

INDOSOLAR LIMITED

CIN: L18101DL2005PLC134879

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

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE SHAREHOLDERS OF INDOSOLAR LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF DECEMBER, 2016 AT 9.00 A.M. AT KRISHNA FARM, G.T. ROAD, CHITHERA, DADRI, GAUTAM BUDH NAGAR – 203207, UTTAR PRADESH TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

“**Resolved that** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Arun K Gupta & Associates, Chartered Accountants, New Delhi (Firm Registration No.: 000605N) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B S R & Co. LLP, Chartered Accountants, Gurgaon (Firm Registration No.: 101248W/W-100022) from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting to conduct the Statutory Audit for the period ended 31st March, 2017 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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

**Place: New Delhi
Date: 26.11.2016**

**Manish Gupta
Company Secretary
Membership Number: A29854
Address: Block-D, 1005, ST-12
Ashok Nagar, Shahdara Delhi 110093**

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. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the company not less than forty eight (48) hours before the commencement of the meeting.**

3. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting pursuant to Section 113 of the Companies, Act, 2013 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. Member(s)/Proxies/Authorized Representatives are requested to bring the attendance slip as enclosed at the end of Notice 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.
5. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person to 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.
6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. 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.
8. 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 Meeting
9. 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.
10. 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.
11. Memorandum of Association & Articles of Association and 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 and copies thereof shall also be made available for inspection in physical or electronic form at Corporate Office of the company and also at the Meeting
12. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, December 23, 2016. 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. Friday, December 23, 2016 only shall be entitled to avail the facility of remote e-voting / Poll.
13. Notice of the Meeting 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 is being sent in the permitted mode.
14. Member(s) may also note that the Notice of the Meeting will also be available on the Company's website www.indosolar.co.in for download.
15. The route map showing directions to reach the venue of the Extraordinary General Meeting is annexed.

16. Voting through electronic means

- i. In compliance with 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 poll 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 poll. No voting by show of hands will be allowed 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. **The members who have cast their vote through both the mode, the vote cast through electronics mode shall be prevailing.**
- iv. The remote e-voting period commences at 09.00 a.m. on Tuesday, 27th December, 2016 and ends at 5:00 p.m. on Thursday, 29th December, 2016. 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 Friday, 23rd December, 2016, 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.
- v. 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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / 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. <ul style="list-style-type: none">• 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 v (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. Friday, December 23, 2016, may follow the same procedure as mentioned above for remote e-voting.

- (xxi) 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.
- (xxii) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote-voting facility.
- (xxiii) The poll process shall be conducted in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The Results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.indosolar.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a director authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

**Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

M/s. B S R & Co. LLP, Chartered Accountants, Gurgaon (Firm Registration No.: 101248W/W-100022) have tendered their resignation from the position of Statutory Auditors effective from November 19, 2016, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Since, a casual vacancy, in terms of Section 139(8) of the Act, caused by the resignation of auditors can be filled up by the Company in General Meeting, as per recommendation of Audit Committee, the Board proposes that M/s Arun K Gupta & Associates, Chartered Accountants, New Delhi (Firm Registration No.: 000605N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Co. LLP, Chartered Accountants.

M/s Arun K Gupta & Associates, Chartered Accountants, New Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Section 139(1) of the Companies Act, 2013.

Accordingly, Board recommends the resolution for your approval as an Ordinary Resolution.

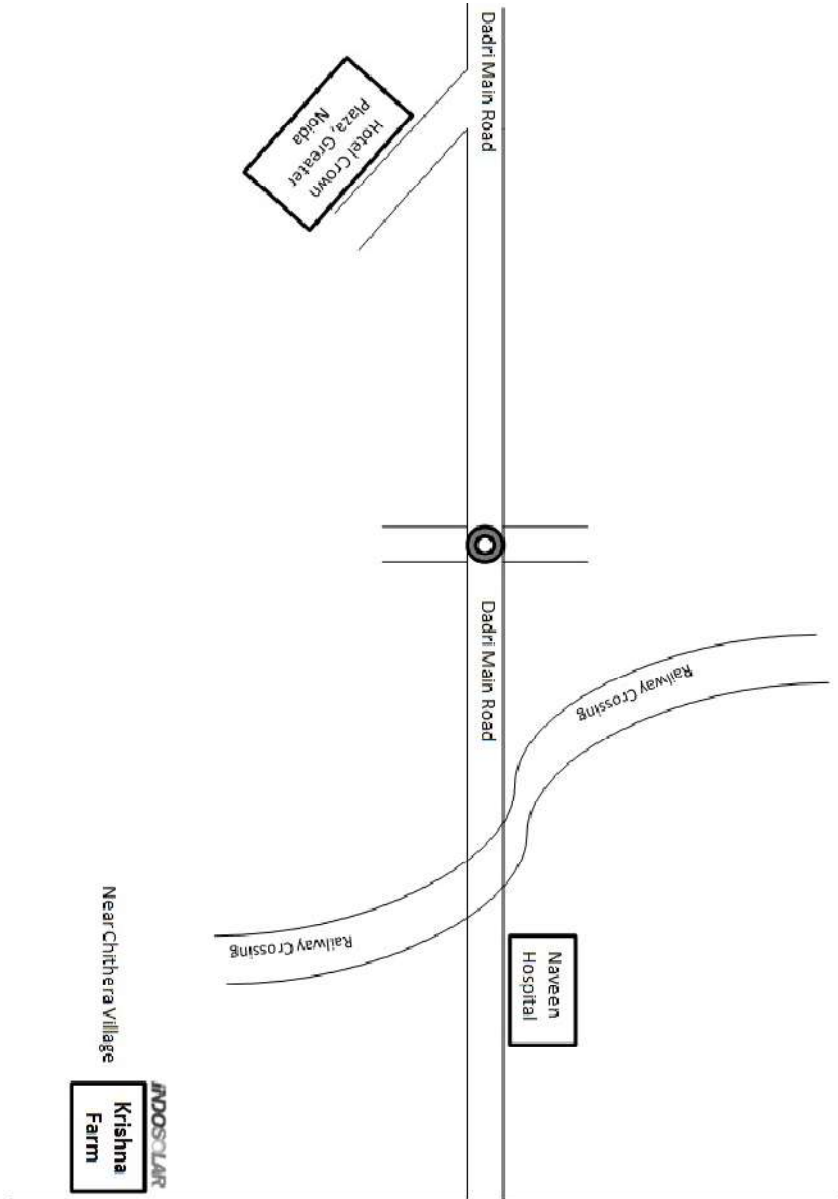
None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

**Place: New Delhi
Date: 26.11.2016**

**Manish Gupta
Company Secretary
Membership Number: A29854
Address: Block-D, 1005, ST-12
Ashok Nagar, Shahdara Delhi 110093**

Route Map



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: investors@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.					

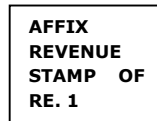
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, the 30th day of December 2016 at 9:00 am at Krishna Farm, G.T. Road, Chithera, Dadri, Gautam Budh Nagar – 203207, Uttar Pradesh or any adjournment thereof in respect of such resolution as are indicated below:

SPECIAL BUSINESS		
Resolutions	For	Against
Resolution No. 1. To appointment of Statutory Auditors to fill causal vacancy. (Ordinary Resolution)		

Signed this _____ day of _____ 2016

Signature of Shareholder

Signature of Proxy holder(s)



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: investors@indosolar.co.in, Website: www.indosolar.co.in

I hereby record my presence at the Extraordinary General Meeting of the Company at Krishna Farm, G.T. Road, Chithera, Dadri, Gautam Budh Nagar – 203207, Uttar Pradesh on Friday, the 30th day of December 2016 at 9.00 a.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.