2016- 17 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2016-17 are being sent in the permitted mode.
18. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2016-17 will also be available on the Company's website www.indosolar.co.in.

19. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the items of business given in the Notice of Meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through ballot paper. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be entitled to cast their vote again at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case a member cast his or her vote both through the remote e-voting, and ballot paper at the AGM, then the vote cast by way of remote e-voting will only be considered.
- IV. The voting rights of member(s) shall be reckoned on the paid-up equity shares capital of the Company registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, September 21, 2017. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, September 21, 2017 only shall be entitled to avail the facility of remote e-voting / ballot paper. A member who is not a member as on the cut-off date should treat this notice for information purposes.
- V. The Board of Directors of the Company has appointed Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries (Membership No. ACS 28994/ Certificate of Practice No. 13050) failing him Mr. Lakhan Gupta, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries (Membership No. ACS 36583/ Certificate of Practice No. 13725) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The remote e-voting period commences at 09.00 a.m. on Monday, 25th September, 2017 and ends at 5:00 p.m. on Wednesday, 27th September, 2017. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VII. The process and manner for remote e-voting are as under:
 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Ballot Paper/ Attendance Slip indicated in the PAN field.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction VII (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach 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 on the EVSN for the relevant <Company Name> 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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.

(xx) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Thursday, 21st September, 2017, may follow the same procedure as mentioned above for remote e-voting.

(xxi) The Scrutinizer shall, immediately after the conclusion of voting at the Annual general meeting, count the votes cast at the Annual General meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2 witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman of the Company. The Chairman or any other director authorized by the Chairman, shall declare the result of the voting on or later than 48 hours from the meeting.

(xxii) The results along with Scrutinizer's Report, will be placed on the Company's website www.indosolar.co.in and the website of CDSL immediately after the result is declared by the Chairman or any other person directed by the Chairman and the same shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results will also be posted on the notice board of the Company at the registered office as well as the corporate office.

(xxiii) The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

**By Order of the Board of Directors
For INDOSOLAR LIMITED**

**Place: Greater Noida
Date: August 11, 2017**

**MANISH GUPTA
Company Secretary
Membership No.: A29854**

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 27th May 2017 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 2017-18 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 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 financially or otherwise except to the extent of their shareholding.

Annexure-A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director/DIN	Mr. Hulas Rahul Gupta/ DIN:00297722
Date of birth	October 24, 1959
Date of Appointment	January 15, 2008
Qualification	Bachelor of Business Administration (BBA)
Experience in Specific functional areas	He has wide experience in various industries including Lamp manufacturing industry. He was also promoter of Phoenix Lamps Limited
No. of Equity Shares held in the Company as on March 31, 2017	80,385,494
Terms & Conditions of re-appointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during the year FY 2016-17 (Rs. in lakhs)	45.36*
No. of meetings of Board attended during the year	7 out of 8 Board Meetings attended during the FY 2016-17
Directorship held in other Companies as on March 31, 2017	Nil
Relationship with any other director inter-se and KMPs of the Company	Nil
No. of Indian Public Companies in which he is holding the Chairmanship and Membership	Nil

*The amount paid as per the MCA order (please refer the note no. 34(b) of the notes to the financial statement)

By Order of the Board of Directors
For INDOSOLAR LIMITED

Place: Greater Noida
Date: August 11, 2017

MANISH GUPTA
Company Secretary
Membership No.: A29854



FORM NO. MGT-11

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

INDOSOLAR LIMITED

CIN: L18101DL2005PLC134879

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

Tel.: 011-26841375, Fax: 011-26843949

E. Mail: secretarial@indosolar.co.in, Website: www.indosolar.co.in

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:

S. No.	Name	Address	E-mail ID	Signature	or failing him
1.					
2.					
3.					

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Thursday, the 28th day of September 2017 at 9:00 am at Mithas Motel & Resort, 92/16, G.T. Karnal Road, Alipur, Delhi – 110 036 or any adjournment thereof in respect of such resolution as are indicated below:

Resolutions	For	Against
Resolution No. 1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017. (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. Appointment of M/s. Arun K Gupta & Associates, Chartered Accountants, as Statutory Auditors of the Company. (Ordinary Resolution)		
Resolution No. 4. Ratification of remuneration of M/s. Kabra and Associates, Cost Auditors for the Company for the Financial Year 2017-18. (Ordinary Resolution)		

Signed this day of 2017

Signature of Shareholder.....

Signature of Proxy holder(s).....

AFFIX
REVENUE
STAMP OF
RS. 1

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. Shareholders may give their assent or dissent against each resolution.

*Applicable for members holding shares in electronic form



ATTENDANCE SLIP
INDOSOLAR LIMITED

CIN: L18101DL2005PLC134879

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

Tel.: 011-26841375, Fax: 011-26843949

E. Mail: secretarial@indosolar.co.in, Website: www.indosolar.co.in

I hereby record my presence at the 12th Annual General Meeting of the Company at Mithas Motel & Resort, 92/16, G.T. Karnal Road, Alipur, Delhi – 110 036 on Thursday, the 28th day of September 2017 at 9.00a.m.

Full Name of the Member (in block letters):

Signature:

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.