INDOSOLAR™

29th September, 2018

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 Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam

Pursuant to the Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Annual Report 2017-18 approved and adopted in the 13th Annual General Meeting held on Friday, 28th September, 2018.

Request you to kindly take the same on your record.

Thanking You,
Yours Faithfully,

For **Indosolar Limited**

INDOSOLAR LIMITED

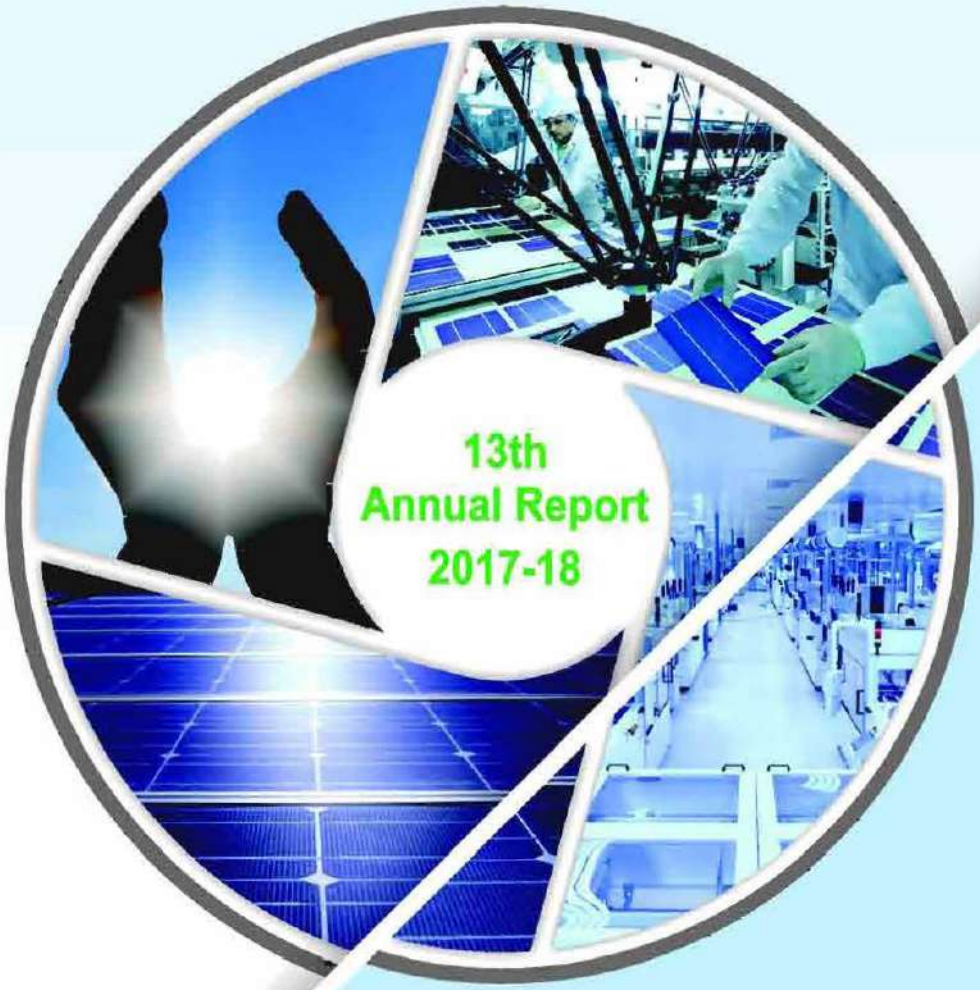
Anand Kumar Agarwal
Chief Financial Officer & Compliance Officer

Encl.: As above

INDOSOLAR™

LIMITED

www.indosolar.co.in



13th Annual Report 2017-18

LET'S GO SOLAR

INDOSOLAR™

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 Arun K Gupta & Associates
Chartered Accountants
D-58, East of Kailash
New Delhi- 110 065

BANKERS
Union Bank of India
Corporation Bank
Bank of Baroda
Asset Reconstruction Company (India) Limited

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; secretarial@indosolar.co.in
Website: www.indosolar.co.in

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

CORPORATE IDENTITY NUMBER
L18101DL2005PLC134879

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INDOSOLAR™

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF INDOSOLAR LIMITED WILL BE HELD ON FRIDAY, THE 28TH DAY OF SEPTEMBER 2018 AT 9:00 A.M. AT ROYAL ARCHES FARM HOUSE, PALLA BAKHTAWAR PUR 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, 2018.

   "RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with auditor's report and reports of the board of directors ("the Board") 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 Pursant to the provisions of section 152 and other applicable provisions, if any, of the companies act, 2013 and the rules made thereunder (including any statuory modification(s) per re-enactment thereof) Mr. Hulas Rahul Gupta (DIN : 00297722), who retires by rotation and eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retired by rotation"

3. To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration.:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Arun K Gupta & Associates, Chartered Accountants (Firm Registration No. 0006051N), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 17th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

   RESOLVED FURTHER THAT the company do hereby affairm that the appointment of M/s Arun K. Gupta & Associates, chartered accountants (firm registration No. 0006051N), as the statuory Auditors of the company, Shall not rquired any annual ratification by the members for remaining period of their appointment from the conclusion of 13th Annual General Meeting till the conclusion of 17th Annual General Meeting of the company.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby 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 Section 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 2018-19.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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

Hulas Rahul Gupta
Managing Director
DIN:00297722
Add:C - 12, FRIENDS COLONY
NEW DELHI 110065

Place: Greater Noida
Date: 10.08.2018

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 13th 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. In terms of circulat no. LIST/COMP/14/2018-19 Dated 20th June, 2018 as issued by BSE Limited, Mr. Hulas Rahul Gupta (DIN : 00297722), Director's of the Company liable retired by rotation, has confirmed that he is not debarred from holding the office of the director by virtue of any SEBI order by any other Authoriry.

10. 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.

11. 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.

12. 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 Chief Financial Officer, at least seven days in advance of the Meeting so that requisite information can be made available at the Annual General Meeting.

13. The Register of members and Share transfer books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday 28th September 2018 (both days inclusive).

14. 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.

15. 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.

16. The shares of the company are compulsorily traded in demat mode. Further SEBI has also mandeted transfer of securities in demat mode with effect from 5th December 2018 and accordingly, The Company would not be able to except requests for transfer of shares held in physical mode thereafter. Hence, from members who are still holding physical share cetificates are advised to dematerialize their shareholding.

17. 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.

18. **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.**

19. The Notice of the Annual General Meeting and the Annual Report for FY 2017- 18 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 2017-18 are being sent in the permitted mode.

20. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website www.indosolar.co.in.

21. 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. Close of working hours of Friday, 21st September, 2018. 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, 21st September, 2018 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 Tuesday, 25th September 2018 and ends at 5:00 p.m. on Thursday, 27th September, 2018. 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, 21st September, 2018, 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 Address slip.**
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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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, 21st September, 2018, 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 note 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 directedby 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

Hulas Rahul Gupta
Managing Director
DIN:00297722
Add: C - 12, FRIENDS COLONY
NEW DELHI 110065

Place: Greater Noida
Date: 10.08.2018

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 Friday, the 10th August 2018 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 2018-19 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, 2018	80,385,494
Terms & Conditions of re-appointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during the year FY 2017-18 (Rs. in lakhs)	15.12*
No. of meetings of Board attended during the year	6 out of 6 Board Meetings attended during the FY 2017-18
Chairmanship/Directorship held in other Companies as on March 31, 2018 **(excluding foreign companies and section 8 companies)**	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

Hulas Rahul Gupta
Managing Director
DIN:00297722
Add: C - 12, FRIENDS COLONY
NEW DELHI 110065

Place: Greater Noida
Date: 10.08.2018

DIRECTORS REPORT

The Board has pleasure in presenting the (13th) Thirteen Annual Report on business and operations of the Company for the year ended 31st March 2018.

1. FINANCIAL HIGHLIGHTS

PARTICULARS	YEAR ENDED 31-03-2018	YEAR ENDED 31-03-2017
Revenue from operations (A)	31,412.37	44,231.09
Other Income (B)	431.15	297.44
Operating expenditure (C)	33,551.24	36,779.91
Earnings before interest, tax, depreciation and amortisation (EBITDA) [D=A+B-C]	**(1,707.72)**	**7,748.62**
Finance Cost (E)	5,351.94	10,614.91
Depreciation and amortization expense (F)	2,810.58	2,912.50
Profit / (Loss) before exceptional items and tax [G=D-E-F]	**(9,870.24)**	**(5,778.79)**
Exceptional Items [Profit/(Loss)] (H)	(6,410.96)	----
Profit / (Loss) before tax [I=G-H]	(16,281.20)	(5,778.79)
Provision for Taxation (J)	2.32	14.23
Profit / (Loss) after tax [K=I-J]	**(16,283.52)**	**(5,793.02)**

2. PERFORMANCE REVIEW

During the year under review, the Company achieved turnover of **Rs. 31,412.37** lakhs as compared to **Rs. 44,231.09** lakhs in the previous year. The Earnings before interest, tax, depreciation and amortisation ("EBITDA") of **Rs. (1,707.72)** lakhs in the financial year 2017-18 as compared to **Rs. 7,748.62** lakhs in the previous year.

Your Directors feel that the Company will be seeing a turnaround in the financial year 2018-19 keeping in view the certain measures taken or expected to be taken by the Government to support of the domestic manufacturers in India viz. Central Public Sector Undertakings "CPSU" Scheme to replace the Domestic Content Requirement "DCR" Policy, viability gap funding policy etc.

3. RESERVES AND SURPLUS

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

4. DIVIDEND

Due to non-availability of profit, the Board does not recommend any dividend for the year ended 31st March 2018.

5. QUALITY

Your Company has implemented International Quality Management System based on the requirement of ISO 9001:2015. The Company has established, implemented and maintaining a Quality Management System. During this year, ISO 14001 surveillance was carried out by TUV Nord and the auditors recommended the continuation of the ISO 9001:2015. Apart from the above, your Company is also OHSAS-18001:2007 and ISO-14001:2015 certified.

Your Company had also taken various initiatives during the year for ISO awareness like ISO Audits, ISO Awareness sessions, specially week observations(POI) point of improvement, NCRs (NON Conformities) safety week which enhances the three values viz., Integrity, Quality and Safety.

6. FIXED DEPOSITS

During the year under review, the Company has not accepted any fixed deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and no amount of principal or interest is outstanding as on the balance sheet closure date.

7. STATUS OF PRESENT CAPACITY UTILIZATION

In view of the market viability over Solar Industry, the Company is expected that the full utilization of capacity will be used by end of the financial year 2018-19.

8. NUMBER OF MEETINGS OF THE BOARD

Six (6) meetings of the board were held during the year. For details of the meetings of the board, please refer to the point no. 2 of the Corporate Governance Report, which forms part of this Report. The intervening gap between any two consecutive Board Meetings did not exceed 120 days.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

The Independent Directors of the Company have given a declaration confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015.

Mr. Hulas Rahul Gupta [DIN: 00297722], Managing Director liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for the re-appointment. The Board of Directors recommended his reappointment for the consideration of the shareholders in ensuring Annual General Meeting. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Notice of 13th Annual General Meeting of the Company. However, there was no change in the board of the company during the financial year.

Key Managerial Personnel

During the year, there was no change in Key Managerial Personnel. Pursuant to the provision of Companies Act, 2013, the key managerial personnel of the Company are Mr. Hulas Rahul Gupta, Managing Director and Mr. Anand Kumar Agarwal, Chief Financial Officer. However, Mr. Manish Gupta, Company Secretary of the Company has resigned with effect from 14th May 2018 after close of financial year.

10. BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the concerned independent director being evaluated.

11. REMUNERATION POLICY

The Nomination and Remuneration Committee of the Company leads the process for Board Appointment in accordance with the requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations or policy guidelines.

The policy for determining the remuneration for Directors, Key Managerial Personnel & other employees is available on website of the Company i.e. http://www.indosolar.co.in/images/pdf file NOMINATION % 20 AND % 20 REMUNERATION %20 POLICY.pdf.

12. EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return in Form MGT -9 as required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is given in Annexure - I to this Report.

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

None of the transactions entered into by the company with related parties during the financial year 2017-18 falls under the scope of section 188(1) of the Companies Act, 2013. Information on transactions with related parties pursuant to section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure II in Form AOC-2 and the same forms part of this Report.

However, omnibus approval is obtained from the Audit Committee for the related party transactions which are unforeseen and repetitive in nature.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the financial year 2017-18, the Company has not given loans, guarantees/surety or investment as described under Section 186 of the Companies Act, 2013.

15. DETAIL OF SUBSIDARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There is no subsidiary, joint venture or associate of the Company during the Financial Year 2017-18.

16. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the point no. 3 of the Corporate Governance Report, which forms part of this Report. The intervening gap between any two consecutive Audit Committee Meetings did not exceed 120 days.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

18. CHANGES IN CAPITAL STRUCTURE

During the year ended 31st March, 2018, the Company has increased its authorised share capital from Rs. 500,00,00,000 (Rupees Five Hundred Crores) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 10,00,00,000 (Ten Crores) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 1000,00,00,000 (Rupees One Thousand Crores) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,00,00,000 (Fifty Crores) Preference Shares of Rs. 10/- (Rupees Ten) each.
During the year ended 31st March, 2018 the Company has allotted 87,31,617 (Eighty Seven Lakhs Thirty One Thousand Six Hundred Seventeen) equity shares of face value of Rs. 10/- each (the "Equity Shares") at a price of Rs. 10.88 per share upon conversion of 9,500,000 compulsorily convertible preference shares 'CCPS'.

During the year ended 31st March, 2018 the Company has allotted 52,05,499 (Fifty Two Lakhs Five Thousand Four Hundred Ninety Nine) equity shares of face value of Rs. 10/- each (the "Equity Shares"), at a price of Rs. 10/- (Rupees Ten only) to M/s Greenlite Lighting Corporation (the "Investor"), Promoter Group on a preferential basis, against conversion of unsecured loan of Rs. 5,20,54,995 (Rupees Five Crore Twenty Lakhs Fifty Four Thousand Nine Hundred Ninety Five Only) taken by the Company from M/s Greenlite Lighting Corporation in lieu of equity shares invoked by lender.

During the year ended 31st March, 2018 the Company has allotted 1% Optionally Convertible Cumulative Redeemable Preference Shares of the Company of face value of Rs. 10/- each ("OCCRPS") as per the OTS Scheme to its Lenders (Union Bank of India) on preferential basis of Rs. 207,00,00,000 (Two Hundred Seven Crores Only), pursuant to conversion of the relevant portion of the outstanding debt ("Converted Debt") owned to the lenders.

19. UN-CLAIMED SHARES

In terms of Para F of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the details of Un-claimed Shares are as under:

Particulars	No. of holders whose shares are marked as un-claimed	No. of shares marked as un-claimed
A. Status of un-claimed shares at the beginning of the year i.e. 1st April, 2017	05	3,385
B. No. of claims received by the Company during the year under review for release of shares	02	637
C. No. of claims settled and shares released to the rightful claimants during the year under review	02	637
D. Transferred to IEPF pursuant to Section 124(6) of the Companies Act, 2013	NIL	NIL
Balance un-claimed shares as at the end of the year i.e. 31st March, 2018 [A-(C+D)]	03	2,748

20. PROMOTERS/PROMOTERS GROUP

The Company is controlled by Mr. Hulas Rahul Gupta in the capacity as Director and shareholder and by Mr. Bhushan Kumar Gupta, Ms. Priya Desh Gupta, Ms. Abha Gupta and M/S Greenlite Lighting Corporation in the capacity as shareholder.

21. 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.

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

22. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The details in respect of internal financial control and their adequacy are included in the point no. 6 of the Management Discussion & Analysis Report, which forms part of this report.

23. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a vigil mechanism for Directors, Employees and other person dealing with the Company for reporting illegal or unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Directors, employees or other persons who avail the mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee.

The Vigil Mechanism (Whistle Blower Policy) is available on the Company's website www.indosolar.co.in.

24. AUDITORS

STATUTORY AUDITORS

M/s. Arun K. Gupta and Associates, Chartered Accountants (Firm Registration No.0006051N), New Delhi (Firm Registration Number: 000605N) was appointed as Statutory Auditors of the Company (subject to ratification of the appointment by the members at every intervening Annual General Meeting) for a period of 5 years in the 12th Annual General Meeting to hold office from the conclusion of that meeting till the conclusion of the 17th Annual General Meeting of the Company.

The annual ratification of appointment of statutory auditors at every Annual General Meeting for their remaining terms as aforesaid, shall be done, if so required under the Companies Act 2013.

Auditors Report

The Board has duly examined the auditor's report for the Financial year ended 31st March 2018, which contain Observation, for which Management need to give Clarification/explanation on the observation.

Clarification/explanation on remarks in Independent Auditors' Report

Management is unable to estimate the impact: Considering the delay in release of domestic content requirement and impassion of safeguard duty on imports ,delay in processing of claim in respect to the company's eligibility for certain capital incentive even after receipt of favorable decision of Supreme court , management believes that a sum of Rs.30,700.00 Lakhs, to be provided as impairment in respect of the carrying value of its property, plant and equipment's including capital work in progress as at 31st March 2018.

In view of forthcoming safe guard duty and possible release of CPSU Policy for domestic content, possible sanction of Capital Subsidy and ongoing process of Loan Settlement with Other Banks and ARCIL, it is appropriate to prepare the accounts on a going concern basis.

Being EOU, Company is required to meet positive NFE as per foreign Trade policy on the basis of which company's Imported certain Raw material and machineries without payment of custom Duty. As on 31st march 2018 the Company's NFE is positive by Rs. 23,913.25 Lakhs without considering the amortization of import value of Line-C (Commercial Production yet to start). Incase company amortize the value of Line-C, NFE as on 31st March 2018 would be negative by Rs.5494.01 Lakhs. The Company believe that it will achieve Positive NFE within the stipulated time.

Management's estimation on the impact of audit qualification: (i) In view of the ongoing negotiations with ARCIL for restructuring of debts, the company has decided not to provide interest of Rs.1,242.72 lakhs and Rs.4,934.74 lakhs for the quarter and Year ended 31st March, 2018 respectively. (ii) Company decided not to provide claim of Rs.2,323.88 Lakhs of Corporation bank as additional interest/penal interest as on 31st March 2018, pending 'OTS' (One Time Settlement) proposal with the bank.

SECRETARIAL AUDITOR

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Chandrasekaran Associates a firm of Company Secretaries in Practice to undertake the secretarial audit of the company for the Financial Year 2017-18. The report of Secretarial Audit is annexed to this report as **Annexure III.**

The Secretarial Auditor's Report contain some observations, which are self explanatory and same has been well explained by management in statutory Auditors' observations.

COST AUDITOR

Pursuant to the provision of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors at their meeting held on 27th May, 2017 has appointed M/s Kabra & Associates Cost Accountants (Firm Registration Number: 000075) as the Cost Auditors to conduct audit of cost records relating to the products manufactured by your Company for the financial year 2017-18.

INTERNAL AUDITOR

During the year under review, Mr. Lakhan Singh, General Manager of Integrated Management System of the Company, the internal auditors of the Company conducted periodic audits of the Company. The Audit Committee reviews the detailed Internal Audit reports submitted by the Internal Auditors and takes stock of the actions taken on the observations of and recommendations made by them.

Your Directors are confident that there are adequate internal control systems and procedures which are being followed and complied with.

25. 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)of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 given as **Annexure IV** to this Report.

26. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, the Directors confirmed that:

a. in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b. they had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the Company for the year ended 31st March 2018;

c. they had taken proper and sufficient care for the 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;

d. they had prepared the annual accounts on a going concern basis;

e. they had laid down Internal financial controls to be followed by the Company and such Internal financial controls are adequate and were operating effectively; and

f. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. PARTICULARS OF EMPLOYEES & DISCLOSURES UNDER SECTION 197(12) OF ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 given as **Annexure V** forming integral part of the Annual Report.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 given as **Annexure VI** forming integral part of the Annual Report.

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 VII** to this Report. The Certificate from the practicing Company Secretary M/s Chandrasekaran Associates, Company Secretaries, certifying compliance with the conditions of the Corporate Governance as stipulated under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed with the Report on Corporate Governance.

30. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes have occurred and commitments made, affecting the financial position of the Company between the end of the financial year of the Company i.e. 31st March, 2018 and the date of this Report i.e. 10th August 2018.

31. DETAILS OF SIGNIFICANT AND MATERIAL ORDER

No significant and material order have been passed by any regulator or court or tribunal impacting the going concern status or future operations of the Company.

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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 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 2017-18. 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. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by Institute of Company Secretaries of India.

34. APPRECIATION

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

35. 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, Bank of Baroda, Corporation Bank and Asset Reconstruction Company (India) Limited (ARCIL).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

H. R. GUPTA
Managing Director
DIN: 00297722

GAUTAM SINGH KUTHARI
Director
DIN: 00945195

Place: Greater Noida
Date: 10.08.2018

Annexure I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:	
1 CIN	L18101DL2005PLC134879
2 Registration Date	08-Apr-05
3 Name of the Company	INDOSOLAR LIMITED
4 Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES
5 Address of the Registered office & contact details	C-12, FRIENDS COLONY (EAST), NEW DELHI- 110065
6 Whether listed company	YES
7 Name, Address & contact details of the Registrar & 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)

S. 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 & Module	35105	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	**Name and address of the Company**	**CIN/GLN**	**Holding/ Subsidiary/ Associate**	**% of shares held**	**Applicable Section**
----------NIL----------					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]			%	Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	137,240,497	-	137,240,497	38.32%	137,251,497	-	137,251,497	36.89%	-1.43%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	**137,240,497**	**-**	**137,240,497**	**38.32%**	**137,251,497**	**-**	**137,251,497**	**36.89%**	**-1.43%**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) **Foreign**									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.	69,241,052	-	69,241,052	19.33%	74,446,551	-	74,446,551	20.01%	0.68%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	**69,241,052**	**-**	**69,241,052**	**19.33%**	**74,446,551**	**-**	**74,446,551**	**20.01%**	**0.68%**
TOTAL (A)	**206,481,549**	**-**	**206,481,549**	**57.66%**	**211,698,048**	**-**	**211,698,048**	**56.90%**	**-0.75%**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI	16,177,531	-	16,177,531	4.52%	15,713,342	-	15,713,342	4.22%	-0.29%
c) Central Govt			-	0.00%			-	0.00%	0.00%d)
State Govt(s)			-	0.00%			-	0.00%	0.00%e)
Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies		-	0.00%			-	0.00%	0.00%	
g) FIIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	**16,177,531**	**-**	**16,177,531**	**4.52%**	**15,713,342**	**-**	**15,713,342**	**4.22%**	**-0.29%**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	12,209,897	-	12,209,897	3.41%	19,954,111	-	19,954,111	5.36%	1.95%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	52,785,368	6,604	52,791,972	14.74%	55,736,455	7,029	55,743,484	14.98%	0.24%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	59,904,309	-	59,904,309	16.73%	57,377,479	-	57,377,479	15.42%	-1.31%
c) Others (specify)									
Non Resident Indians	2,297,321	-	2,297,321	0.64%	2,636,795	-	2,636,795	0.71%	0.07%
HUF	5,360,279	-	5,360,279	1.50%	5,247,069	-	5,247,069	1.41%	-0.09%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	2,894,498	-	2,894,498	0.81%	3,684,396	-	3,684,396	0.99%	0.18%
Trusts	12,644	-	12,644	0.00%	9,644	-	9,644	0.00%	0.00%
Foreign Bodies-D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Unclaimed Share Suspense Account	-	-	-	0.00%	2,748	-	2,748	0.00%	0.00%
Sub-total (B)(2):-	**135,464,316**	**6,604**	**135,470,920**	**37.83%**	**144,648,697**	**7,029**	**144,655,726**	**38.88%**	**1.04%**
Total Public (B)	**151,641,847**	**6,604**	**151,648,451**	**42.34%**	**160,362,039**	**7,029**	**160,369,068**	**43.10%**	**0.75%**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	**358,123,396**	**6,604**	**358,130,000**	**100.00%**	**372,060,087**	**7,029**	**372,067,116**	**100.00%**	**0.00%**

(ii) Shareholding of Promoter/ Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Bhushan Kumar Gupta	56,500,001	15.78%	100%	56,500,001	15.19%	100%	-0.59%
2	Hulas Rahul Gupta	80,385,494	22.45%	100%	80,385,494	21.61%	100%	-0.84%
3	Priya Desh Gupta	355,001	0.10%	-	355,001	0.10%	-	0.00%
4	Abha Gupta	1	0.00%	-	11,001	0.00%	-	0.00%
5	Greenlite Lighting Corporation	69,241,052	19.33%	-	74,446,551	20.01%	-	0.68%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Bhushan Kumar Gupta						
	At the beginning of the year	01-Apr-17		56,500,001	15.78%	56,500,001	15.19%
	Changes during the year			-	0.00%	56,500,001	15.19%
	At the end of the year	31-Mar-18		56,500,001	15.19%	56,500,001	15.19%
2	Hulas Rahul Gupta						
	At the beginning of the year	01-Apr-17		80,385,494	22.45%	80,385,494	21.61%
	Changes during the year			-	0.00%	80,385,494	21.61%
	At the end of the year	31-Mar-18		80,385,494	21.61%	80,385,494	21.61%
3	Priya Desh Gupta						
	At the beginning of the year	01-Apr-17		355,001	0.10%	355,001	0.10%
	Changes during the year			-	0.00%	355,001	0.10%
	At the end of the year	31-Mar-18		355,001	0.10%	355,001	0.10%
4	Abha Gupta						
	At the beginning of the year	01-Apr-17		1	0.00%	1	0.00%
	Changes during the year	16-Feb-18	Transfer	11,000	0.00%	11,001	0.00%
	At the end of the year	31-Mar-18		11,001	0.00%	11,001	0.00%
5	Greenlite Lighting Corporation						
	At the beginning of the year	01-Apr-17		69,241,052	19.33%	69,241,052	18.61%
	Changes during the year	02-Feb-18	Allot	5,205,499	1.40%	74,446,551	20.01%
	At the end of the year	31-Mar-18		74,446,551	20.01%	74,446,551	20.01%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	IDBI Bank Limited						
	At the beginning of the year	01-Apr-17		10,721,005	2.99%	10,721,005	2.88%
	Changes during the year			-	0.00%	10,721,005	2.88%
	At the end of the year	31-Mar-18		10,721,005	2.88%	10,721,005	2.88%
2	Rising Fibers Private Limited.						
	At the beginning of the year	01-Apr-17		0	0.00%	-	0.00%
	Changes during the year	07-Jul-17	Allot	8,731,617	2.35%	8,731,617	2.35%
	At the end of the year	31-Mar-18		8,731,617	2.35%	8,731,617	2.35%
3	Thomas Varghese						
	At the beginning of the year	01-Apr-17		4,150,000	1.16%	4,150,000	1.12%
	Changes during the year	14-Apr-17	Transfer	(26,672)	-0.01%	4,123,328	1.11%
		05-May-17	Transfer	25,000	0.01%	4,148,328	1.11%
		19-May-17	Transfer	(118,328)	-0.03%	4,030,000	1.08%
		26-May-17	Transfer	(3,500)	0.00%	4,026,500	1.08%
		02-Jun-17	Transfer	(10,000)	0.00%	4,016,500	1.08%
		23-Jun-17	Transfer	20,000	0.01%	4,036,500	1.08%
		01-Sep-17	Transfer	(8,000)	0.00%	4,028,500	1.08%
		27-Oct-17	Transfer	(30,000)	-0.01%	3,998,500	1.07%
		03-Nov-17	Transfer	(5,000)	0.00%	3,993,500	1.07%
		01-Dec-17	Transfer	(15,000)	0.00%	3,978,500	1.07%
		22-Dec-17	Transfer	(2,000)	0.00%	3,976,500	1.07%
		29-Dec-17	Transfer	(28,000)	-0.01%	3,948,500	1.06%
		05-Jan-18	Transfer	(30,000)	-0.01%	3,918,500	1.05%
		12-Jan-18	Transfer	(101,000)	-0.03%	3,817,500	1.03%
		19-Jan-18	Transfer	(118,343)	-0.03%	3,699,157	0.99%
		03-Mar-18	Transfer	6,000	0.00%	3,705,157	1.00%
	At the end of the year	31-Mar-18		3,705,157	1.00%	3,705,157	1.00%
4	Union Bank of India						
	At the beginning of the year	01-Apr-17		2,965,000	0.83%	2,965,000	0.80%
	Changes during the year			-	0.00%	2,965,000	0.80%
	At the end of the year	31-Mar-18		2,965,000	0.80%	2,965,000	0.80%
5	Bank of Baroda						
	At the beginning of the year	01-Apr-17		1,904,201	0.53%	1,904,201	0.51%
	Changes during the year			-	0.00%	1,904,201	0.51%
	At the end of the year	31-Mar-18		1,904,201	0.51%	1,904,201	0.51%
6	MC Jain Infoservices Private Ltd.						
	At the beginning of the year	01-Apr-17		-	0.00%	-	0.00%
	Changes during the year	29-Dec-17	Transfer	1,847,570	0.52%	1,847,570	0.52%
	At the end of the year	31-Mar-18		1,847,570	0.50%	1,847,570	0.50%

SN	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
7	Brand Equity Treaties Limited						
	At the beginning of the year	01-Apr-17		1,400,000	0.39%	1,400,000	0.38%
	Changes during the year			-	0.00%	1,400,000	0.38%
	At the end of the year	31-Mar-18		1,400,000	0.38%	1,400,000	0.38%
8	K Subramaniam						
	At the beginning of the year	01-Apr-17		933,000	0.27%	933,000	0.25%
	Changes during the year	02-Jun-17	Transfer	9,000	0.00%	942,000	0.25%
		22-Sep-17	Transfer	(1,000)	0.00%	941,000	0.25%
		17-Nov-17	Transfer	(11,000)	0.00%	930,000	0.25%
		24-Nov-17	Transfer	(10,000)	0.00%	920,000	0.25%
		02-Feb-18	Transfer	7,500	0.00%	927,500	0.25%
		09-Feb-18	Transfer	(5,000)	0.00%	922,500	0.25%
	At the end of the year	31-Mar-18		922,500	0.25%	922,500	0.25%
9	Prudent Broking Services Private Limited						
	At the beginning of the year	01-Apr-17		395,589	0.11%	395,589	0.11%
	Changes during the year	07-Apr-17	Transfer	(57,500)	-0.02%	338,089	0.09%
		14-Apr-17	Transfer	125,983	0.04%	464,072	0.12%
		21-Apr-17	Transfer	66,763	0.02%	530,835	0.14%
		28-Apr-17	Transfer	14,446	0.00%	545,281	0.15%
		05-May-17	Transfer	14,903	0.00%	560,184	0.15%
		12-May-17	Transfer	(20,257)	-0.01%	539,927	0.15%
		19-May-17	Transfer	(27,030)	-0.01%	512,897	0.14%
		26-May-17	Transfer	58,298	0.02%	571,195	0.15%
		02-Jun-17	Transfer	169,123	0.05%	740,318	0.20%
		09-Jun-17	Transfer	68,262	0.02%	808,580	0.22%
		16-Jun-17	Transfer	(31,045)	-0.01%	777,535	0.21%
		30-Jun-17	Transfer	(5600)	0.00%	771935	0.21%
		07-Jul-17	Transfer	3710	0.00%	775,645	0.21%
		14-Jul-17	Transfer	(2,091)	0.00%	773,554	0.21%
		21-Jul-17	Transfer	8,160	0.00%	781,714	0.21%
		28-Jul-17	Transfer	(2,028)	0.00%	779,686	0.21%
		04-Aug-17	Transfer	3,500	0.00%	783,186	0.21%
		11-Aug-17	Transfer	4,255	0.00%	787,441	0.21%
		18-Aug-17	Transfer	17,400	0.00%	804,841	0.22%
		25-Aug-17	Transfer	(14,310)	0.00%	790,531	0.21%
		01-Sep-17	Transfer	(73,947)	-0.02%	716,584	0.19%
		08-Sep-17	Transfer	57,099	0.02%	773,683	0.21%
		15-Sep-17	Transfer	(77,421)	-0.02%	696,262	0.19%
		22-Sep-17	Transfer	(660)	0.00%	695,602	0.19%
		29-Sep-17	Transfer	(2,100)	0.00%	693,502	0.19%
		06-Oct-17	Transfer	33,274	0.01%	726,776	0.20%
		13-Oct-17	Transfer	(600)	0.00%	726,176	0.20%
		20-Oct-17	Transfer	(34,184)	-0.01%	691,992	0.19%
		27-Oct-17	Transfer	63,942	0.02%	755,934	0.20%
		03-Nov-17	Transfer	13,035	0.00%	768,969	0.21%

SN	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
		10-Nov-17	Transfer	25,863	0.01%	794,832	0.21%
		17-Nov-17	Transfer	(1,400)	0.00%	793,432	0.21%
		24-Nov-17	Transfer	1,700	0.00%	795,132	0.21%
		01-Dec-17	Transfer	3,446	0.00%	798,578	0.21%
		08-Dec-17	Transfer	1,854	0.00%	800,432	0.22%
		15-Dec-17	Transfer	5,145	0.00%	805,577	0.22%
		22-Dec-17	Transfer	(41,290)	-0.01%	764,287	0.21%
		29-Dec-17	Transfer	19,257	0.01%	783,544	0.21%
		05-Jan-18	Transfer	(7,526)	0.00%	776,018	0.21%
		12-Jan-18	Transfer	326,996	0.09%	1,103,014	0.30%
		19-Jan-18	Transfer	(260,000)	-0.07%	843,014	0.23%
		26-Jan-18	Transfer	(83,804)	-0.02%	759,210	0.20%
		02-Feb-18	Transfer	38,524	0.01%	797,734	0.21%
		09-Feb-18	Transfer	(30,200)	-0.01%	767,534	0.21%
		16-Feb-18	Transfer	55,500	0.02%	823,034	0.22%
		23-Feb-18	Transfer	(44,210)	-0.01%	778,824	0.21%
		02-Mar-18	Transfer	21,215	0.01%	800,039	0.22%
		09-Mar-18	Transfer	(30,000)	-0.01%	770,039	0.21%
		16-Mar-18	Transfer	24,550	0.01%	794,589	0.21%
		23-Mar-18	Transfer	(26,765)	-0.01%	767,824	0.21%
		31-Mar-18	Transfer	(750)	0.00%	767,074	0.21%
	At the end of the year	31-Mar-18		767,074	0.21%	767,074	0.21%
10	Shalini Gupta						
	At the beginning of the year	01-Apr-17		511,598	0.14%	51,198	0.14%
	Changes during the year	27-Oct-17	Transfer	200,000	0.06%	711,598	0.19%
	At the end of the year	31-Mar-18		711,598	0.19%	711,598	0.19%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01-Apr-17		511,598	0.14%	51,198	0.14%
1	Hulas Rahul Gupta						
	At the beginning of the year	01-Apr-17		80,385,494	22.45%	80,385,494	21.61%
	Changes during the year			-	0.00%	80,385,494	21.61%
	At the end of the year	31-Mar-18		80,385,494	21.61%	80,385,494	21.61%
2	Gautam Singh Kuthari						
	At the beginning of the year	01-Apr-17		100,000	0.03%	100,000	0.03%
	Changes during the year			-	0.00%	100,000	0.03%
	At the end of the year	31-Mar-18		100,000	0.03%	100,000	0.03%
3	Vidyut Manubhai Vora						
	At the beginning of the year	01-Apr-17		41,911	0.01%	41,911	0.01%
	Changes during the year			-	0.00%	41,911	0.01%
	At the end of the year	31-Mar-18		41,911	0.01%	41,911	0.01%

SN	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
4	Vinati Dev						
	At the beginning of the year	01-Apr-17		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-Mar-18		-	0.00%	-	0.00%
5	Anand Kumar Agarwal						
	At the beginning of the year	01-Apr-17		400,000	0.11%	400,000	0.11%
	Changes during the year			-	0.00%	400,000	0.11%
	At the end of the year	31-Mar-18		400,000	0.11%	400,000	0.11%
6	Manish Gupta*						
	At the beginning of the year	01-Apr-17		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-Mar-18		-	0.00%	-	0.00%
	* Mr. Manish Gupta Company secretary of the Company has resigned w.e.f. 14th May, 2018						

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	92,428.88	1,188.41	-	93,617.29
ii) Interest due but not paid	40,422.11	-	-	40,422.11
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	132,850.99	1,188.41	-	134,039.40
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	23,969.35	682.59	-	24,651.94
Net Change	(23,969.35)	(682.59)	-	(24,651.94)
Indebtedness at the end of the financial year				
i) Principal Amount	81,396.85	505.82	-	81,902.67
ii) Interest due but not paid	27,484.79	-	-	27,484.79
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	108,881.64	505.82	-	109,387.46

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

SN.	Particulars of Remuneration	Name of MD/WTD//Manager		Total Amount
-	Name	---	(Rs./Lac) Hutas Rahul	
	Designation	---	Managing Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	15.12	15.12
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-

2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify			-
	Total (A)	-	15.12	15.12
	Ceiling as per the Act			

*The amount paid as per MCA order. (Please refer Note No. 34(b) of Notes to the financial statements)

B. Remuneration to other Directors.

SN	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors	Gautam Singh Kuthari	Vidyut Manubhai Vora	Vinati Dev	-
	Fee for attending board	1.50	1.00	0.75	3.25
	committee meetings				
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	1.50	1.00	0.75	3.25
2	Other Non-Executive Directors	NIL			-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify	-			
	Total (2)	-	-	-	-
	Total (B)=(1+2)	1.50	1.00	0.75	3.25
	Total Managerial Remuneration				18.37
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	-	Anand Kumar Agarwal	Manish Gupta*	(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	69.30	8.39	77.69
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	69.30	8.39	77.69

* Mr. Manish Gupta Company secretary of the Company has resigned w.e.f. 14th May, 2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the	Brief Description Companies Act	Details of Penalty/ Punishment/ Compounding fees Imposed	Authority [RD/NCLT/ Court]	Appeal Made, If any (Give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding		NIL			
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

On behalf of the Board of Directors
For Indosolar Limited

H. R. GUPTA
Managing Director
DIN: 00297722

GAUTAM SINGH KUTHARI
Director
DIN: 00945195

Place: Greater Noida

Date: 10.08.2018

Annexure II

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 fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Indosolar Limited ('the Company') has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2017-18.

   (a) Name(s) of the related party and nature of relationship: **Not Applicable**
   (b) Nature of contracts/arrangements/transactions: **Not Applicable**
   (c) Duration of the contracts / arrangements/transactions: **Not Applicable**
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
   (e) Justification for entering into such contracts or arrangements or transactions: **Not Applicable**
   (f) Date(s) of approval by the Board: **Not Applicable**
   (g) Amount paid as advances, if any: **Not Applicable**
   (h) Date on which the resolution was passed in general meeting as required under first proviso to section 188: **Not Applicable**

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

   (a) Name(s) of the related party and nature of relationship: **Not Applicable**
   (b) Nature of contracts / arrangements / transactions: **Not Applicable**
   (c) Duration of the contracts / arrangements / transactions: **Not Applicable**
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
   (e) Date(s) of approval by the Board, if any: **Not Applicable**
   (f) Amount paid as advances, if any: **None**

Details of related party transactions i.e. transactions of the company, with its promoters, the Directors or the management, their relatives etc. are present under Note No. 34 Notes to the Financial Statements for the financial year ended 31st March, 2018.

On behalf of the Board of Directors
For INDOSOLAR LIMITED

H. R. GUPTA	**GAUTAM SINGH KUTHARI**
Managing Director	**Director**
DIN: 00297722	**DIN: 00945195**

Place: Greater Noida
Date: 10.08.2018

Annexure III

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

The Members,

INDOSOLAR LIMITED
C-12 Friends Colony (East)
New Delhi-110065

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, 2018 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 the Company for the financial year ended on March 31, 2018 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, 2015;
  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; 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 and
  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable

(vi) As confirmed and certified by the management, there is no law specifically applicable to the Company based on the Sectors / Businesses.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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. During the period under review the Company claim for eligibility of capital subsidy under SIP scheme of Govt. of India, the Special Leave petition (SLP) filed by the Department of Information Technology (DIT), against the order of the Hon'ble High Court of Delhi has been dismissed by the Hon'ble Supreme court vide its order dated August 25, 2017. The uncertainty exists with regard to its quantum and receipt of claim pending its appraisal by Department of Information Technology. In the absence of the reasonable assurance, the management has not recognized the claim.

2. During the period under review the Company has received the approval of One Time Settlement ('OTS) Scheme from Union Bank of India (Bank). As per the OTS Scheme if the Company is unable to pay as per stipulations, the OTS proposal will stand cancelled automatically and the bank will take suitable legal steps for recovery of entire dues.
3. During the previous year two secured lenders have assigned their outstanding dues to Assets Reconstruction Company (India) Limited (ARCIL).
4. The Company's net worth has been eroded during the period under review.

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. 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 least seven days in advance (except in cases where meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), 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 following specific event / action took place having a major bearing on the company's affairs in

pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

1. The Board of Director has converted of 95,00,000 Convertible Preference share into 8731617 Equity shares of Rs. 10.88 including security premium of Rs. 0.88 to Raising fibre Private Limited.
2. The Company has allotted 5205499 equity share of Rs.10 each to Green Light lighting Corporation. Against conversion of unsecured loan of Rs. 5,20,54,995.
3. The Board of Directors made an allotment of 207,00,00,000 1% Optionally Convertible Cumulative Redeemable Preference Shares of the Company at face value of Rs. 10/- each at par on preferential basis to Union Bank of India as per the OTS Scheme

For Chandrasekaran Associates
Company Secretaries

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

Date: August 10, 2018
Place: 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 (East)
New Delhi-110065

1. Maintenance of secretarial record 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. Where ever 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.

For Chandrasekaran Associates
Company Secretaries

Shashikant Tiwari
Partner
Membership No. ACS 28994
Certificate of Practice No. 13050

Date: 10.08.2018
Place: Delhi

ANNEXURE IV

INFORMATION RELATING TO ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO FORMING PART OF DIRECTORS' REPORT IN TERMS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH Rule 8(3) THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

1.	**STEPS TAKEN FOR CONSERVATION OF ENERGY**	Conservation measures like installation of 555 KW Captive Solar Plant, Installation of LED Lightings to reduce power cost to considerable extent.
2.	**CONSUMPTION OF UNITS OF ENERGY**	A Electric Energy: 200.73 (Pr. Year 242.59) lakhs units supplied by Power Corporation. 11.00 (Pr. Year 16.37) lakhs units generated by DG Sets. B. Diesel: 3.21 (Pr. Year 4.86) lakhs liters for running DG Sets.
3.	**STEPS TAKEN BY COMPANY FOR UTILIZING ALTERNATE ENERGY**	5.96 lakhs Units were generated by the 555 KW Captive Solar Plant in the year 2017-18.
4.	**THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS**	NIL

B. TECHNOLOGY ABSORPTION

Form for disclosure of particulars with respect to absorption

Research and Development (R & D)

1.	Specific areas in which R & D carried out by the Company	• Five bus bar technology implemented in full production. • Front contact finger width reduced from 36 micron to 34 micron. • DW wafers introduced in production.
2.	Benefits derived as a result of the above R & D	• Increase in cell efficiency by 0.2% absolute (from 17.80% to 18.00%). • Reduction in consumption of material and increase in production in wattage terms leading to lower Cost of Operation (COO). • Product quality improved specifically with respect to EL (Electro Luminescence) image due to Pocal diffusion and variations in parameters reduced.
3.	Future plan of action	• Introduction of "Co-doped" wafers in production. • Development of "Black Silicon" process technology and introduc tion in production. • Reduction in front contact finger width from 34 micron to 30 micron. • Development of cell design suitable for half cut cell modules.
4. (a) (b) (c) (d)	Expenditure on R & D Capital Recurring Total Total R & D expenditure as a percentage of total turnover	• Included in the manufacturing cost.

Technology Absorption, Adaptation and Innovation

1.	Efforts, in brief, made towards technology absorption, adaptation and innovation	• Pocal process developed and introduced in production. • Quality of product improved. • Product design improved and implemented by optimization of processes.
2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	• Cost reduction. • Saleability of product improved.
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:	
	(a) Technology imported	(a) Selective Emitter Technology/Pocal
	(b) Year of import	(b) 2012
	(c) Has technology been fully absorbed	(c) No
	(d) If not absorbed, areas where this has not taken place, reasons therefore and future plan of action	(d) Under installation and commissioning

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

The total foreign exchange used and the total foreign exchange earned during the year as compared to the previous financial year has been provided hereunder:

(Rs. in lakhs)

Particulars	For Year 2017-18	For Year 2016-17
Foreign Exchange Earning#	9,643.57	13,011.75
Foreign Exchange Outgo	22,714.42	19,120.61

#Includes deemed exports to EOU/SEZ units amounting to Rs. 9,519.91 lakhs (previous year Rs. 11,352.40 lakhs)

On behalf of the Board of Directors
For INDOSOLAR LIMITED

H. R. GUPTA
Managing Director
DIN: 00945195

GAUTAM SINGH KUTHARI
Director
DIN: 00297722

Place: Greater Noida
Date: 10.08.2018

Annexure V

THE INFORMATION REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18;

Name of Director	Designation	Ratio to Median Remuneration
Mr. Hulas Rahul Gupta	Managing Director	0

No remuneration was paid to Independent Directors except Sitting Fees.

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 2017-18;

Name of Person	Designation	% Increase in remuneration
Mr. Hulas Rahul Gupta	Managing Director	0
Mr. Anand Kumar Agarwal	Chief Financial Officer	0
Mr. Manish Gupta	Company Secretary	0

The remuneration paid to the Independent Directors by way of sitting fees of Rs. 25,000 per Board Meeting.

(c) The percentage increase in the median remuneration of employees in the financial year 2017-18: 8.49%

(d) The number of permanent employees on the rolls of company as on 31st March 2018: 269

(e) 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:

There was no increase in the managerial remuneration and average increase in the remuneration other than managerial personnel in 2017-18 was 13.51%.

(f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company

THE INFORMATION REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:

S No	Name	Designation	Remuneration (INR)	Nature of employment	Qualification	Experience	Date of commencement of employment	Age (Years)	Last employment before joining the Company	% of Equity Capital held	Name of relative of directors/ manager
1	Mr. H.R. Gupta	Managing Director	15,12,000	Full Time Employee	Bachelor of Business Administration	33	15-Jan-08	59	Phoenix Lamps Limited	21.61%	----
2	Mr. Anand Kumar Agarwal	Chief Finance Officer	69,30,000	Full Time Employee	Bachelor of Commerce	43	01-Jul-08	69	Phoenix Lamps Limited	0.11%	----
3	Dr. Dina Nath Singh	Chief Technical Officer	66,50,124	Full Time Employee	Ph.D Micro-Electronics	41	08-Dec-08	68	Semi Conductor Complex Limited	0.00%	----
4	Mr. Vivek Gupta	Financial Controller	47,86,008	Full Time Employee	CA, ICWA	25	14-Nov-14	49	Roulunds Braking India Pvt Ltd	0.02%	----
5	Mr. Dinesh B Shenoy	Chief General Manager (Purchase)	38,44,102	Full Time Employee	Diploma in Computer Science	29	20-Dec-07	51	Phoenix Lamps Limited	0.00%	----
6	Mr. Uma Shanker Sharma	General Manager (Finance)	19,91,681	Full Time Employee	MBA in Finance	41	12-Aug-08	59	Phoenix Lamps Limited	0.00%	----
7	Ms. Roshini Gupta	Vice President-Corporate	29,96,136	Full Time Employee	Bachelor of Arts	4	01-Apr-14	27	None	Nil	Mr. H. R. Gupta
8	Mr. Nandan Singh Bhakuni	General Manager (Production)	23,05,034	Full Time Employee	Master of Science-Mechanical	24	01-Aug-14	45	Osram India Pvt Ltd	0.00%	----
9	Mr. Prakash Nauriyal	General Manager (HR & Admin)	22,62,914	Full Time Employee	Bachelor of Science	37	01-Apr-08	58	Phoenix Lamps Limited	0.00%	----
10	Mr. Christy John	GM- Utility	17,05,998	Full Time Employee	AMIE (Electronics)	35	18-Jun-08	58	Phoenix Lamps Limited	0.00%	----

(b) Employees who were in the receipt of remuneration aggregating Rs. 1,02,00,000 or more per annum, if Employed throughout the Financial Year:

None

(c) Employed for part of the financial year and was in receipt of remuneration not less than Rs. 8,50,000 per month:

None

(d) **Employee who was in receipt of remuneration in excess of that drawn by the Managing Director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company:**

None

On behalf of the Board of Directors
For INDOSOLAR LIMITED

H. R. GUPTA	**GAUTAM SINGH KUTHARI**
Managing Director	**Director**
DIN: 00945195	**DIN: 00297722**

Place: Greater Noida
Date: 10.08.2018

Annexure VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. International Market Overview

Key trends shaping the global Solar Industry Include:

- Asia continues to dominate the solar Industry while Europe continues to fall in rankings.
- Developed countries are slowly shifting towards utility scale projects whereas in emerging markets, governments are trying to encourage more rooftop solar growth.

2. Indian Solar Market

A number of federal policies are being proposed to spur domestic demand for solar PV products. More clarity is expected on domestic content, Feed-in-Tariffs, imposition of anti-dumping duty etc.

3. Opportunities and Threats

Opportunities

a) **Development of Solar Parks:** The Government of India has sanctioned development of solar park infrastructure.

b) **Boost in government demand:** Government is expected to become a major demand source for rooftop solar in the coming years. All building facilities under different central government departments are being urged to adopt rooftop solar.

c) **Building bye-laws:** The Government of India has recommended mandatory rooftop solar installations for buildings exceeding specified size and/or power consumption thresholds under the model Building Bye Laws.

Threats

a) Delay in tendering process of the government.

b) Non-utilization of our available manufacturing capacity.

c) Non-availability of full or part of any financial incentives which we have applied for.

d) Delays and cost overruns in expansion of our manufacturing facilities as a result of factors beyond our control.

e) The solar market is growing and competition is resulting decline in market share and margins.

f) 60% of raw material cost is silicon wafer and its manufacturing is dominated by large/ limited players in China, Taiwan and Korea.

g) The shortage of Wafer is artificially escalating their price.

h) Fear of poor quality equipment being dumped in India.

4. Future Outlook

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. 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 Central and States Government for solar power industry is continuously increasing.

5. Risks and Concerns

About 88% of all module requirement in India is met through imports Imports have risen in line with growth in capacity addition but exports have seen a significant downward trend.

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.

6. 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.

Our management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015) as of March 31, 2018. The assessment involved self review, peer review and external audit.

M/s Arun K Gupta & Associates, Chartered Accountants, the statutory auditors of the Company had audited the financial statements included in this annual report and had issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

7. Financial Performance viz-a-viz Operational Performance

During the year under review, the Company's Net Sales were Rs. 31,412.37 lakhs as against Rs. 44,231.09 lakhs last year. EBITDA was Rs. (1,707.72) lakhs as against Rs. 7,748.62 lakhs last year. The Company produced photovoltaic solar cells of 169.85 MWp as against 195 MWp last year.

8. Human Resource

The overall employee relations were peaceful and harmonious throughout the year. Your Company continued to create a productive, learning and caring environment by implementing robust and comprehensive HR processes.

9. Cautionary Statement

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

ANNEXURE VII

CORPORATE GOVERNANCE REPORT AS ON 31ST MARCH 2018

The Company's report on Corporate Governance for the year ended on 31st March, 2018 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance Philosophy of Indosolar Limited ("the Company") 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;
(e) Protect interest of all stakeholders; and
(f) Regular communication with members.

2. BOARD OF DIRECTORS

The Board of Directors alongwith its Committees provides leadership and vision to the management and supervise the functioning of the Company. The composition of the Board is governed by the Uniform Listing Agreement executed with the Stock Exchanges, the Companies Act, 2013 ("the 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 (4) four directors as on 31st March 2018 out of which one is executive and three are non-executive independent directors. The Chairman elected at every board meeting, 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 SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015. The executive director is 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 2018. No stock options were granted to non-executive independent directors during the year under review.

(C) Board Meetings & Last Annual General Meeting and Attendance of Board meeting

During the financial year ended 31st March 2018, (6) six meetings of the Board of Directors were held on 27th May, 2017, 11th August, 2017, 25th November, 2017, 20th December, 2017, 30th December, 2017 and 30th January, 2018. The Board meets at least once in a quarter with a time gap of not more than one hundred and twenty days between two consecutive meetings. Notice and Agenda papers of the board meeting were circulated to the Directors in advance (and at a shorter Notice for which necessary approvals obtained) for each meeting. All relevant information as required under Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 were placed before the Board from time to time.

The 12th Annual General Meeting (AGM) of your Company was held on 28th September 2017.

The names and categories of directors on the Board, their attendance record, number of directorships and committee positions as on 31st March 2018 are mentioned below:

Name of the director	Category	Attendance at meetings during 2017-18		#Total no. of directorships including this company as on 31st March 2018	Total no. of membership of the committees of Board		Total no. of chairmanship of the committees of Board	
		Board (out of 6)	12thAGM on28th Sep. 2017	-	*Membership in audit and stakeholder's relationship committee	*Membership in other committee	Chairmanship in audit and stake holder's relationship committee	Chairmanship in other committees
Mr. Hulas Rahul Gupta	Managing Director-Promoter	6	Yes	1	1	1	Nil	Nil
Mr. Gautam Singh Kuthari	Non-Executive Independent Director	6	Yes	1	2	2	2	2
Mr. VidyutManubhai Vora	Non-Executive Independent Director	4	No	1	2	1	Nil	Nil
Ms. Vinati Dev	Non-Executive Independent Director	3	No	1	1	1	Nil	Nil

Notes:

\# Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 for the purpose of considering the limit prescribed under regulation 26(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

* For the purpose of reckoning the limit of the Committees on which a Director can serve, the Chairmanship/Membership of the Audit Committee and the Stakeholders Relationship Committee of all listed and/or unlisted Public Limited Companies only have been consideredas prescribed under regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

• As per terms of Regulation34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, it is hereby disclosed that there is no inter-se relationship amongst the directors.

(D) Independent Director

The maximum tenure of the independent director is in compliance with the Companies Act 2013 ("Act"). All the Independent Directors have confirmed that they meet the Criteria as mentioned under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 149 of the Companies Act, 2013.

The terms and conditions of the appointment of Independent Directors are disclosed on the website of the Company at http://www.indosolar.co.in/index.php/investor-relations. The details of such familiarization programs for Independent Directors of the Company are posted on the website of the Company and can be accessed at http://www.indosolar.co.in/index.php/investor-relations.

(E) Details of Equity Shares held by the Non- Executive Directors

The details of the Equity Shares held by the Non-Executive Directors as on March 31, 2018 is given below:

S. No.	Name of the Director	No. of Shares held
1	Shri Gautam Singh Kuthari	1,00,000
2	Shri Vidyut Manubhai Vora	41,911

(F) Code of Conduct

The Company has formulated and implemented a Code of Conduct which is applicable to all Board members and senior management personnel of the Company. The Code of Conduct of the Company has been posted on the website of the Company www.indosolar.co.in. All the Board members and senior management personnel have affirmed compliance with the Code during the year ended 31st March 2018. The declaration from the Managing Director stating that as of 31st March 2018, all the board members and the senior management personnel have affirmed compliance with the Code of Conduct forming integral part of this report.

3. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

(A) Terms of Reference

The terms of reference include the following as is mandated under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
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 and auditor's report thereon before submission to the board for approval, with particular reference to:

a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) 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. modified opinion(s) in the draft audit report;

5. reviewing, with the management, the quarterly financial statement before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the Company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. 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;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. carrying out any other function as is mentioned in the terms of reference of the audit committee.

(B) The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:

a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

(C) Composition, Meetings and Attendance

The composition of the Audit Committee is in compliance with the requirements under Regulation 26 ofSEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on date, it consists of (3) 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.

Chief Financial Officer, Financial Controller and the representative of the Statutory Auditors are invitees to the Audit Committee meetings. Mr. Manish Gupta, Company Secretary of the Company has resigned w.e.f. May, 14.2018

During the financial year March 31, 2018, the Audit Committee met (4) four times on 27th May, 2017, 11th August, 2017, 25th November, 2017 and 30th January, 2018 and necessary quorum was present at all meetings. The attendance of the members is noted below:

Name of the member	Category	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Independent	Chairman	4
Mr. Vidyut Manubhai Vora	Independent	Member	4
Ms. Vinati Dev	Independent	Member	3

4. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors has constituted Nomination and Remuneration Committee, pursuant to the requirements of Section 178 of the Companies Act, 2013 read with rules notified thereunder and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy of Nomination and Remuneration is available at http://www.indosolar.co.in/images/pdf_file/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf. The Committee's composition and terms of reference meet with the requirements of the above mentioned provisions.

(A) Terms of Reference

The terms of reference include the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
2. To formulate of criteria for valuation of performance of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria to be formulated by the Committee, recommend to the Board their appointment and removal;
5. To identify whether to extend or continue the term of appointment of independent directors, on the basis of the report of performance evaluation of independent directors;
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

(B) Composition, Meetings and Attendance

The Nomination and Remuneration Committee of the Company consists of (3) three members and all of them are non-

executive Independent directors.

During the financial year 2017-18, the Nomination and Remuneration Committee met (2) two times on 27th May, 2017 and 25th November, 2017 and necessary quorum was present at all meetings. The attendance of the members is noted below:

Name of the member	Category	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Independent	Chairman	2
Mr. VidyutManubhaiVora	Independent	Member	2
Ms. VinatiDev	Independent	Member	1

(C) Performance Evaluation

The Act states that the formal annual evaluation needs to be done by the Board of its own performance and that of its Committees and individual directors, based on the criteria recommended by the Nomination and Remuneration Committee.

Regulation 17 (10) read with Schedule II to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Act provides that the performance evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated, on the criteria formulated by the said Committee. Indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality.

(D) Remuneration Policy and Remuneration to Directors

(a) All pecuniary relationship and transaction with non-executive directors

The non-executive directors did not have any material pecuniary relationship or transaction with the Company during the financial year ended 31st March 2018. No stock options were granted to non-executive independent directors during the year under review.

(b) Remuneration paid to Executive and Non-Executive Directors:

(i) Executive Directors:

The remuneration paid to the Executive Directors is subject to the limits laid down under Sections 197, 198 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules notified thereunder and in accordance with the terms of appointment approved by the members of the Company.

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

Name of Director	Salary & Perks (in Rs. lakhs)	Commission (in Rs. lakhs)	Total (in Rs. lakhs)
Mr. Hulas Rahul Gupta	15.12	0.00	15.12

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

(ii) Non-Executive Directors:

The non-executive directors are not paid any remuneration except sitting fees for attending the Board Meeting. 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.)
Mr. Gautam Singh Kuthari	1,50,000
Mr. Vidyut Manubhai Vora	1,00,000
Ms. Vinati Dev	75,000

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors has constituted Stakeholders Relationship Committee, pursuant to the requirements of Section 178 of the Companies Act, 2013 read with rules notified thereunder and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee addresses issues relating to the redressal of grievances of shareholders including complaints related

to transfer of shares, non-receipt of annual report and other related issues etc. in order to provide timely and efficient service to the stakeholders.

(A) Composition, Meetings and Attendance

The Stakeholder's Relationship Committee of the Company consists of (3) three members out of which the two members are non-executive independent director and another member is executive director of the Company. The Chairman of the Committee is non-executive independent director.

During the financial year 2017-18, the Stakeholder's Relationship Committee met (4) four times on 27th May, 2017, 11th August, 2017, 25th November, 2017 and 30th January, 2018 and necessary quorum was present at all meetings. The attendance of the members is noted below:

Name of the member	Category	Chairman / Member	No. of meetings attended
Mr. Gautam Singh Kuthari	Independent	Chairman	4
Mr. Hulas Rahul Gupta	Executive	Member	3
Mr. Vidyut Manubhai Vora	Independent	Member	2

(B) Name and address of Compliance Officer:

Mr. Anand Kumar Agarwal
Compliance Officer
Indosolar Limited
3C/1, Ecotech-II, UdyogVihar
Greater Noida-201306, Uttar Pradesh
Tel. No.: +91-120-4762500; Fax No.: +91-120-4762525
E-mail: investors@indosolar.co.in and secretarial@indosolar.co.in

(C) Shareholders grievances / complaints received and resolved during the year

(i)	Number of Shareholders complaints received during the year	Nil
(ii)	Number of complaints not resolved to the satisfaction of shareholders	Nil
(iii)	Number of complaints pending at the end of the year	Nil

(D) Registrar and Share Transfer Agent (RTA)

Link Intime India Private Limited
Mr. V. M. Joshi-V. P. North India Operations
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,

6. SHARE TRANSFER COMMITTEE

The Board of Directors has constituted Share Transfer Committee comprising of (2) two members viz. Shri Gautam Singh Kuthari and Shri Hulas Rahul Gupta. It exercises the powers relating to transfer of shares, re-materialisation/split/ consolidation of share certificates, delegated to it by the Board for the sake of operational convenience. The Committee would perform such other functions as may be delegated by the Board from time to time.

(A) Terms of Reference

The terms of reference include the following:

1. To approve the request for transfer, transmission, etc. of shares;
2. To approve the dematerialization and re-materialization of shares;
3. To consider and approve, split, consolidation and issuance of duplicate shares; and
4. 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 (2) 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 2017-18, the Share Transfer Committee met (2) two time on 27th June, 2017 and 20th September, 2017. The attendance of the members is noted below:

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

7. GENERAL BODY MEETINGS

7.1 Annual General Meeting:

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
2014-2015	10th	Mithas Motel & Resort, 92/16, G. T. Karnal Road, Alipur, Delhi- 110036	Wednesday, 30th September 2015	09.00 AM	Yes
2015-2016	11th	Mithas Motel & Resort, 92/16, G. T. Karnal Road, Alipur, Delhi- 110036	Friday, 30th September 2016	09.00 AM	No
2016-17	12th	Mithas Motel & Resort, 92/16, G. T. Karnal Road, Alipur, Delhi- 110036	Thursday, 28th September, 2017	09:00 AM	No

7.2. Extra Ordinary General Meeting

The Extra Ordinary General Meetings held on 30th December, 2017 of the Company:

7.3 Postal Ballot

During the year under review, the Company has not passed any resolution through the postal ballot exercise. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

8 MEANS OF COMMUNICATION

The Company publishes unaudited quarterly/half yearly financial results reviewed by auditor and audited annual financial results in newspapers. The said results are also informed to the Stock Exchanges where the shares of the Company are listed. The quarterly & half yearly results are not being sent separately to any of the shareholder. The results are usually published in Financial Express (English Edition) and Jansatta (Hindi Edition). The Company also issues news releases on significant corporate decisions/ activities and posts them on the website of the Company.

The financial results of the Company are displayed on the website of the Company i.e.http://www.indosolar.co.in/index.php/investor-relations. The Company does not make presentations for institutional investors or to the analysts.

SCORES (SEBI Complaints Redressal System)

SEBI commenced processing of investor complaints in a centralized web based complaints redressal system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

Corporate Filing and Dissemination System (Corp-filing) & NEAPS (NSE Electronic Application Processing System)

All disclosures and communications to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are filed electronically through Corp-filing and NEAPS respectively. The disclosures are also mailed to the exclusive e-mail IDs of these Stock Exchanges.

Exclusive e-mail ID for Investors

Pursuant to SEBI Circular, the Company has created an e-mail ID exclusively for redressal of investors' grievances. The investors may post their grievances to the specific e-mail ID i.e. secretarial@indosolar.co.in.

9 GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting :13th Annual General Meeting
Day and date : Friday, the 28th September 2018
Time : 9 a.m.
Venue : Royal Arches farm house, Palla Bakhtawarpur Road, Allpur, Delhi-110036.

(b) Financial Calendar for 2018-19 (tentative schedule)

Financial year : 01st April, 2018 to 31st March, 2019

Board meetings for approval of quarterly results

1st quarter ended on 30th June 2018	: Held on 10th August ,2018
2nd quarter ended on 30th September 2018	: on or before 14th November 2018
3rd quarter ended on 31st December 2018	: on or before 14th February 2019
Annual results for financial year ended 31st March 2019(audited)	: on or before 30th May 2019

(c) Book closure date : Saturday, 22nd day of September 2018 to Friday, 28th day of September 2018 (both days inclusive)

(d) Dividend payment date : Not applicable

(e) Listing on stock exchanges

The equity shares of the Company are listed and traded on the following Stock Exchanges:

SL. NO.	NAME & ADDRESS OF STOCK EXCHANGES	STOCK / SCRIP CODE
1.	**BSE Limited ("BSE")** PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel. No. 022-22721233/34 Fax: 022-22721919	**533257**
2.	**National Stock Exchange of India Limited ("NSE")** Exchange Plaza, 5th Floor, Plot No.- C/1, G-Block, Bandra Kurla Complex,Bandra (E), Mumbai-400051, Tel.: 022-26598100-14 Fax : 022-26598120	**INDOSOLAR**
ISIN No. for CDSL and NSDL: INE866K01015		

The Annual listing fee for the financial year 2018-19 has been paid by the Company to BSE and NSE and the Annual Custodian Fee has been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2018-19.

(f) Stock Market Data

i. Share Price Movement: The monthly High/Low Prices and Volume during the financial year 2017-18:

Stock Exchange	National Stock Exchange of India Limited ("NSE")			BSE Limited ("BSE")		
Month	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2017	7.35	6.20	8154335	7.39	6.23	2652328
May, 2017	12.10	5.90	103587233	12.05	5.90	26374252
June, 2017	10.10	7.05	6810080	10.20	7.00	4413344
July, 2017	7.75	6.65	5546611	7.88	6.81	3178086
August, 2017	7.75	5.90	5348982	7.74	5.79	2525651
September, 2017	7.40	6.45	5983194	7.38	6.44	2065920
October, 2017	7.85	6.30	10966785	7.94	6.22	3041180
November, 2017	8.05	6.35	14842073	8.15	6.40	3170791
December, 2017	9.45	7.10	20471377	9.50	7.07	6332631
January, 2018	14.75	9.10	83314190	14.72	7.01	2283584
February, 2018	10.85	7.75	5381567	10.73	7.90	2205943
March, 2018	9.10	6.60	3720984	9.15	6.60	2198428

ii. Performance in comparison to BSE Sensex:

Month	BSE Sensex		Indosolar Limited	
	High	Low	High (Rs.)	Low (Rs.)
April, 2017	30184.22	29241.48	7.39	6.23
May, 2017	31255.28	29804.12	12.05	5.90
June, 2017	31522.87	30680.66	10.20	7.00
July, 2017	32672.66	31017.11	7.88	6.81
August, 2017	32686.48	31128.02	7.74	5.79
September, 2017	32524.11	31081.83	7.38	6.44
October, 2017	33340.17	31440.48	7.94	6.22
November, 2017	33865.95	32683.59	8.15	6.40
December, 2017	34137.97	32565.16	9.50	7.07
January, 2018	36443.98	33703.37	14.72	7.01
February, 2018	36256.83	33482.81	10.73	7.90
March, 2018	34278.63	32483.84	9.15	6.60

iii. Performance in comparison to NSE Nifty:

Month	NSE Nifty		Indosolar Limited	
	High	Low	High (Rs.)	Low (Rs.)
April, 2017	9367.15	9075.15	7.35	6.20
May, 2017	9649.60	9269.90	12.10	5.90
June, 2017	9709.30	9448.75	10.10	7.05
July, 2017	10114.85	9543.55	7.75	6.65
August, 2017	10137.85	9685.55	7.75	5.90
September, 2017	10178.95	9687.55	7.40	6.45
October, 2017	10384.50	9831.05	7.85	6.30
November, 2017	10490.45	10094.00	8.05	6.35
December, 2017	10552.40	10033.35	9.45	7.10
January, 2018	11171.55	10404.65	14.75	9.10
February, 2018	11117.35	10276.30	10.85	7.75
March, 2018	10525.50	10447.15	9.10	6.60

iv. 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 from the date of receipt. 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 Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

v. Shareholding

(a) The **distribution of shareholding** of the Company as on 31st March 2018 is as under:

Category (Shares)	Shareholders		Shares	
	Numbers	Percentage (%)	Numbers	Percentage (%)
001 to 500	32,345	54.3066	7254289	1.9497
501 to 1000	11,100	18.6367	9594364	2.5787
1001 to 2000	7,753	13.0171	13050411	3.5075
2001 to 3000	2,422	4.0665	6399922	1.7201
3001 to 4000	1,196	2.0081	4426666	1.1897
4001 to 5000	1,312	2.2028	6372912	1.7128
5001 to 10000	1,750	2.9382.	13760604	3.6984
10000 to above	1,682	2.8240	311207948	83.6430
Total	59,560	100.0000	372067116	100.0000

(b) **Category of shareholders holding** shares in Company as on 31st March, 2018

Category	No. of shareholder	Percentage (%)	Shares held	Percentage (%)
Physical	32	0.05	7029	00.00
NSDL	34,382	57.73	314,792,555	84.61
CDSL	25146	42.22	57267532	15.39
Total	59560	100.00	372,067,116	100.00

(c) **Valuation of Shares:** The closing price of the Company's share as on 31st March, 2018 on the Stock Exchanges are given below:

Sl. No.	Name of the stock exchanges	Share price
1.	BSE Limited ("BSE")	Rs. 7.54
2.	National Stock Exchange of India Ltd. ("NSE")	Rs. 7.40

(d) **Market Capitalization:** Based on the closing quotation of Rs. 7.40 as on 31st March, 2018 at NSE, market capitalization of the Company was Rs.27,532.97 Lakhs

(e) **Shareholding pattern** of the Company as on 31st March 2018 is as under:

Category code	Category of Shareholder	Number of Shares	Percentage (%)
(A)	**Shareholding of Promoter and Promoter Group**		
1	Indian	137,251,497	36.89
2	Foreign	74,446,551	20.01
	Sub Total(A):	**211,698,048**	**56.90**
(B)	**Public shareholding**		
1	Institutions		
(a)	Financial Institutions / Banks	15,713,342	4.22
	Sub-Total (B)(1):	**15,713,342**	**4.22**
2	Non-institutions		
(a)	Bodies Corporate	19,954,111	5.36
(b)	Individual shareholders holding nominal share capital up to Rs 2 lakh	65,826,819	17.69
(c)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	47,294,144	12.71
(d)	Trusts	9,644	0.00
(e)	Non-Resident Indians	2,636,795	0.71
(f)	Hindu Undivided Family	5,247,069	1.41
(g)	Clearing Members	3,684,396	0.99
(h)	Unclaimed Shares	2,748	0.00
	Sub-Total (B)(2):	**144655726**	**38.88**
	Total Public Shareholding (B)(1)+(B)(2):	**160,369,068**	**43.10**
	Grand Total:	**372,067,116**	**100.00**

iv. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

During the year ended 31st March, 2018 the Company has allotted 1% Optionally Convertible Cumulative Redeemable Preference Shares of the Company of face value of Rs. 10/- each ("OCCRPS") as per the OTS Scheme to its Lenders (Union Bank of India) on preferential basis of Rs. 207,00,00,000 (Two Hundred Seven Crores Only), pursuant to conversion of the relevant portion of the outstanding debt ("Converted Debt") owned to the lenders.

v. Plant locations

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

vi. Address for correspondence

Corporate Office
Indosolar Limited
3C/1, Ecotech-II, UdyogVihar
Greater Noida-201306, Uttar Pradesh
Tel. No. : +91-120-4762500; Fax No.: +91-120-4762525
E. mail: investors@indosolar.co.in and secretarial@indosolar.co.in

10 OTHER DISCLOSURES

(A) Disclosure on Materially Significant Related Party Transactions

Materially Significant Related Party Transactions during the financial year 2017-18, 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. 34 to Financial Statements.

(B) Non-compliance/strictures/penalties

There were no instances of non-compliance by the Company on any matter related to capital markets and therefore, no penalties and/or strictures have been imposed on the Company or Board of Directors by any Stock Exchange or SEBI or any statutory authority during the last three years.

(C) Vigil Mechanism / Whistle Blower Policy

The Company promotes the ethical behavior 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.

(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 dematerialized 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) Website

The following updates and information can be accessed through the company's website i.e. www.indosolar.co.in

- Quarterly/Half Yearly/ Annual Financial Results
- Shareholding Pattern
- Corporate disclosures made to the Stock exchanges
- Details of unclaimed shares
- Various Policies, etc.

(G) Details of Compliance with Mandatory Requirements and Adoption of Non-Mandatory Requirements

The Company has complied with all the mandatory requirements as mandated under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(H) Details of Unclaimed Shares in terms of Regulation34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 2018 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 2017	05	3,385
Number of shareholders who approached to the Company /registrar for transfer of shares from suspense account upto 31st March 2018	02	637
Number of shareholders to whom shares were transferred from suspense account upto 31st March 2018	02	637
Aggregate number of shareholders and outstanding shares in the suspense account lying at the end of the year, i.e. as on 31st March 2018	03	2,748
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.

11 GREEN INITIATIVE IN CORPORATE GOVERNANCE

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of annual report through electronic means to those shareholders whose e-mail IDs are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories. To support this green initiative of the Government, shareholders are requested to register their e-mail ID with the DPs, in case shares are held in dematerialized form and with the RTA, in case the shares are held in physical form and also intimate changes, if any, in their registered e-mail IDs to DPs / RTA/ Company from time to time.

NOTE:

The details are given purely by way of Information. Members may make their own Judgement and are further advised to seek independent guidance before deciding on any matter based on the information given therein. Neither the Company nor its officials would be held responsible.

On behalf of the Board of Directors
For INDOSOLAR LIMITED

H. R. GUPTA
Managing Director
DIN: 00297722

GAUTAM SINGH KUTHARI
Director
DIN: 00945195

Place: Greater Noida
Date: 10.08.2018

COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE

INDOSOLAR LIMITED
C-12 Friends Colony (East)
New Delhi-110065

We have examined all relevant records of Indosolar Limited ("the Company") for the purpose of certifying the conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2018. 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 the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Chandrasekaran Associates
Company Secretaries

Shashikant Tiwari
Partner
(Membership No. ACS 28994, CP 13050)

Place: New Delhi
Date: August 10, 2018

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2018, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

H.R. GUPTA
Managing Director
DIN: 00297722

Place: Greater Noida
Date: August 10, 2018

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

We, Hulas Rahul Gupta (DIN: 00297722), 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 2018 and:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) 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:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) 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.

H.R. GUPTA
Managing Director
DIN: 00297722

A.K. AGARWAL
Chief Financial Officer
PAN: AAAPA0706B

Place: Greater Noida
Date: August 10, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Indosolar Limited

1. Report on the Ind AS Financial Statements

We have audited the accompanying Ind as financial statements of Indosolar Limited ("the Company"), which comprise the balance sheet as at 31st March 2018, the statement of profit and loss (including other comprehensive income), the cash flow statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Ind AS 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 and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. 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 Ind AS 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 Ind AS 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS 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 Ind AS financial statements.

4. Basis for Qualification

4.1 Material Uncertainty Related to Going Concern

a) *The Company has continued to incur significant losses in the current year resulting in further erosion of its net worth. The Company has a negative net worth amounting to Rs. 45,652.96 lakhs as on 31st March, 2018. The Company's current liabilities exceeds the current assets by Rs. 85,105.46 lakhs as on 31st March 2018. The Company's long term, short-term borrowings and other financial current liabilities as at 31st March 2018 includes the balances of term loan payable to various lender banks amounting to Rs. 33,408.44 lakhs and Rs.75,452.90 lakhs respectively on becoming non-performing assets. These lender banks have exited from Corporate Debt Restructuring (CDR) Cell vide its letter dated 4th November, 2016. However, in absence of requisite information from the banks, we are unable to comment upon the possible impact of such exit on the carrying value of aforesaid long term, short-term borrowings, other financial current liabilities as at 31st March 2018 and interest expense (including penal interest, if any) for year ended 31st March 2018 and the consequential impact on the accompanying statement.*

b) *In the matter of Company's claim for eligibility of capital subsidy under SIP scheme of Govt. of India, the Special Leave petition (SLP) filed by the Department of Information Technology (DIT), against the order of the Hon'ble High Court of Delhi has been dismissed by the Hon'ble Supreme court vide its order dated August 25, 2017. The uncertainty exists with regard to its quantum and receipt of claim pending its appraisal by Department of Information Technology. In the absence of the reasonable assurance, the management has not recognized the claim. (Refer Note No 44(A)(iii)*

c) *The Company (being an EOU) has not been able to meet its commitment under the Foreign Trade Policy on the basis of which the Company imported certain raw material, stores and spares and machineries without payment of custom duty. As on 31st March, 2018 the Company's NFE is positive by Rs. 23,913.25 lakhs without considering the import value of amortization of Line-C. In case, Company also amortizes the value of Line C (Commercial production yet to start) NFE as on 31st March, 2018 would be negative by Rs.5494.01 lakhs. In case positive NFE not achieved during the stipulated time, the company would be liable to duties and penalties payable in accordance with Notification No. 52/2003 Cus. Dated 31.03.2003. Presently we are unable to comment upon the possible impact if any on the accompanying statement. (Refer Note No 44(B)(ii).*

d) *The Company has plant and machinery under installation, disclosed under CWIP, aggregating to Rs. 56,447.97 lakhs in respect of which management has recognized an impairment loss of Rs. 30,700.00 lakhs during the year ended 31st March, 2018 based on recoverable value of the assets determined using value in use method and is therefore dependent on the various factors considered in making projections by the management. In the absence of sufficient and appropriate audit evidence with respect to the uncertainty underlying the assumptionsparticularly the timing of expected imposition of anti/safeguard duty and installation of Line -C and commencement of its commercial production,used in the long term projections, we are unable to comment on the carrying value of aforesaid Property, Plant and Equipment and adequacy of the impairment loss recognized during the year ended 31st March, 2018 and the consequential impact, if any, on the accompanying statement. (Refer Note No 44(B)(iii).*

e) *During the year the Company has received the approval of One Time Settlement ('OTS') Scheme from Union Bank of India ('Bank'). As per the OTS Scheme if the Company is unable to pay as per stipulations, the OTS proposal will stand cancelled automatically and the bank will take suitable legal steps for recovery of entire dues (Refer Note No 44(A)(i).*

On the basis of overall evaluation of the above factors and considering the domestic content requirements under various Government schemes, proposed anti-dumping/safeguard duty on import of solar cell, Company's claim for certain capital incentive from Department of Information Technology (DIT), the Company's continuing efforts to settle with the remaining banker's and Asset Reconstruction Company (India) Limited, the management believes that it is appropriate to prepare the accounts on a going concern basis. Refer Note No 43.

On the basis of overall evaluation of the above factors, in our view, the full erosion of net worth, inability of the Company to meet the financial projections due to operating and cash losses, due to continuing down trend in the solar industry, inability of the Company to meet its certain material liabilities and commitments, the fact that the impact of the government decisions would be known only in future, the uncertainty of outcome of claims, uncertainty on the ability of the Company to meet its export obligations & to install line C acquired in the financial year 2011-12 (appearing in CWIP),due to non-fulfillment of its financial obligations towards the supplier of the plant & technology, indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern and therefore, the Company may not be able to realise its assets and discharge its liabilities in the normal course of business. Consequently, material uncertainties exist regarding the use of going concern assumption in preparing the financial statements.

In view of above uncertainties we are unable to comment on the ability of the Company to continue as a going concern and consequential classification and adjustment to the accompanying financial statements, if any, that might have been necessary had the financial statements being prepared under liquidation basis. The extent of the effect on the resultant adjustments to the accumulated losses, assets and liabilities as at the year-end is presently not ascertainable.

4.2 During the previous year two secured lenders have assigned their outstanding dues to Assets Reconstruction Company (India) Limited (ARCIL). i) Pending finalization of terms of assignment, the company has not provided interest Rs. 4934.74 lakhs for the year ended 31st March, 2018. As a consequence to this, interest of Rs. 4934.74 lakhs for the year ended 31st March, 2018 has been under provided. ii) On the basis of confirmation received from one of the lending bank namely Corporation Bank in the Non-Performing Assets (NPA) account, the Company's liability to the bank is more by Rs. 2323.88 lakhs as on 31.03.2018 which prima facie appears to be primarily penal interest. Pending receipts of requisite details, their verification and reconciliation of the claim and pending OTS proposal of the Company with the bank, the Company has not provided the same.

As a consequence to this, interest of Rs. 7258.62 lakhs for the year ended 31st March, 2018 has been under provided. Had the Company provided the interest on loans loss for the year ended 31st March, 2018 would have been higher by Rs.7258.62 lakhs and Current Liabilities and Reserve & Surplus have been under stated by the same.

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 4.1 which highlight material uncertainties, the impact of which is currently not ascertainable including the ability of the company to continue as a going concern and paragraph 4.2 regarding non provision of interest, the aforesaid Ind AS financial statements give the information required by the Act in the manner or equired and give a true and fair of view inconformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2018, its loss (including other comprehensive income) and other financial information for the year ended on that date.

6. Report on Other Legal and Regulatory Requirements

As required by the Companies(Auditor'sReport) Order, 2016 ('Order'), issued by the Central Government of India in terms of sub section(11)of section 143 of the Act (here in after referred to as the "Order"), we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, 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 bellef 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 (including other comprehensive income), the Cash Flow Statement and the Changes in Equity 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 Ind AS financial statements comply with the the Indian Accounting Standards specified under Section 133 of the Act;

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 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.

h. With respect to the adequacy of the internal financial control sover financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B;and.

i. 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 initsInd AS financial statements – Refer note 38 to the Ind AS financial statements;

(ii) The Company did not have any long term contracts including derivative contracts for which there were any foreseeable losses; and

(i) The Company did not have any dues on account of Investor Education and Protection Fund.

(iv) The reporting on disclosure relating to specified Bank Notes is not applicable to the company for the year ended March 31, 2018.

For ARUN K GUPTA & ASSOCIATES
Firm Registration No. 000605N
Chartered Accountants

Place: Greater Noida
Date: 25-05-2018

(SACHIN KUMAR)
PARTNER
M. No. 503204

Annexure-A to the Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31st March, 2018.We report that:

1. (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 fixed assets have been physically verified by the management during the year in a phased manner and no material discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

   (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.

2. 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 and no material discrepancies were noticed.

3. According to the information and explanations given tous, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, Paragraph 3 (iii) (a), (b) and (c) of the Order are not applicable.

4. The Company has not given any loans, or made any investments, or provided any guarantee, or security asspecified under section 185 and 186 of the Companies Act 2013. Accordingly, Paragraph 3(iv) of the Order is not applicable.

5. According to the information and explanations given to us, the company has not accepted any deposits from the public during the year.

6. 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.

7. 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 book sof account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs,duty of excise, valueadded tax, goods & service tax, cess and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities.

   b) 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, service, tax duty of excise, duty of custom, value added tax, goods & service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

   c) 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, sales tax, duty of customs, duty of excise, value added tax, goods & service tax, 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)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	299.77	June 15 to March 16	Commissioner of Service tax
Finance, Act, 1994	Service tax	1193.42	April 16 to June 17	Commissioner Central Tax
Value Added Tax Act (UP) 2015	VAT Demand	4.35	2014-2015	The Additional Commissioner (Appeals), Noida

8 In our opinion and according to the information and explanations given to us, and based on our examination of the books of account and related records, the Company has defaulted in repayment of dues to its bankers as disclosed below. In view of default, long term borrowings become current liabilities and disclosed in Balance Sheet accordingly. The Company did not have any outstanding dues to financial institutions, government and debenture holders during the year.

Name of the lender	Nature of dues	Amount in rupees (lakhs)	Period to which it relates
Andhra Bank	Interest	5,875.24	July 2013- March 2018
Andhra Bank	Principal	15,746.97	October 2013- March 2018
Bank of Baroda	Interest	7,656.63	July 2013- March 2018
Bank of Baroda	Principal	10,497.92	October 2013- March 2018
Corporation Bank	Interest	10,178.89	April 2013- March 2018
Corporation Bank	Principal	15,281.72	October 2013- March 2018
Indian Bank	Interest	3,753.73	April 2013- March 2018
Indian Bank	Principal	9,179.22	October 2013- March 2018

(B) During the year the Company has received the approval of One Time Settlement ('OTS') Scheme from Union Bank of India ('Bank') vide sanction letters dated 20.10.2017 which were duly approved by the Board of Directors in their meeting held on 20th December, 2017. The OTS proposal contains: (a) the waiver of interest till March 2018 which includes interest of Rs. 20,707.50 lakhs recognized in the books of account till September 2017, (b) restructuring of loan liability amounting to Rs. 20,866.44 lakhs, (c) conversion of part of the loan amounting to Rs. 20,700.00 lakhs into 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS).

9. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and the term loans during the year. Accordingly, Paragraph 3(ix) is not applicable.

10. According to the information and explanations given to us, no material fraud by or on the Company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the records of the Company examined by us and the information and explanation given to us, the Company has paid and provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act 2013.

12. According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, Paragraph 3(xii) of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, there are no transactions with the related parties which are not incompliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

14. The Company has made preferential allotment of fully paid up equity shares by way of conversion of the amount outstanding in loan account of the applicant during the year under review & the requirements of Section 42 of the Companies Act, 2013 have been complied with subject to the fact that no fresh money was received against the said allotment as stated herein above. Since preferential allotment has been made by conversion of existing loan and no fresh money has been received, the utilization of the same could not be commented upon. The Company has not made any preferential allotment of fully or partly convertible debentures during the year.

15. According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013.Accordingly, Paragraph 3(xv) of the Order is not applicable.

16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For ARUN K GUPTA & ASSOCIATES
Firm Registration No. 000605N
Chartered Accountants

Place: Greater Noida
Date: 25-05-2018

(SACHIN KUMAR)
PARTNER
M. No. 503204

Annexure-B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial control sover financial reporting of Indosolar Limited ("theCompany") as on 31st March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the a safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dis positions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

In herent Limitations of Internal Financial Controls over Financial Reporting

Because of the in herent limitations of internal financial control sover financial reporting, including the possibility of collusion or improper management over-ride of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become in adequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

For ARUN K GUPTA & ASSOCIATES
Firm Registration No. 000605N
Chartered Accountants

Place: Greater Noida
Date: 25-05-2018

(SACHIN KUMAR)
PARTNER
M. No. 503204

INDOSOLAR™

BALANCE SHEET AS AT 31 MARCH, 2018

(All amounts in Rupees in lakhs, unless otherwise stated)

Particulars	Note	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Assets				
1 Non-current assets				
(a) Property, Plant & Equipment	4(a)	42,636.89	45,217.44	44,253.54
(b) Capital work-in-progress	4(b)	25,747.97	56,315.07	59,653.92
(c) Other Intangible assets	4(c)	17.26	7.31	6.92
(d) Financial assets				
(I) Loans	5	403.90	220.76	61.11
(II) Other financial assets	6	87.27	362.88	21.58
(e) Non-current tax assets (net)	7	33.74	29.96	60.22
(f) Other non-current assets	8	1,017.28	1,968.19	645.67
Total non current assets		**69,944.30**	**104,121.61**	**104,702.96**
2 Current assets				
(a) Inventories	9	2,665.61	3,663.68	2,536.30
(b) Financial assets				
(i) Trade receivables	10	291.30	1,121.17	267.37
(ii) Cash and cash equivalents	11	292.46	664.53	78.82
(iii) Bank balances (other than cash & cash equivalents)	12	352.40	297.10	5.10
(iv) Loans	5	4 .77	67.91	68.23
(v) Other financial assets	6	-	4.71	-
(c) Other current assets	8	821.02	1,697.40	1,918.20
Total current assets		4,427.56	7,516.50	4,874.02
TOTAL ASSETS		74,371.86	111,638.11	109,576.98
Equity and Liabilities				
Equity				
(a) Equity share capital	13(a)	37,206.71	35,813.00	35,813.00
(b) Instruments entirely equity in nature	13(b)	-	950.00	950.00
(c) Other equity	14	(82,859.67)	(66,664.54)	(60,870.62)
Total Equity		**(45,652.96)**	**(29,901.54)**	**(24,107.62)**
Liabilities				
1 Non-current liabilities				
(a) Financial liabilities				
Borrowings	15 and 16	30,443.02	474.59	48,424.71
(b) Provisions		48.79	56.55	28.62
Total non current liabilities	17	**30,491.81**	**531.14**	**48,453.33**
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	3,546.20	5,783.50	7,412.93
(ii) Trade payables	19	6,237.06	2,740.00	3,874.93
(iii) Other financial liabilities	20	79,524.20	131,078.46	73,464.61
(b) Other current liabilities	21	206.68	1,362.22	453.13
(c) Provisions	17	18.87	44.33	25.67
Total current liabilities		89,533.02	141,008.51	85,231.27
TOTAL EQUITY AND LIABILITIES		**74,371.86**	**111,638.11**	**109,576.98**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements

As per our report attached
For ARUN K. GUPTA & ASSOCIATES
Chartered Accountants
ICAI Firm registration number: 000605N

Sachin Kumar
Partner
Membership No.: 503204

Place : Greater Noida
Date : 25 May 2018

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

H.R. Gupta
Managing Director
DIN:00297722

Gautam Singh Kuthari
Director
DIN:00945195

Anand Kumar Agarwal
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Rupees in lakhs, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2018	For the year ended 31 March 2017
Income			
Revenue from operations	22	31,412.37	44,231.09
Other income	23	431.15	297.44
Total Income (A)		**31,843.52**	**44,528.53**
Expenses			
Cost of material consumed	24	21,577.99	30,419.79
Purchase of stock in trade	25	4,401.94	631.31
Change in inventories of finished goods, stock in trade and work in progress	26	1,910.30	(1,383.32)
Employee benefits expense	27	1,457.67	1,559.89
Finance costs	28	5,351.94	10,614.91
Depreciation and amortisation expense	29	2,810.58	2,912.50
Other expenses	30	4,203.34	5,552.24
Total Expenses (B)		**41,713.76**	**50,307.32**
Profit/(Loss) before exceptional items and tax (A-B)		**(9,870.24)**	**(5,778.79)**
Exceptional items [Profit/(Loss)] (refer note 42)		(6,410.96)	-
Profit/(Loss) before tax		**(16,281.20)**	**(5,778.79)**
Tax expense			
Current Tax	31	2.32	14.23
Deferred Tax		-	-
Profit/(Loss) after tax (net)		**(16,283.52)**	**(5,793.02)**
Other Comprehensive Income/(loss)			
A (i) Items that will not be reclassified to profit or loss			
-Remeasurements of net defined benefit plans		11.55	(11.85)
(ii)Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income/(loss)		**11.55**	**(11.85)**
Total Comprehensive Income/(loss)		**(16,271.97)**	**(5,804.87)**
Earning per equity share (EPS) in Rs.	32		
- Basic		(4.44)	(1.62)
- Diluted		(4.44)	(1.62)

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements

As per our report attached

For ARUN K. GUPTA & ASSOCIATES
Chartered Accountants
ICAI Firm registration number: 000605N

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

Sachin Kumar
Partner
Membership No.: 503204

H.R. Gupta
Managing Director
DIN:00297722

Gautam Singh Kuthari
Director
DIN:00945195

Anand Kumar Agarwal
Chief Financial Officer

Place : Greater Noida
Date : 25 May 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Rupees in lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
A. Cash flow from operating activities		
Loss before tax as per Statement of Profit and Loss	**(16,281.20)**	**(5,778.79)**
Adjustments for:		
Depreciation and Amortisation Expense	2,810.58	2,912.50
Interest Expenses	5,221.13	10,436.67
Interest income	(179.26)	(61.39)
Provision for doubtful debts written back	(13.47)	45.24
Provision for service tax not recoverable	-	355.31
Provision for service tax not recoverable written back	(112.80)	-
Exceptional Items		
-Waiver of Interest on loans	(15,211.12)	-
-Impairment Losses of Plant & machinery	30,700.00	-
-Gain on modification of loan due to fair valuation of 1% OCCRPS	(9,077.92)	-
Bad debts written off	13.21	9.25
Unrealized Foreign Exchange Rate Difference (Gain) / Loss (Net)	64.07	64.85
(Gain) / Loss on Sale of Property, Plant and Equipment (net)	-	-
Amortised ancillary cost of arranging the borrowings	32.84	49.44
Operating profit before working capital changes	**(2,033.94)**	**8,033.08**
Movements in Working Capital :		
(Increase)/decrease in Trade Receivables	830.12	(908.29)
(Increase)/decrease in Inventories	998.07	(1,127.38)
(Increase)/decrease in Other financial assets and Other assets	869.19	(293.84)
Increase/(decrease) in Trade payables	3,432.99	(1,199.78)
Increase/(decrease) in Other liabilities and Provisions	(1,167.65)	941.27
Cash used from operations	**2,928.77**	**5,445.06**
Direct taxes (paid)/refund received	(6.10)	17.29
Net cash generated from operating activities	**2,922.67**	**5,462.35**
B. Cash flow from investing activities		
Capital expenditure on Property, Plant and Equipment, including capital work in progress & capital advances	(1,204.75)	(2,246.43)
Proceeds from sale of Property, Plant and Equipment	-	0.02
Movement in Fixed Deposits with Banks	242.00	(624.00)
Interest received	162.28	46.12
Net cash used in investing activities	**(800.47)**	**(2,824.29)**
C. Cash flow from financing activities		
Proceeds from/ (repayment of) Long term borrowings	(457.30)	(256.92)
Proceeds from/ (repayment of) Short term borrowings	(1,716.75)	(1,629.43)
Interest paid	(320.23)	(166.00)
Net cash used in financing activities	**(2,494.27)**	**(2,052.35)**
Net increase in cash and cash equivalents	**(372.07)**	**585.71**
Opening Balance of Cash and Cash Equivalents	664.53	78.82
Closing Balance of Cash and Cash Equivalents	**292.45**	**664.53**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Rupees in lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Cash and cash equivalent comprises:		
Cash in hand	2.30	5.76
Balances with scheduled banks	290.16	658.77
	292.46	**664.53**

Notes:

(a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 Cash Flow Statements specified under Section 133 of the Companies Act, 2013.

(b) Significant accounting policies and the accompanying notes form an integral part of the cash flow statement

As per our report attached

For ARUN K. GUPTA & ASSOCIATES
Chartered Accountants
ICAI Firm registration number: 000605N

Sachin Kumar
Partner
Membership No.: 503204

Place : Greater Noida
Date : 25 May 2018

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

H.R. Gupta
Managing Director
DIN:00297722

Gautam Singh Kuthari
Director
DIN:00945195

Anand Kumar Agarwal
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2018

(All amounts in Rupees in lakhs, unless otherwise stated)

A	Equity Share Capital	Number of shares	Amount
	Equity shares of Rs.10 each issued, subscribed and fully paid (refer note 13(a))		
	As at 1st April 2016	358,130,000	35,813.00
	Increase/(decrease) during the year	-	-
	As at 31st March 2017	358,130,000	35,813.00
	Increase/(decrease) during the year	13,937,116	1,393.71
	As at 31st March 2018	**372,067,116**	**37,206.71**

B	Instruments entirely equity in nature	Number of shares	Amount
	Compulsorily Convertible Preference Shares (refer note 13(b))		
	As at 1st April 2016	9,500,000	950.00
	Increase/(decrease) during the year	-	-
	As at 31st March 2017	9,500,000	950.00
	Increase/(decrease) during the year	(9,500,000)	(950.00)
	As at 31st March 2018	-	-

C Other Equity

For the year ended 31 March, 2018 and year ended 31 March, 2017

	Equity Component of compound financial Instruments	Reserves and Surplus		Total
	Interest free loans from Promoters	Securities Premium Reserve	Retained Earnings	
Balance as at 1 April 2016	-	**21,487.59**	**(82,079.36)**	**(60,591.77)**
Changes in Accounting Policy (i)	**373.29**	**665.71**	**(1,224.87)**	**(185.87)**
Prior period errors	-	-	**(92.98)**	**(92.98)**
Restated balance as at 1 April 2016	**373.29**	**22,153.30**	**(83,397.21)**	**(60,870.62)**
Profit for the year	-	-	(5,793.02)	**(5,793.02)**
Other Comprehensive Income				
Re-measurement of defined benefit plans	-	-	(11.85)	**(11.85)**
Total Comprehensive Income for the year	**373.29**	**22,153.30**	**(89,202.08)**	**(66,675.49)**
Equity Component of Loan from Shareholders	10.95	-	-	**10.95**
Balance as at 31 March 2017	**384.24**	**22,153.30**	**(89,202.08)**	**(66,664.54)**
Profit for the year	-	-	(16,283.52)	**(16,283.52)**
Allotment of equity shares		76.84		**76.84**
Other Comprehensive Income				
Re-measurement of defined benefit plans	-	-	11.55	**11.55**
Total Comprehensive Income for the year	-	**76.84**	**(16,271.97)**	**(16,195.13)**
Balance as at 31 March 2018	**384.24**	**22,230.14**	**(105,474.05)**	**(82,859.67)**

i) Refer Note 3 - First Time Adoption - Reconciliation of Equity and Total Comprehensive Income.
ii) Refer note 14 for nature and purpose of reserves

The accompanying notes are an integral part of the financial statements
As per our report attached

For **ARUN K. GUPTA & ASSOCIATES**
Chartered Accountants
ICAI Firm registration number: 000605N

Sachin Kumar
Partner
Membership No.: 503204

Place : Greater Noida
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For and on behalf of the Board of Directors of
Indosolar Limited

H.R. Gupta
Managing Director
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Director
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Anand Kumar Agarwal
Chief Financial Officer

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in Rupees lakhs, unless otherwise stated)

1. Corporate Information

Indosolar Limited is a public company domiciled and headquartered in India. The Company's shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Company Is the leading Indian manufacturer of solar photovoltaic cells and its manufacturing facility is located at Greater Noida, Uttar Pradesh.

These financial statements were authorised by the Board of Directors for issuing accordance with a resolution passed on May 25, 2018.

2. Significant accounting policies

The significant accounting policies applied by The Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements and in preparing the opening IndAS balance sheet as at April 01, 2016 for the purpose of transition to IndAS, unless otherwise Indicated.

2.1 Basis of preparation

a) Statement of compliance with Ind AS:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 and the Companies (Indian AccountingStandards) Rules, 2015 as amended and other relevant provisions of the Act.

For all periods uptoand including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS.

These financial statements for the year ended 31st March, 2018 are the first financial statements that the Company has prepared under Ind AS. The financial statements for the year ended 31st March, 2017 and the opening Balance Sheet as at 1st April, 2016 (being the 'date of transition to Ind AS') have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the Company's Balance Sheet, Statement of Profit and Loss and Statement of Cash Flows are provided in note 3.

b) Basis of measurement

These financial statements are prepared under the historical cost convention except for the followingmaterial items those have been measured at fair value as required by relevant Ind AS :

- certain financial assets and liabilities that are measured at fair value;
- defined benefit plans - plan assets measured at fair value;

Also, the fair values of financial instruments measured at amortised cost are required to be disclosed in the said financial statements.

Historical cost isgenerally based on the fair value of the consideration given in exchange for assets.

Fair value measurement:

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (that is, an exit price). It is a market-based measurement, not an entity-specific measurement. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Where required/appropriate, external valuers are involved.

All financial assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy established by Ind AS 113, that categorises into three levels, the inputs to valuation tech-

niques used to measure fair value. These are based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly(i.e. as prices) or indirectly(i.e. derived from prices).

Level 3 inputs are unobservable inputs for the asset or liability.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments.

The Company recognises transfers between levels of fair value hierarchy at the end of reporting period during which change has occurred.

c) Current non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset istreated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelvemonths after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reportingperiod

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current/non-current classification of assets & liabilities period of 12 months has been considered as normal operating cycle.

d) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

e) Rounding of amounts:

All amounts disclosed in the financial statements and notes are in Indian Rupees in lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013, unless otherwise stated.

2.2 Use of estimates

The preparation of financial statements in conformity with the recognition and measurement principles of the Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues, expenses and the results of operations during the reporting period. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Such estimates & assumptions are based on management evaluation of relevant facts & circumstances as on date of financial statements. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

2.3 Revenue recognition

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are

transferred to the buyer as per the terms of the contract, which is mainly upon delivery and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, value added tax, etc.

Interest Income:
Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of a financial liability or a financial asset to their gross carrying amount.

2.4 Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Cost of an item of property, plant and equipment comprises –

i. its purchase price, including import duties and non –refundable purchase taxes (net of duty/ tax credit availed), after deducting trade discounts and rebates.
ii. any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
iii. borrowing cost directly attributable to the qualifying asset in accordance with accounting policy on borrowing cost.
iv. the costs of dismantling, removing the item and restoring the site on which it is located.

PPE in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes direct costs, related pre-operational expenses and for qualifying assets applicable borrowing costs to be capitalised in accordance with the Company's accounting policy. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not directly related to the project nor are incidental thereto, are expensed.

Property, plant and equipment which are not ready for intended use ason the date of Balance Sheet are disclosed as "Capital work-in-progress". Theyare classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other items of PPE, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful life that is materially different from that of the remaining plant and equipment.

Machinery spares which meets the criteria of PPE is capitalized and depreciated over the useful life of the respective asset.

Deemed cost on transition to Ind AS:
Under the Previous GAAP, all property, plant and equipment were carried at in the Balance Sheet on basis of historical cost, except leasehold land which was carried at revalued amount. The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 (the transition date) measured as per the previous GAAP (including previous GAAP revaluation of leasehold land as at 31st December, 2008) and use such carrying value as its deemed cost as of the transition date.

Depreciation:
Depreciation on fixed assets (other than freehold land and capital work in progress) is provided on the straight line method, based on their respective estimate of useful lives, as given below. Estimated useful lives of assets are determined based on internal assessment estimated by the management of the Company and supported by technical advice wherever so required. The management believes that useful lives currently used, which is as prescribed under Schedule II to the Companies Act, 2013, fairly reflect its estimate of the useful lives and residual values of fixed assets, though these lives in certain cases are different from lives prescribed under Schedule II.

Type of assets	Useful life in years
Leasehold Land	Over Lease Period i.e. 90 years
Buildings	
Factory Building	30 years
Non Factory Buildings	60 years
Plant and Machinery *	5 – 25years
Furniture and Fixtures	10 years
Office Equipment	5 years
Vehicles	8 - 10 years
Computers	3 years

*Based on internal technical evaluation and external advised received, the management believes thatthe useful lives as considered for arriving at the depreciation rates, best represent the period over whichmanagement expect to use these assets. Hence, the useful lives for these assets is different from theuseful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Assets individually costing Rs. 5000 or less are fully depreciated in the year of acquisition.

Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is retired from active use and is held for disposal and the date that the asset is derecognised.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation methods, useful lives and residual values are reviewed periodically including at the end of each financial year. Any changes in depreciation method, useful lives and residual values are treated as a change in accounting estimate and applied/adjusted prospectively, if appropriate.

2.5 Intangible assets

Identifiable intangible assets are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

At initial recognition, the separately acquired intangible assets with finite useful livesare recognised at cost of acquisition. Following initial recognition, the intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets not ready for the intended use on the date of the balance sheet are disclosed as 'intangible assets under development'.
An intangible asset should be derecognised (eliminated from the balance sheet) on disposal or when no future economic benefits are expected from its use and subsequent disposal.

Gains or losses arising from the retirement or disposal of an intangible asset should be determined as the difference between the net disposal proceeds and the carrying amount of the asset and should be recognised as income or expense in the statement of profit and loss.

Deemed cost on transition to Ind AS:

Under the Previous GAAP, all Intangible assets were carried at in the Balance Sheet on basis of historical cost. The Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

Amortisation:

Intangible assets are amortised on a straight line basis over the estimated useful lives of respective assets from the date when the asset are available for use, on pro-rata basis. Estimated useful lives by major class of finite-life intangible assets are as follows:

Type of assets	Useful life in years
Computer software	5 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates and adjusted prospectively.

2.6 Financial Instruments

Financial Assets:

Initial recognition and measurement:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, except for trade receivables which are initially measured at transaction price. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are added to or deducted from the fair value of the financial assets.

Financial assets are subsequently classified as measured at

- amortised cost (if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding)
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVTOCI).

Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. This involves use of provision matrix constructed on the basis of historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss.

Financial Liabilities and equity instruments:

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The fair value of a financial instrument at initial recognition is normally the transaction price. If the Company determines that the fair value at initial recognition differs from the transaction price, difference between the fair value at initial recognition and the transaction price shall be recognized as gain or loss unless it qualifies for recognition as an asset or liability.

This normally depends on the relationship between the lender and borrower or the reason for providing the loan. Accordingly, in case of interest-free loan from promoters to the Company, the difference between the loan amount and its fair value is treated as an equity contribution to the Company.

In accordance with Ind AS 113, the fair value of a financial liability with a demand feature is not less than the amount payable on demand, discounted from the first date that the amount could be required to be paid.

The Company's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss, unless and to the extent capitalised as part of costs of an asset.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables
For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of Financial Instruments
Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognised amount and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.7 Preference shares

a. Convertible preference shares
Convertible preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

b. Contingent Convertible preference shares

A contingent convertible preference shares is an instrument that is convertible, at the option of the holder, only on the occurrence of a contingent event outside of the control of the holder or the issuer. If the contingent event occurs then the holder has the option, but not the obligation, to convert. If the contingent event does not occur, then the instrument will be settled in cash at maturity/due dates.

The fact that conversion is only contingent does not mean the instrument has no equity component. If, on occurrence of the contingent event, exercise of the conversion option would result in the exchange of a fixed number of the issuer's own equity instruments for a fixed amount of cash (in the functional currency of the issuing entity), the conversion option would

meet the definition of an equity instrument under IAS 32 and the overall instrument would be treated as compound instrument.

Whether or not the contingency is within the control of the issuer is an important consideration when classifying financial instruments with contingent settlement provisions as either financial liabilities or equity.

If a contingent settlement provision is regarded as outside the control of the issuing entity, the instrument is classified as a liability by the issuer. If a contingent settlement provision is regarded as within the control of the reporting entity, the instrument will be classified as equity, provided that it has no other features requiring its classification as a liability and that the contingent settlement event is also outside the control of the holder.

The Company has issued 1% Optionally Convertible Cumulative Redeemable Preference shares (OCCRPS) to Union Bank of India under Debt Settlement Agreement pursuant to One Time Settlement with them.In case of an event of default by the Company in timely repayment/redemption as defined in the said Agreement, the Bank has a right to convert the preference shares into equity at a Conversion Price, being higher of par value and market value of the equity share in accordance with SEBI formula. Hence the contingent settlement event is Event of default by the Company which is not within the Issuer's (the Company's) control and the exercise of the conversion option would result in the exchange of a variable number of the issuer's own equity instruments.

The Company, the issuer of the instrument does not have the unconditional right to avoid delivering cash or another financial asset (or otherwise to settle it in such a way that it would be a financial liability). Therefore, it is a financial liability of the Company.

2.8 Impairment of Non-financial assets

The carrying amounts of non-financial assets other than inventories are assessed at each reporting date to ascertain whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised, as an expense in the Statement of Profit and Loss, for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Value in use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects the current market assessments of the time value of money and the risk specific to the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels into cash generating units for which there are separately identifiable cash flows.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

2.9 Borrowing costs

Borrowing costs comprises interest expense on borrowings calculated using the effective interest method and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. EIR calculation does not include exchange differences.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are included in the cost of those assets. Such borrowing costs are capitalised as part of the cost of the asset when it is probable that they will result in future economic benefits to the entity and the costs can be measured reliably. Other borrowing costs are recognised as an expense in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

2.10 Foreign currency transactions

The financial statements are presented in Indian Rupees (INR), the functional currency of the Company. Items included in

the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Under Previous GAAP, the Company had opted for paragraph 46A of Accounting Standard for 'Effect of Changes in Foreign Exchange Rates' (AS 11) which provided an alternative accounting treatment whereby exchange differences arising on long term foreign currency monetary items relating to depreciable capital asset can be added to or deducted from the cost of the asset and should be depreciated over the balance life of the asset.

Ind AS 101 includes an optional exemption that allows a first-time adopter to continue the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. The Company has elected to avail this optional exemption. However, the capitalization of exchange differences is not allowed on any new long term foreign currency monetary item recognized from the first Ind AS financial reporting period.

2.11 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Finance lease:

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's policy on borrowing cost. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease:

In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unlessanother systematic basis is more representative of the time pattern in which the benefit is derived from the leased asset orthe payments to the lessor are structured to increase in the line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

2.12 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition, are accounted for as follows:

- Raw materials, stores and spares: cost includes cost of purchase(viz. the purchase price, importduties and other taxes (other than those subsequently recoverable by the entityfrom the taxing authorities), and transport, handling and other costs directlyattributable to the acquisition and is net of tradediscounts, rebates and other similar items) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

- Spare parts, which do not meet the definition of property, plant and equipment are classified as inventory.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion ofmanufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost isdetermined on first in, first out basis.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their presentlocation and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

2.13 Employee benefits

Short- term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, social security contributions, short term compensated absences (paid annual leaves) etc. are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled and are expensed in the period in which the employee renders the related service.

Post-employment benefits :

I) Defined contribution plan

The defined contribution plan is postemployment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund, Employee State Insurance Scheme and Labour Welfare Fund. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which employee renders the related service.

II) Defined benefit plan

The Company's obligation towards gratuity liability is funded to an approved gratuity fund, which fully covers the said liability under Cash Accumulation Policy of Life Insurance Corporation of India (LIC). The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

The amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the current year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss).

The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains/ losses (i.e. changes in the present value of the defined benefit obligation resulting from experience adjustments and effects of changes in actuarial assumptions), the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest)and is recognised immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss account in subsequent periods.

Other long-term employee benefit obligations:

The liabilities for earned leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurementsas a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit.

2.14 Government Grant:

Government grants are recognised only when there is reasonable assurance that the Company will comply with the conditions attaching to them and the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Accordingly, government grants :

a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income in profit or loss on a systematic basis over the useful life of the assets.
b) related to an expense item is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

2.15 Taxation

Tax expense comprises of current and deferred tax and includes any adjustments related to past periods in current and/ or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant period.

Current income tax:
Tax on income for the current period is determined on the basis of taxable income (or on the basis of book profits wherever minimum alternate tax is applicable) and tax credits computed in accordance with the provisions of the Income Tax Act 1961, and based on the expected outcome of assessments/appeals.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted orsubstantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised, either in other comprehensive income or directly in equity, is also recognized in other comprehensive income or in equity, as appropriate and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax:
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses &unabsorbed tax depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred Tax Assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax assets in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.16 Provisions and contingencies

Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

Contingencies:

Contingent liabilities

A contingent liability is:

- a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or
- a present obligation that arises from past events but is not recognised because :
  – it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  – the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized but disclosed unless the contingency is remote.

Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised but are disclosed when the inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognized.

2.17 Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

The Company is primarily engaged in manufacture of solar cells and modules. The Company's Chief Operating Decision Maker (CODM) is the Managing Director. He evaluates the Company's performance and allocates resources based on analysis of various performance indicators by geographical areas only. Accordingly, there is no operating segment or reportable segment as such.

2.18 Related party

A related party is a person or entity that is related to the reporting entity and it includes :

(a) A person or a close member of that person's family if that person:
(i) has control or joint control over the reporting entity;
(ii) has significant influence over the reporting entity; or
(iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
(b) An entity is related to the reporting entity if any of the following conditions apply:
(i) The entity and the reporting entity are members of the same Group.
(ii) One entity is an associate or joint venture of the other entity.
(iii) Both entities are joint ventures of the same third party.
(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
(v) The entity has a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity.
(vi) The entity is controlled or jointly controlled by a person identified in (a).
(vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management

personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Close members of the family of a person are those family members who may beexpected to influence, or be influenced by, that person in their dealings withthe entity including:
(a) that person's children, spouse or domestic partner, brother, sister, father and mother;
(b) children of that person's spouse or domestic partner; and
(c) dependants of that person or that person's spouse or domestic partner.

Key management personnel are those persons having authority andresponsibility for planning, directing and controlling the activities of theentity, directly or indirectly, including any director (whether executive orotherwise) of that entity.

Related party transactions and outstanding balances disclosed in the financial statements are in accordance with the above definition as per Ind AS 24.

2.19 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short term deposits/investments with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value. These exclude bank balances (including deposits) held as margin money or security against borrowings, guarantees etc. being not readily available for use by the Company.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short term deposits and exclude items which are not available for general use as on the date of Balance Sheet, as defined above, net of bank overdrafts which are repayable on demand where they form an integral part of an entity's cash management.

2.20 Cash Flow Statement

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method as set out in Ind AS 7 'Statement of Cash Flows', adjusting the net profit for the effects of:

i. changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and
iii. all other items for which the cash effects are investing or financing cash flows.

2.21 Earnings per share

The Basic Earnings per equity share ('EPS') is computed by dividing the net profit or loss after tax before other comprehensive income for the year attributable to the equity shareholders of the Company by weighted average number of equity shares outstanding during the year. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Contingently issuable shares are treated as outstanding and are included in the calculation of basic earnings per share only from the date when all necessary conditions are satisfied (i.e. the events have occurred).

Diluted earnings per equity share are computed by dividing the net profit or loss before OCI attributable to equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares (including options and warrants). The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date.

Contingently issuable potential ordinary shares (such as contingently issuable convertible instruments) are included inthe diluted earnings per share in accordance with Ind AS 33. The Optionally Convertible Cumulative Redeemable Preference shares (OCCRPS) issued by the Company to Union Bank of India under Debt Settlement Agreement where the Bank has a right to convert the preference shares into equity in the event of default are in fact contingent convertible preference shares and the contingent settlement event is Event of default by the Company. As the said event has not happened till the end of the reporting period, exercise or conversion is not assumed for the purpose of calculating diluted earnings per share and accordingly potential ordinary shares are not included in the calculation of diluted earnings per share. Anti-dilutive effects are ignored.

2.22 Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

2.23 Exceptional Items

An item of Income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the financial statements.

2.24 New and amended standards and interpretations: effective for the reporting period

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7 'Statement of Cash Flows'. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7 'Statement of Cash Flows'. The amendments are applicable to the Company from April 1, 2017.The Company applied for the first time these amendments to the standards, which are effective for annual periods beginning on or after April 1, 2017.

The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective. The nature and the impact of each amendment are described below:

Amendments to Ind AS 7 'Statement of Cash Flows'

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company has provided the information for both the current and the comparative period in Note41.

2.25 New and amended standards and interpretations: Issued but not yet effective

The Company is still evaluating the applicability and relevance of certain new standards & interpretations to existing standards issued, but not yet effective, upto the date of issuance of the Company's financial statements, on the Company's operations and its impact on the financial statements of the Company in terms of results, presentation or disclosure. Those that may be relevant to the Company are set out below. The Company shall adopt them, if applicable, when they become effective.

Ind AS 115 'Revenue from Contracts with Customers'

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, 'Revenue from Contract with Customers'. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The standard permits following two possible methods of transition: Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach).The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018. The Company is evaluating the requirements of the amendment and the effect on the financial statements will be given in due course.

Amendment to Ind AS 12 'Income Taxes'

The amendment to Ind AS 12 requires the entities to consider restriction in tax laws in sources of taxable profit against which may make deductions on reversal of deductible temporary differences (may or may not have arisen from same source) and also consider probable future taxable profit. The amendment will come into force from April 1, 2018. The Company is evaluating the requirements of the amendment and the effect on the financial statements will be given in due course.

Amendment to Ind AS 21 'The Effects of Changes in Foreign Exchange Rates'

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company is evaluating the requirements of the amendment and the effect on the financial statements will be given in due course.

3 Disclosure as required by Indian Accounting Standard (Ind AS) 101 first time adoption of Indian Accounting Standards.

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 1st April, 2017, with a transition date of 1st April, 2016. These financial statements for the year ended March 31, 2018, are the Company's first Ind AS financial statements which have been prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with relevant rules of the Companies (Accounts) Rules, 2014 (Previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31 , 2017, as described in the summary of significant accounting policies. The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2016 (the transition date) by:

a. recognising all assets and liabilities whose recognition is required by Ind AS,
b. not recognising items of assets or liabilities which are not permitted by Ind AS,
c. reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and
d. applying Ind AS in measurement of recognised assets and liabilities.

In preparing these Ind AS financial statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Company in restating its financial statements prepared under previous GAAP, including the Balance Sheet as at 1st April, 2016 and the financial statements as at and for the year ended 31st March, 2017.

A. Ind AS Optional Exemptions from retrospective application

(i) Business combinations

Ind AS 101 provides the option to apply Ind AS 103 'Business Combinations' prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date.

The Company elected to apply Ind AS 103 prospectively to business combinations occuring after its transition date. Business combinations occuring prior to the transition date (i.e. 1st April, 2016) have not been restated.

(ii) Deemed cost for property, plant and equipment and intangible assets

The Company has elected to measure all its property, plant and equipment and intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

(iii) Revaluation of property, plant and equipment and intangible assets

The Company has elected to use the previous GAAP revaluation of its Leasehold Land done before the date of transition (as on 31.12.2008) to Ind AS as deemed cost on the date of transition to Ind AS.

(iv) Long term Foreign Currency Monetary Items

Under Previous GAAP, the Company had opted for paragraph 46A of Accounting Standard for 'Effect of Changes in Foreign Exchange Rates' (AS 11) which provided an alternative accounting treatment whereby exchange differences arising on long term foreign currency monetary items relating to depreciable capital asset can be added to or deducted from the cost of the asset and should be depreciated over the balance life of the asset.

Ind AS 101 includes an optional exemption that allows a first-time adopter to continue the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. The Company has elected to avail this optional exemption. However, the capitalization of exchange differences is not allowed on any new long term foreign currency monetary item recognized from the first Ind AS financial reporting period.

B. Mandatory Exceptions from retrospective application

(i) De-recognition of financial assets and liabilities exception

Financial assets and liabilities de-recognized before transition date are not re-recognized under Ind AS.

(ii) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind ASs shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

On an assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS (except for adjustments to reflect any difference in accounting policies), as there is no objective evidence that those estimates were in error. However, estimates, that were required

under Ind AS but not required under Previous GAAP, are made by the Company for the relevant reporting dates, reflecting conditions existing as at that date without using any hindsight.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide the explanations and quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

I. Reconciliation of Balance sheet as previously reported under IGAAP to Ind AS as at 1st April, 2016 and 31st March, 2017
II. Reconcillation of Statement of Profit and Loss as previously reported under IGAAP to Ind AS for the year ended 31st March, 2017
III. Reconcillation of Equity as at 1st April, 2016 and 31st March, 2017
IV. Reconciliation of Total Comprehensive Income for the year ended 31st March, 2017
V. Reconcillation of Statement of Cash Flow Statement for the year ended 31st March, 2017

The presentation requirements under Previous GAAP differs from Ind AS and hence, Previous GAAP information have been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statement of the Company prepared in accordance with Previous GAAP.

(All amounts in Rupees in lakhs, unless otherwise stated)

4(a) Property, plant and equipment

Particulars	Leasehold Land*	Building - Factory	Building - Non Factory	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Computers	Total
Cost or Deemed cost									
Balance as at April 1, 2016	2,407.31	2,714.70	1,239.92	37,524.10	262.25	8.14	86.84	10.27	**44,253.54**
Additions	-	3,590.73	-	271.58	1.33	4.17	-	7.04	**3,874.85**
Disposals	-	-	-	-	-	-	-	0.29	**0.29**
Balance as at March 31, 2017	**2,407.31**	**6,305.43**	**1,239.92**	**37,795.68**	**263.58**	**12.31**	**86.84**	**17.02**	**48,128.10**
Additions	-	37.92	-	138.24	2.23	36.54	-	10.74	**225.67**
Disposals	-	-	-	-	-	-	-	-	**-**
Balance as at March 31, 2018	**2,407.31**	**6,343.35**	**1,239.92**	**37,933.93**	**265.81**	**48.85**	**86.84**	**27.76**	**48,353.77**
Accumulated depreciation									
Balance as at April 1, 2016	-	-	-	-	-	-	-	-	-
Depreciation charge for the year	30.23	217.67	22.04	2,540.36	71.62	2.31	22.79	3.91	**2,910.93**
Disposals	-	-	-	-	-	-	-	0.27	**0.27**
Balance as at March 31, 2017	**30.23**	**217.67**	**22.04**	**2,540.36**	**71.62**	**2.31**	**22.79**	**3.64**	**2,910.66**
Depreciation charge for the year	30.23	224.61	22.04	2,426.77	71.54	7.69	15.89	7.45	2,806.23
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**60.46**	**442.28**	**44.08**	**4,967.13**	**143.16**	**10.00**	**38.68**	**11.09**	**5,716.88**
Net carrying amount									
Balance as at April 1, 2016	**2,407.31**	**2,714.70**	**1,239.92**	**37,524.10**	**262.25**	**8.14**	**86.84**	**10.27**	**44,253.54**
Balance as at March 31, 2017	**2,377.08**	**6,087.76**	**1,217.88**	**35,255.32**	**191.96**	**10.00**	**64.05**	**13.38**	**45,217.44**
Balance as at March 31, 2018	**2,346.85**	**5,901.07**	**1,195.84**	**32,966.79**	**122.65**	**38.85**	**48.16**	**16.67**	**42,636.89**

*** Asset held under finance lease**

Leasehold land was revalued by an independent valuer as on 31st December, 2008, resulting in increase in its value by Rs.2,273.50 which was credited to Revaluation Reserve.

Pursuant to the scheme of amalgamation approved by the Board of directors of Indosolar Limited (formerly known as Robin Solar Private Limited) ('Robin') or ('the Company') on 16 March 2009 and sanctioned by the High Court of Judicature at Allahabad vide order dated 16 September 2009, erstwhile Indosolar Limited ('Transferor Company') amalgamated into the Company ('Transferee Company') w.e.f. the appointed date, i.e. 1 January 2009, the amount of Rs.2,273.50 in respect of payments to be made to the shareholders was adjusted against revaluation reserve existing in Robin's books as at 31 December 2008 as per the scheme.

Charge has been created against the aforesaid assets for the borrowings taken by the company. (refer note 15, 16 & 18)

(All amounts in Rupees in lakhs, unless otherwise stated)

Information regarding gross block of assets, accumulated depreciation has been disclosed by the company separately as follows :

Particulars	Leasehold Land*	Building - Factory	Building - Non Factory	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Computers	Total
As at April 1, 2016									
Gross Block	2,581.03	3,519.49	1,403.32	58,888.86	590.83	71.46	263.60	47.67	**67,366.26**
Less : Accumulated Depreciation	223.94	805.13	159.64	21,030.65	328.58	63.32	176.76	37.40	**22,825.42**
Net Book Value as per previous GAAP	**2,357.09**	**2,714.36**	**1,243.68**	**37,858.21**	**262.25**	**8.14**	**86.84**	**10.27**	**44,540.84**
Effect of accounting of transaction costs (Processing fees) on borrowings as per Effective Interest rate (EIR) method	-	0.34	(3.76)	(387.66)	-	-	-	-	**(391.08)**
Effect of re-classification of Stores and Spares as Property, Plant and Equipment	-	-	-	53.55	-	-	-	-	**53.55**
Effect of treating the leasehold land as finance lease	50.22	-	-	-	-	-	-	-	**50.22**
Deemed Cost as at April 1, 2016	**2,407.31**	**2,714.70**	**1,239.92**	**37,524.11**	**262.25**	**8.14**	**86.84**	**10.27**	**44,253.54**

4(b) Capital work-in-progress

Particulars	Building - Factory	Plant and machinery	Total
Balance as at April 1, 2016	3,132.69	56,521.23	59,653.92
Additions	458.04	(206.16)	251.88
Assets capitalised during the year	(3,590.73)	-	(3,590.73)
Balance as at March 31, 2017	**-**	**56,315.07**	**56,315.07**
Additions*	-	187.52	187.52
Assets capitalised during the year-Line B	-	(54.62)	(54.62)
Impairment**	-	(30,700.00)	(30,700.00)
Balance as at March 31, 2018	**-**	**25,747.97**	**25,747.97**

* Capital work in progress includes exchange loss of Rs. 474.91 (previous year exchange gain of Rs.222.74), Rs.Nil (previous year Rs.11.76) on account of directly attributable expenses and reversal of interest of Rs. 2178.35 (previous year Rs.Nil) on One Time Settlement (OTS) with Union Bank of India. Unamortised exchange fluctuation is Rs. 4,554.58 (previous year Rs.4,079.67).

** The management has performed an assessment of impairment of carrying value of Property, Plant and Equipment under installation, disclosed under CWIP, aggregating to Rs. 56,447.97 as at 31.03.2018. The assessment has been done taking into consideration the future cash flow projections which is based on the expected imposition of anti-dumping/ safeguard duty on imports and the commencement of commercial production of Line-C (under installation). As per such assessment, the management has determined recoverable value of the assets, based on the value in use method and has recognized an impairment loss of Rs. 30,700.00 in the carrying value of Property, Plant and Equipment (CWIP) during the year ended 31.03.2018. [Refer Note 44 (B)(iii)]

(All amounts in Rupees in lakhs, unless otherwise stated)

4(c) Other Intangible assets

Particulars	Computer Software
At Cost or Deemed cost	
Balance as at April 1, 2016	**6.92**
Additions	1.93
Disposals	-
Balance as at March 31, 2017	**8.85**
Additions	14.31
Disposals	-
Balance as at March 31, 2018	**23.16**
Accumulated depreciation	
Balance as at April 1, 2016	**-**
Depreciation charge for the year	1.54
Disposals	-
Balance as at March 31, 2017	**1.54**
Depreciation charge for the year	4.36
Disposals	-
Balance as at March 31, 2018	**5.90**
Net carrying amount	
Balance as at April 1, 2016	**6.92**
Balance as at March 31, 2017	**7.31**
Balance as at March 31, 2018	**17.26**

i.) The Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

Information regarding gross block of assets, accumulated depreciation has been disclosed by the company separately as follows :

Particulars	Computer Software
As at April 1, 2016	
Gross Block	19.40
Less : Accumulated Depreciation	12.48
Net Book Value as per previous GAAP	**6.92**
Deemed Cost as at April 1, 2016	**6.92**

Notes to the financial statements for the year ended 31 March, 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

	Non-current			Current		
5 Financial assets-Loans	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Unsecured, considered good						
Security deposits	403.90	220.76	61.11	-	60.10	60.10
Advance to employees	-	-		4.77	7.81	8.13
	403.90	**220.76**	**61.11**	**4.77**	**67.91**	**68.23**

	Non-current			Current		
6 Other financial assets	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Unsecured, considered good						
Deposits with banks remaining maturity of more than 12 months (refer note 12)	50.00	347.30	15.30	-	-	-
Interest accrued but not due on fixed deposit	37.27	15.58	6.28	-	4.71	-
	87.27	**362.88**	**21.58**	-	**4.71**	-

	Non-current			Current		
7 Tax Assets	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Advance tax [net of provision Rs. Nil (previous year Rs.Nil)]	33.74	29.96	60.22	-	-	-
	33.74	**29.96**	**60.22**	-	-	-

	Non-current			Current		
8 Other Assets	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Unsecured, considered good						
Capital advances	1,017.28	1,968.19	645.67	-	-	-
Balance with statutory/government authorities	-	-		632.02	1,153.89	1,451.34
Prepaid expenses		-		28.47	87.40	44.96
Advances for materials and services	-	-		160.53	456.11	421.90
Unsecured, considered doubtful						
Balance with statutory/government authorities		-	-		242.51	355.31
	1,017.28	1,968.19	645.67	1,063.53	2,052.71	1,918.20
Less : Provision for balance with statutory /government authorities not recoverable	-	-	-	(242.51)	(355.31)	-
	1,017.28	**1,968.19**	**645.67**	**821.02**	**1,697.40**	**1,918.20**

Notes to the financial statements for the year ended 31 March, 2018

(All amounts in Rupees in lakhs, unless otherwise stated)

9 Inventories	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Raw material and components	1,636.04	821.30	1,158.26
Finished goods (includes goods sold in transit Rs.137.70 (previous year Rs.Nil)	439.30	2,305.35	973.58
Traded goods	76.09	120.35	68.80
Stores, spares and other consumables	514.18	416.68	335.66
	2,665.61	**3,663.68**	**2,536.30**

10 Trade receivables (current)	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Considered good, unless otherwise stated			
Unsecured, considered good	291.30	1,121.17	267.37
Unsecured, considered doubtful	248.10	261.58	216.34
	539.40	1,382.75	483.71
Less : Allowance for doubtful trade receivables	(248.10)	(261.58)	(216.34)
	291.30	**1,121.17**	**267.37**

There are no trade receivables due from any director or any officer of the Company, either severally or jointly with any other person, or from any firms or private companies in which any director is a partner, a director or a member.

		Current	
11 Cash and cash equivalents	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Bank balance in current account	290.16	658.77	77.67
Cash on hand	2.30	5.76	1.15
Deposits with original maturity of less than three months	-	-	-
	292.46	**664.53**	**78.82**

		Current	
12 Bank balances (other than cash & cash equivalent)	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Deposits with bank with original maturities more than 12 months *	397.30	347.30	15.30
Deposits with bank with original maturities more than 3 months and less than 12 months *	5.10	297.10	5.10
	402.40	**644.40**	**20.40**
Amount disclosed under non current assets (refer note 6)	(50.00)	(347.30)	(15.30)
	352.40	**297.10**	**5.10**

* Deposits are in the nature of margin money pledged with banks.

Notes to the financial statements for the year ended 31 March 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

13(a) Equity share capital	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
Authorised share capital	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
Equity shares of Rs.10 each	500,000,000	50,000.00	400,000,000	40,000.00	400,000,000	40,000.00
Issued, subscribed and fully paid up shares						
Equity shares of Rs.10 each	372,067,116	37,206.71	358,130,000	35,813.00	358,130,000	35,813.00

13(b) Instruments entirely equity in nature Compulsorily Convertible Preference Shares (CCPS)	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
Authorised share capital	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
Preference shares of Rs.10 each	500,000,000	50,000.00	100,000,000	10,000.00	100,000,000	10,000.00
Issued, subscribed and fully paid up shares						
Compulsorily Convertible Preference shares of Rs.10 each	-	-	9,500,000	950.00	9,500,000	950.00

This note covers the equity component of the issued compulsorily convertible preference shares (CCPS). There is no liability component. The Company has also issued 20,70,00,000 no. of optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs. 10 each on 27th May, 2017 which has been shown as Non-Current Borrowings (being liability). Refer note 15

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

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
Equity shares	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
At the beginning of the year	358,130,000	35,813.00	358,130,000	35,813.00	358,130,000	35,813.00
Add : Shares issued during the year	13,937,116	1,393.71	-	-	-	-
Outstanding at the end of the year	372,067,116	37,206.71	358,130,000	35,813.00	358,130,000	35,813.00
Preference shares						
i. Compulsorily Convertible Preference Shares						
At the beginning of the year	9,500.00	950.00	9,500.00	950.00	9,500.00	950.00
Add : Shares issued during the year	-	-	-	-	-	-
Less : Conversion into equity share	(9,500.00)	(950.00)	-	-	-	-
At the end of the year	-	-	9,500.00	950.00	9,500.00	950.00

ii. Optionally Convertible Cumulative Preference Shares

Considered as liability (refer note 15)

b Term and rights attached to shares:

(I) 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.

During the year, on 30th December 2017, the company had issued 52,05,499 equity shares of Rs. 10/- each to Greenlite Lighting Corporation, Canada, a promoter group, on conversion of unsecured loan of Rs. 520.55.

During the year, on 27th May 2017, the company had issued 87,31,617 equity shares of Rs. 10/- each on conversion of Compulsorily Convertible Preference Shares of Rs. 950 as detailed in Note (ii) below.

(II) Preference shares

The Company had issued 9,500,000 zero coupon non-convertible, non- cumulative redeemable preference shares having par value of Rs. 10 each per share in the year ended 31 March 2013. In the Annual General Meeting held on 30th September, 2015, the shareholders had approved change in terms of 9,500,000 zero coupon non-convertible, non-cumulative redeemable preference shares to 9,500,000 compulsorily convertible preference shares 'CCPS'. "In-principle" approval from stock exchanges had been received on 16 October 2015 and on 4 April 2016 from NSE and BSE respectively. Accordingly, on 8 April 2016, the Company changed the terms of preference shares subject to the condition that the mentioned 9,500,000 compulsorily convertible preference shares locked-in for a period of one year from the date of allotment. The said CCPS were converted into 87,31,617 equity shares @ 10.88 per equity share (including premium of Rs. 0.88 per share) on 27th May, 2017. The preference shareholders will have right of dividend or to vote at the General Meeting of Equity Shareholders after the conversion into equity shares.

c Particulars of shareholders holding more than 5%

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
Authorised share capital	**No. of Shares**	**% of Total shares in the class**	**No. of Shares**	**% of Total shares in the class**	**No. of Shares**	**% of Total shares in the class**
Equity shares of Rs. 10 each fully paid						
Hulas Rahul Gupta	80,385,494	21.61%	80,385,494	22.45%	80,385,494	22.45%
Greenlite Lighting Corporation	74,446,551	20.01%	69,241,052	19.33%	69,241,052	19.33%
Bhushan Kumar Gupta	56,500,001	15.19%	56,500,001	15.78%	56,500,001	15.78%
Preference shares of Rs. 10 each fully paid						
a. Compulsorily Convertible Preference Shares						
Rising Fibers Private Limited	-	-	9,500.00	100.00%	9,500.00	100.00%
b. Optionally Convertible Cumulative Preference Shares						
Considered as liability (refer note 15)						

d Aggregate number of share issued for consideration other than cash, bonus shares issued and shares bought back during the period of five years immediately preceding the reporting period:

Particulars	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
Equity shares allotted as fully paid up pursuant to contracts without payment being received in cash*	13,937,116.00	-	-
Equity shares allotted as fully paid up by way of bonus shares	-	-	-
Equity Shares bought back by the company	-	-	-

* Also refer note (b)(i) above.

Notes to the financial statements for the year ended 31 March 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

14 Other Equity	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Equity Component of Interest free loans from Promoters	384.24	384.24	373.29
Reserves and Surplus :			
Securities Premium Reserve	22,230.14	22,153.30	22,153.30
Retained Earnings	(105,474.05)	(89,202.08)	(83,397.21)
Total reserves and surplus	**(83,243.91)**	**(67,048.78)**	**(61,243.91)**
Total	**(82,859.67)**	**(66,664.54)**	**(60,870.62)**

Nature and purpose of reserves

a.) Security Premium Reserve

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. This can be utilized in accordance with the provisions of the Companies Act, 2013.

b.) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any distributions paid to the shareholders. The same can be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

Notes to the financial statements for the year ended 31 March 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

	Non-current portion			Current maturities		
15 Non-current borrowings (Also refer note 16)	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**	**As at 31 March 2018**	**As at 31 March 2017**	**As at 1 April 2016**
TERM LOAN FROM BANKS:						
Facility A - Term Loan (secured)* [refer note 16(iii)(b&c)]	-	-	22,155.11	24,692.05	34,214.06	11,970.14
Facility B - Priority Medium Term Loan (secured) [refer note 16(iii)(b&c)]	-	-	-	6,838.73	11,220.67	11,220.67
Facility C - Working Capital Term Loan (secured) [refer note 16(iii)(b&c)]	-	-	6,434.69	8,591.11	9,582.20	3,464.84
Facility D - Funded Interest Term Loan (secured) [refer note 16(iii)(b&c)]	-	-	4,597.75	6,966.53	9,195.51	4,597.75
Term loan from Union Bank (secured) [refer note 16(iii)(c)]	-	-	14,820.00	-	22,800.00	7,980.00
OTS Facility from Union Bank (refer note I (a) below & 16(iii)(e))	17,899.59	-	-	900.00	-	-
Preference shares (refer note I below)	12,016.34	-	-	-	-	-
Long term maturities of Finance lease obligations (unsecured)	74.97	66.35	66.35	8.63	8.63	8.63
Loan from related party:						
Loan from related party (unsecured) {Refer note 16 (ii) and note 34}	452.12	408.24	350.81	-	-	-
	30,443.02	**474.59**	**48,424.71**	**47,997.05**	**87,021.07**	**39,242.03**
Total above amount includes						
Secured borrowings	29,915.92	-	48,007.55	47,988.42	87,012.44	39,233.40
Unsecured borrowings	527.10	474.59	417.16	8.63	8.63	8.63
	30,443.02	**474.59**	**48,424.71**	**47,997.05**	**87,021.07**	**39,242.03**
Less: Amount disclosed under "Other current financial liabilities" (Refer note 20)	-	-	-	(47,997.05)	(87,021.07)	(39,242.03)
	30,443.02	**474.59**	**48,424.71**	**-**	**-**	**-**

* As per Ind AS 109, the processing fees (i.e transaction cost) on Borrowings (having floating rate of interest) is adjusted against the borrowings upon initial recognition and the same is amortised over the tenure of the Borrowings. The un-amortised transaction cost adjusted against Borrowings as at 31.03.2018 is Rs. 124.91 (As at 31.03.2017: Rs. 207.19 ; As at 01-04-2016: Rs. 295.99).

(I) Preference shares : Optionally Convertible Cumulative Preference Share

a)	As at 31 March 2018		As at 1 April 2016		As at 1 April 2016	
Authorised share capital	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
Preference shares of Rs.10 each	500,000,000	50,000.00	100,000,000	10,000.00	100,000,000	10,000.00
Issued, subscribed and fully paid up shares						
Optionally Convertible Cumulative Preference shares of Rs.10 each	207,000,000	20,700.00	-	-	-	-

b) Reconciliation of preference shares outstanding at the beginning and at the end of the reporting period:

	As at 31 March 2018		As at 1 April 2016		As at 1 April 2016	
Authorised share capital	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
Optionally Convertible Cumulative Preference Shares						
At the beginning of the year	-	-	-	-	-	-
Add : Shares issued during the year	207,000,000	20,700.00	-	-	-	-
Less : Conversion into equity share	-	-	-	-	-	-
At the end of the year	207,000,000	20,700.00	-	-	-	-

c) Issue of Preference Shares as per One TIme Settlement (OTS) Scheme :

During the year, the Company has received the approval of One Time Settlement ('OTS') Scheme from Union Bank of India ('Bank') vide sanction letters (i) dated 20.10.2017 bearing reference no. REF:IFB:CR:IND:2017-18/2010; (ii) dated 26.10.2017 bearing reference no. REF:IFB:CR:IND:2017-18/2610; and (iii) dated 19.12.2017 bearing reference no. REF:IFB:CR:IND:2017-18/1912 (hereinafter referred to as the "Sanction Letters for OTS") which were duly approved by the Board of Directors in their meeting held on 20th December, 2017. The OTS proposal contains: (a) the waiver of interest till March 2018 which includes interest of Rs. 20,707.50 recognized in the books of account till September 2017, (b) restructuring of loan liability amounting to Rs. 20,866.44 , carrying interest @ 1 Y MCLR (presently 8.20%) on monthly basis. MCLR to be rest on annual basis subject to a minimum of 8.20% p.a. and payable in 29 installments commencing from 31.10.2017 and ending on 31.03.2024, (c) conversion of part of the loan amounting to Rs. 20,700.00 into 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) which are redeemable in 16 quarterly installments commencing from 30.06.2024 and ending on 31.03.2028. If the company does not pay as per stipulations, the OTS proposal will stand cancelled automatically and the bank will take suitable legal steps for recovery of entire dues. The Bank has option to convert OCCRPS into equity shares, in case of default in the payment of principal sum of the OCCRPS and Coupons on the due date. Provided that, a time period of 60 days to correct the default for the respective installments are allowed to the Company.

d) Details of OCCRPS :

The 1% Optionally Cumulative Convertible Redeemable Preference Shares(OCCRPS) are redeemable in 16 quarterly installments commencing from 30.06.2024 and ending on 31.03.2028.

As per Ind AS 109, the OCCRPS have been recorded at fair value. The fair value gain amount (i.e. difference between conversion of loan and present value of redeemable value of OCCRPS) has been considered as an exceptional item. Interest rate considered @ 8.20% p.a.

The company has issued OCCRPS of Rs. 20,700 during the year ended 31.03.2018. The company need to repay OCCRPS in the following years-

Years	Amount of OCCRPS	Dividend (inclusive of DDT)
2024-25	5,175.00	444.00
2025-26	5,175.00	507.00
2026-27	5,175.00	568.00
2027-28	5,175.00	631.00

If the company does not pay as per stipulations, the OTS proposal will stand cancelled automatically and the bank will take suitable legal steps for recovery of entire dues. The Bank has option to convert OCCRPS into equity shares, in case of default in the payment of principal sum of the OCCRPS and the Coupons on the due date. Provided that, a time period of 60 days to correct the default for the respective installments are allowed to the Company.

e) Particulars of shareholders holding more than 5%

	As at 31 March 2018		As at March 2017		As at 1 April 2016	
	No. of Shares	% of total Shares in Class	No. of Shares	% of total Shares in Class	No. of Shares	% of total Shares in Class
Optionally Convertible Cumulative Preference Shares						
Union Bank of India	207,000,000	100%	-	-	-	-

f) Aggregate number of share issued for consideration other than cash, bonus shares issued and shares bought back during the period of five years immediately preceding the reporting period:

Particulars	As at 31 March 2018q	As at 31 March 2017	As at 1 April 2016
Preference shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-	-
Preference shares allotted as fully paid up by way of bonus shares	-	-	-
Preference Shares bought back by the company	-	-	-

The company has allotted fully paid up 20,70,00,000 OCCRPS on conversion of loans into preference shares to the banks in the event of default in repayment. Accordingly the same is not disclosed under "Preference shares allotted as fully paid up pursuant to contracts without payment being received in cash".

g) Gain on modification of loan (treated as extinguishment) due to fair valuation of 1% OCCRPS in part settlement of debt of Union Bank of India amounting of Rs. 9,077.92 based on discounting rate using the rate of interest applicable on the remaining loans by the bank is treated as an exceptional item.

II) 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
a) Facility A - Term Loans Rs. 24,816.96 (As at 31.03.2017: Rs. 34,421.24 ; As at 01.04.2016: Rs. 34,421.24)	
(i) First pari passu charge on fixed assets both present and future. (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. (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.	Repayment term: Refer Note 16 (III) (f) below 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%.
b) Facility B-Priority Medium Term Loan Rs. 6,838.73 (As at 31.03.2017: Rs. 11,220.67 ; As at 01.04.2016: Rs. 11,220.67) (i) Priority medium term loans have priority charge on subsidy receivable. (ii) In addition, the facility is secured as described in (a) above	Repayment term: Refer Note 16 (iii) (f) below Rate of interest: The rate of interest shall be 11% p.a.
c) Facility C - Working Capital Term Loan (WCTL) Rs. 8,591.11 (As at 31.03.2017: Rs. 9,582.20 ; As at 01.04.2016: Rs. 9,899.53) The facility is secured as described in (a) above	Repayment term: Refer Note 16 (III) (f) below 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.
d) Facility D - Funded Interest Term Loan ('FITL') Rs. 6,966.53 (As at 31.03.2017: Rs. 9,195.50 ; As at 01.04.2016: Rs. 9,195.50) The facility is secured as described in (a) above	Repayment term: Refer Note 16 (iii) (f) below 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.
e) Term loan from Union Bank Rs. 18,799.59 (As at 31.03.2017: Rs. 22,800.00 ; As at 01.04.2016: Rs. 22,800.00) The facility is secured as described in (a) above	**For 31.03.2018 :-** Repayment term: Quarterly installments commencing from 31.12.17 and ending on 31.03.2024. Rate of Interest : Interest shall be charged @8.20% p.a. at 1

	Year MCLR. MCLR to be reset an annual basis subject to a minimum of 8.20% p.a. (Also refer note 15(I)(a). **For 31.03.2017 & 01.04.2016 :-** Repayment term: Refer Note 16 (III) (f) below Rate of interest: Interest shall be charged @ 11.00% p.a.
f) Cash credit loan repayable on demand Rs. 2,165.64 (As at 31.03.2017: Rs. 2,811.16 ; As at 01.04.2016: Rs. 3,106.63) (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. (ii) Second pari passu charge on fixed assets both present and future. (iii) The loan facilities are also secured by way of personal guarantees given by the Directors of the Company i.e. Late 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.	Repayment term: The loan is repayable on demand. Rate of interest Interest shall be charged @10.75% p.a. and is reviewed on annual basis.
g) Short term borrowings Rs. 1,326.87 (As at 31.03.2017: Rs. 2,398.10 ; As at 01.04.2016: Rs. 2,905.40) The facility is secured as described in (f) above	Repayment term: The loan is repayable on demand.
h) Buyer's credit Rs.Nil (As at 31.03.2017: Rs. Nil ; As at 01.04.2016: Rs. 880.35) The facility is secured as described in (a) above	Rate of interest: Interest shall be charged @ 10.75% p.a. 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.

Notes to the financial statements for the year ended 31 March 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

16 Debt Restructuring in the year ended 31 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. 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").

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 financial year 2013-14, the Company received interest free unsecured loan from a party amounting to Rs. 250.00 towards meeting expenses and also to meet promoters contribution requirement under CDR-2. The loan has been converted into 25,00,000 equity shares of Rs. 10 each during the financial year 2014-15 after requisite approvals.

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

i. Project Loan from Union Bank of India
Union Bank of India ('UBI') sanctioned a Project Loan amounting to Rs. 27,500 (including Term Loan- II of Rs. 22,800 for project Line-C and Priority Term Loan of Rs. 4,700).

ii. 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.

d) Reset of Interest Rate:
The Lenders 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

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 had approached its lenders for second CDR package in the financial year ended March 31, 2014 which was not considered by CDR Cell. During the previous year the company exited from CDR mechanism as per CDR EG meeting held on 29 September 2016 and Company's accounts became Non Performing Assets ("NPA") and accordingly all long term borrowings have been classified as current liabilities. Consequently the default in repayment of loan is Rs. 50,705.83 (Previous year Rs. 92,505.18), and interest of Rs. 27,464.49 (Previous year Rs. 40,407.91)
The Company has received a communication from Andhra Bank and Indian Bank informing absolute assignment and transfer of all its debts and securities etc to Asset Reconstruction Company (India) Limited (ARCIL) and execution of formal restructuring agreement with ARCIL is under process. In view of this, the Company has not charged any interest for the financial year ending 31 st March 2018 and 31 st March 2017.

Notes to the financial statements for the year ended 31 March 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

17 Provisions	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Provision for employee benefits (refer note 36)						
- Provision for gratuity	-	-	-	1.03	26.80	13.77
- Provision for compensated absences	48.79	56.55	28.62	17.83	17.53	11.90
	48.79	**56.55**	**28.62**	**18.86**	**44.33**	**25.67**

18 Current borrowings (Also refer note 16)	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
From Banks (secured)			
Cash credit loans repayable on demand	2,165.64	2,811.16	3,106.63
Short term borrowings	1,326.87	2,398.10	2,905.40
Buyers credit*	-	-	880.35
Unsecured			
Loan from related party (refer note 34)	53.69	574.24	520.55
	3,546.20	**5,783.50**	**7,412.93**

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

Notes to the financial statements for the year ended 31 March, 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

19 Current financial liabilities - Trade payables	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
- Total outstanding dues of creditors other than micro enterprises and small enterprises	6,110.98	2,637.91	3,726.37
- Total outstanding dues of micro enterprises and small enterprises (refer note 39)	126.08	102.09	148.56
	6,237.06	**2,740.00**	**3,874.93**

20 Current - Other financial liabilities	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Current maturities of bank borrowings (Refer note 15)	47,988.41	87,012.44	39,233.40
Current maturities of finance lease obligations (Refer note 15)	8.63	8.63	8.63
Interest accrued and due on long term borrowings	-	-	30,044.35
Interest accrued and due on short term borowings/current maturity of long term borrowings	27,464.49	40,407.91	146.07
Others			
-Creditor for capital goods	3,361.76	2,966.19	3,352.16
-Salary,wages and bonus payable	127.54	152.96	137.45
-Other payable	573.38	530.33	542.55
	79,524.21	**131,078.46**	**73,464.61**

21 Current - Other financial liabilities	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Revenue received in advance			
Advance from customers	95.00	1,322.73	393.43
Others:			
Interest accrued and due on MSMED parties	20.30	14.20	9.47
Tax deducted at source payable	11.26	6.85	26.22
Other statutory dues payable	80.12	18.44	24.01
	206.68	**1,362.22**	**453.13**

Notes to the financial statements for the year ended 31 March, 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

22 Revenue from operations	For the year ended 31 March 2018	For the year ended 31 March 2017
Sale of product		
Sale of products - finished goods	26,825.94	43,628.27
Sale of products - traded goods	4,475.15	596.34
Sale of products	**31,301.09**	**44,224.61**
Other operating revenue		
Scrap sale	36.38	6.48
Cells Conversion Job work	12.25	-
Export Incentive Earned	62.65	-
	111.28	**6.48**
	31,412.37	**44,231.09**
Break -up of revenue from sale of products		
Solar cells	26,825.94	43,628.27
Solar module	4,475.15	596.33
	31,301.09	**44,224.60**

23 Other income	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest income on		
a) Financial assets held at amortised cost		
Fixed deposits with banks	31.72	34.07
Others	48.15	26.06
b) Others		
Interest on service tax refund	99.39	-
Interest on income tax refund	-	1.26
Other non operating income		
Net gain on foreign currency transaction and translation	238.42	236.05
Provisions/Liabilities no longer required written back	-	-
Provision for doubtful debts written back	13.47	-
	431.15	**297.44**

24 Cost of material consumed	For the year ended 31 March 2018	For the year ended 31 March 2017
Inventory at the beginning of the year	821.30	1,158.26
Add : Purchases	22,392.73	30,082.83
Less : Inventory at the end of the year	1,636.04	821.30
Cost of raw material consumed	**21,577.99**	**30,419.79**

25 Purchase of stock in trade	For the year ended 31 March 2018	For the year ended 31 March 2017
Purchase of stock in trade (solar modules)	4,401.94	631.31
	4,401.94	**631.31**

Notes to the financial statements for the year ended 31 March, 2018
(All amounts in Rupees in lakhs, unless otherwise stated)

26 Change in inventories of finished goods and traded goods	**For the year ended 31 March 2018**	**For the year ended 31 March 2017**
Sale of product		
Sale of products - finished goods	26,825.94	43,628.27
Inventories at the beginning of year		
- Finished goods	2,305.34	973.57
- Traded goods	120.35	68.80
Inventories at the end of year		
- Finished goods	439.30	2,305.34
- Traded goods	76.09	120.35
Decrease/(increase) during the year	**1,910.30**	**(1,383.32)**

27 Employee benefit expenses	**For the year ended 31 March 2018**	**For the year ended 31 March 2017**
Salaries, wages and bonus	1,203.18	1,292.01
Contribution to provident and other funds	105.91	107.02
Gratuity expenses (refer note 36)	26.49	29.58
Staff welfare expenses	122.09	131.28
	1,457.67	**1,559.89**

28 Finance costs	**For the year ended 31 March 2018**	**For the year ended 31 March 2017**
a. Interest		
i. On Financial liabilities :		
-Bank borrowings	4,551.41	10,211.74
-Other	220.97	176.49
ii. On Unwinding of discount resulting in increase		
in financial liabilities		
-Interest free loan from promoter	43.89	38.71
-Interest on OCCRPS	394.26	-
iii. On Finance cost on finance lease obligation	8.63	8.63
iv. Net interest on net defined benefit liability (Refer Note 36)	1.97	1.10
b. Other borrowing cost	130.81	178.24
	5,351.94	**10,614.91**

29 Depreciation and amortisation expense	**For the year ended 31 March 2018**	**For the year ended 31 March 2017**
Depreciation on tangible assets	2,806.22	2,910.96
Amortisation on intangible assets	4.36	1.54
	2,810.58	**2,912.50**

30 Other expenses	**For the year ended 31 March 2018**	**For the year ended 31 March 2017**
Advertisement and sales promotion	47.33	65.17
Selling and distribution expenses	244.87	292.22
Fuel and power	1,716.00	2,151.65
Equipment rental charges	7.86	16.74
Loading and unloading charges	104.02	108.10
Spares consumed	546.47	746.75
Consumable stores	221.64	216.21

Travel and conveyance	83.02	250.30
Professional Expenses	483.34	562.07
Auditor's remuneration (refer note 35)	29.26	28.57
Rent	6.68	9.87
Insurance	61.00	82.02
Communication	50.70	57.89
Repair and maintenance :		
- Plant and machinery	146.31	260.69
- Vehicle	45.88	54.42
- Others	49.09	63.07
Rates and taxes	14.89	22.03
Provision for service tax not recoverable	-	355.31
Provision for doubtful debts	-	45.24
Bad debts written off	13.21	9.25
Service tax not recoverable written off	122.98	-
Miscellaneous expenses	208.79	154.67
	4,203.34	**5,552.24**

Notes to the Financial Statements For The Year Ended 31 March 2018
(all amounts in Rupees in Lakhs, Unless Otherwise Stated)

	31.03.2018	**31.03.2017**
31 INCOME TAX		
A Components of tax expense (Income) recognised in		
profit or loss include:		
Current tax expense:		
Income tax of earlier years	2.32	14.23
Total Current tax expense	**2.32**	**14.23**
Deferred tax (income)/expense:		
Relating to origination & reversal of temporary differences	-	-
Total Deferred tax expense/(Income)	-	-
Income tax expense reported in the statement of profit or loss	**2.32**	**14.23**
B Components of tax expense (Income) recognised In	**31.03.2018**	**31.03.2017**
statement of OCI:		
Deferred tax related to items recognised in OCI during in the year:	-	-
Deferred tax charged to OCI	-	-

C Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

	31.03.2018	**31.03.2017**
Net Income/(loss) before tax	(16,281.20)	(5,778.79)
Enacted tax rates in India	34.608%	34.608%
Computed Tax expense using company's domestic tax rate	(5,634.60)	(1,999.92)
Tax effect on Non-deductible tax expenses	8,688.27	110.19
Losses and deductible temporary difference against which no	(3,132.40)	1,889.73
deferred tax asset recognised as its realization not yet probable		
Effect of Losses expired during the year	78.73	-
Effect of change in deferred tax rate from 34.608% to 34.944 %	225.39	-
Effect of change in tax rate against which no deferred tax asset	(225.39)	-
recognised as its realization not yet probable		
Income tax of earlier years	2.32	14.23
Total income tax expense	**2.32**	**14.23**

D Unrecognised deferred tax assets (net)			
	As at 31.03.2018	**As at 31.03.2017**	**As at 01.04.2016**
Deferred tax assets			
Provision for Post employment benefits	23.64	34.91	18.79
obligations - Gratuity & Leave Encashment			
Provision for Doubtful Debts	86.70	90.53	74.87
Tax Business loss carryforwards	6,723.90	6,127.36	7,649.35
Unabsorbed tax depreciation	15,110.90	14,012.54	14,024.33
Items disallowed u/s 43B of the Income Tax Act,1961	9,467.08	13,984.37	10,451.58
Other timing differences	18.29	20.16	-
	31,430.52	**34,269.86**	**32,218.92**
Deferred tax liabilities			
On fiscal allowances (Depreciation) on Property,	7,989.59	7,921.93	7,760.72
plant and equipment			
	7,989.59	**7,921.93**	**7,760.72**
Deferred tax assets(net)	**23,440.93**	**26,347.94**	**24,458.20**

The reconciliation of unrecognised deferred tax assets (net) is as follows	**As at 31.03.2018**	**As at 31.03.2017**	**As at 01.04.2016**
Opening balance	26,347.93	24,458.20	24,458.20
Relating to origination & reversal of temporary differences	(3,132.40)	1,889.73	-
Due to change in tax rate from 34.608 % to 34.944%	225.39	-	-
Closing balance	**23,440.93**	**26,347.93**	**24,458.20**

The Company did not recognise deferred tax assets in respect of tax losses carryforwards, unabsorbed tax depreciation carryforwards, provision and allowances and other timing differences as the future profit streams were not probable.

Unabsorbed tax depreciation can be claimed for an infinite period. The unutilised tax losses are expiring in the following years:

	Unutilised Tax Losses	**Unrecognised Deferred Tax Assets**
2018		
Expiring in 31 March 2019	633.64	221.42
Expiring in 31 March 2020	12,626.64	4,412.25
Expiring in 31 March 2021	2,369.88	828.13
Expiring in 31 March 2022	1,847.37	645.54
Expiring in 31 March 2023	-	-
Expiring in 31 March 2024	-	-
Expiring in 31 March 2025	-	-
Expiring in 31 March 2026	1,764.40	616.55
	19,241.93	**6,723.90**
	Unutilised Tax Losses	**Unrecognised Deferred Tax Assets**
2017		
Expiring in 31 March 2018	227.50	78.73
Expiring in 31 March 2019	633.64	219.29
Expiring in 31 March 2020	12,626.64	4,369.83
Expiring in 31 March 2021	2,369.88	820.17
Expiring in 31 March 2022	1,847.37	639.34
Expiring in 31 March 2023	-	-
	17,705.03	**6,127.36**
	Unutilised Tax Losses	**Unrecognised Deferred Tax Assets**
2016		
Expiring in 31 March 2017	-	-
Expiring in 31 March 2018	4,625.30	1,600.72
Expiring in 31 March 2019	633.64	219.29
Expiring in 31 March 2020	12,626.64	4,369.83
Expiring in 31 March 2021	2,369.88	820.17
Expiring in 31 March 2022	1,847.37	639.34
	22,102.83	**7,649.35**

Notes to the Financial Statements For The Year Ended 31 March 2018
(all amounts In Rupees In Lakhs, Unless Otherwise Stated)

32 Earnings per share (EPS)

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Net profit/(loss) for calculation of Basic/Diluted EPS	(16,283.52)	(5,793.02)
Reconciliation of number of shares		
Weighted average number of shares in calculating Basic EPS	**366,834,043**	**358,130,000**
Effect of Dilution:		
Effect of dilutive Issue of equity shares on conversion of CCPS allotted	1,339,645	8,564,161
Weighted average number of shares in calculating Diluted EPS	**368,173,688**	**366,694,161**
Nominal Value of each share	Rs.10/-	Rs.10/-
Earning per share:		
Basic (Rs.)	(4.44)	(1.62)
Diluted * (Rs.)	(4.44)	(1.62)

* Since the effects of conversion of potential equity shares are anti-dilutive, these effects have been ignored as per Ind AS-33.

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

33 Leases :

(a) Operating Lease: Company as a lessee

(a) General Description of leasing agreements:

The Company has operating leases under cancellable and non cancellable operating lease arrangements for plant and machinery and other assets which are renewable by mutual consent on mutually agreeable terms and range between 11 months to 10 years. There are no restrictions imposed by these arrangements. There are no sub leases.

Disclosures with respect to operating leases :

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(i) Operating lease payments recognised in the	14.54	26.61	-
Statement of Profit and Loss under 'Rental charges'			
(ii) Future minimum rental payables under			
non-cancellable operating lease			
Not later than one year	14.40	14.40	14.40
Later than one year and not later than five years	57.60	57.60	57.60
More than five years	15.60	30.00	44.40
- Contingent rents recognised as an expense	-	-	-

(b) Finance Lease:

The Company has a leasehold land for a term of 90 years. This lease involves an upfront payment of premium and an annual lease rent payment with an escalation clause of enhancing the annual lease rent after every 10 years by an amount not exceeding 50% of annual lease rent payable at the time of such enhancement. Refer Note 4 for the carrying value of leasehold land.

Future minimum lease payments (MLP) under finance leases together with the present value of the net MLP are as follows:

Particulars	Minimum lease payment	Finance charges (in the nature of Interest)	Present value of MLP
For the Year ended March 31, 2018			
Not later than one year	8.63	8.63	0.00
Between one year and five years	34.51	34.50	0.01
Later than five years	638.35	554.76	83.59
	681.48	**597.88**	**83.60**
Current liabilities			8.63
Non-current liabilities			74.97
- Contingent rents recognised as an expense			Nil
- Total of future minimum sublease payments expected to be received under non-cancellable subleases			Nil
Particulars	**Minimum lease payment**	**Finance charges (in the nature of Interest)**	**Present value of MLP**
For the Year ended March 31, 2017			
Not later than one year	8.63	8.63	0.00
Between one year and five years	34.51	34.50	0.01
Later than five years	638.35	563.38	74.97
	681.48	**606.51**	**74.98**
Current liabilities			8.63
Non-current liabilities			66.35
- Contingent rents recognised as an expense			Nil
- Total of future minimum sublease payments expected to be received under non-cancellable subleases			Nil
Particulars	**Minimum lease payment**	**Finance charges (in the nature of Interest)**	**Present value of MLP**
For the Year ended March 31, 2016			
Not later than one year	8.63	8.63	0.00
Between one year and five years	34.51	34.50	0.01
Later than five years	646.97	572.01	74.97
	690.10	**615.13**	**74.98**
Current liabilities			8.63
Non-current liabilities			66.35
- Contingent rents recognised as an expense			Nil
- Total of future minimum sublease payments expected to be received under non-cancellable subleases			Nil

34 Related Party Disclosures

a) Names of related parties and nature of relationships (as ascertained by management)

Nature of Relationship	Name of Related Party
Key Managerial Personnel	Mr. H.R Gupta (Managing Director)
	Mr. B.K Gupta (Chairman and Whole Time Director) till 17.08.2015
	Mr. Gautam Kuthari (Non-Executive Independent Director)
	Mr. Vidhyut Manubhai Vora (Non-Executive Independent Director)
	Ms. Vinati Dev (Non-Executive Independent Director)
	Mr. A.K. Agarwal (Chief financial officer)
	Mr. Manish Gupta (Company Secretary)
Relatives of Key Managerial Personnel	Mrs. Priya Desh Gupta (Mother of Mr H.R.Gupta)
	Mrs. Abha Gupta (Wife of Mr H.R.Gupta)
	Ms. Roshini Gupta (Daughter of Mr H.R.Gupta)
	Mr. Pranav Gupta (Son of Mr H.R.Gupta)
Enterprises owned or significantly influenced by Key managerial personnel or their relatives	Greenlite Lighting Corporation

b) Transactions with related parties during the year:			
Nature of Transactions	**Nature of Relationship**	**For the Year ended March 31, 2018**	**For the Year ended March 31, 2017**
Managerial Remuneration (refer note 1 below)			
Mr. H. R. Gupta			
- Short-term employee benefits	-	13.50	40.50
- Post-employment benefits	-	1.62	4.86
- Other Long-term benefits		-	-
- Termination benefits		-	-
Mr. B. K. Gupta			
- Short-term employee benefits		-	11.27
- Post-employment benefits		-	1.35
- Other Long-term benefits		-	-
- Termination benefits		-	-
Mr. Gautam Kuthari			
- Sitting Fees		1.50	1.25
Mr. Vidhyut Vora			
- Sitting Fees	**Key Managerial**	1.00	0.25
Ms. Vinati Dev	**Personnel**		
- Sitting Fees		0.75	1.25
Mr. A. K. Agarwal			
- Short-term employee benefits		69.30	73.80
- Post-employment benefits		-	-
- Other Long-term benefits		-	-
- Termination benefits		-	-
Mr. Manish Gupta		7.73	7.38
- Short-term employee benefits		0.66	0.64
- Post-employment benefits		-	-
- Other Long-term benefits		-	-
- Termination benefits		-	-
Salary Paid			
-Mr Pranav Gupta	**Relative of Key**	19.61	29.47
-Ms Roshini Gupta	**Managerial Personnel**	30.30	28.92
Adjustment of excess TDS paid in			
FY 2015-16 against unsecured loan			
-Mr. H.R Gupta	**Key Managerial**	-	53.69
-Mr. B.K Gupta	**Personnel**	-	29.67
Conversion of Unsecured Loan into Equity Shares			
-Greenlite Lighting Corporation	**Enterprises owned or significantly influenced by Key managerial personnel or their relativesc)**	520.55	-

Balances Outstanding :				
Particulars	**Nature of Relationship**	**As at 31st March, 2018**	**As at 31st March,2017**	**As at 1st April, 2016**
Managerial Remuneration				
-Mr. H.R Gupta	**Key Managerial Personnel**	-	1.46	4.44
-Mr. A. K. Agarwal		2.22	6.60	4.52
-Mr. Manish Gupta		0.39	0.55	0.43
Salary				
-Mr Pranav Gupta	**Relative of Key**	-	4.76	1.14
-Ms Roshini Gupta	**Managerial Personnel**	3.14	4.24	0.64

Unsecured loan				
-Mr. H.R Gupta	**Key Managerial Personnel**	53.69	53.69	-
-Mr. B.K Gupta (refer note 4 below)		614.17	614.17	584.50
-Greenlite Lighting Corporation	**Enterprises owned or significantly influenced by Key managerial personnel or their relatives**	-	520.55	520.55
Pledge of Shares (refer note 2 below) -Mr. H.R. Gupta No. of shares of Rs. 10 each 8,03,85,494 [31.03.2017- 8,03,85,494 No. of shares of Rs.10 each & 01.04.2016- 8,03,85,494 No. of shares of Rs. 10 each]	**Key Managerial Personnel**	5,948.53	5,466.21	6,591.61
-Mr. B.K. Gupta 5,65,00,001 No. of shares of Rs. 10 each [31.03.2017- 5,65,00,001 No. of shares of Rs.10 each & 01.04.2016- 5,65,00,001 No. of shares of Rs. 10 each]		4,181.00	3,842.00	4,633.00

d) Also refer note 15 & 16 as regards guarantees, mortgage of their immovable properties & collateral securities received from key managerial personnel and their relatives, their related companies in respect of borrowings availed by the company.

Notes:

1 In Financial year 2016-17 remuneration includes related to Mr. H.R Gupta paid against approval from MCA vide SRN C47011408 Dated 20 March 2015 for Financial Year 2014-15 Rs. 5.04, for Financial Year 2015-16 Rs. 20.16 and to Mr. B.K Gupta paid against approval from MCA vide SRN C47007919 20 March 2015 for Financial Year 2014-15 Rs. 5.04, for Financial Year 2015-16 Rs. 7.59.

2 Valued at year end market price (NSE).

3 As the incremental liabilities of contribution for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Managerial Personnel are not disclosed above.

4 Effect of Ind AS has not been considered. Carrying value Rs. 452.12 (31.03.2017 : Rs 408.24 & 01.04.2016 : Rs.350.81)

35 Statutory Auditor's Remuneration
(Net of GST/ Service Tax)

	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
(a)	Statutory audit fees	10.00	10.00
(b)	Limited reviews fee	15.00	15.00
(c)	Tax audit fees	2.00	2.00
(d)	Certification charges	0.50	-
(e)	Out of pocket expenses	1.76	1.57
		29.26	**28.57**

36 Employee Benefits

Refer note 2.13 for accounting policy on Employee Benefits

(a) Defined contribution plans

i. Provident Fund/Employees' Pension Fund

ii. Employees' State Insurance

The Company has recognised following amounts as expense in the Statement of Profit and Loss :

Particulars	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Included in contribution to Provident and Other Funds (refer note 27)		
Employer's contribution to Provident Fund / Employees' Pension Fund	88.23	97.49
Included in contribution to Provident and Other Funds (refer note 27)		
Contribution paid in respect of Employees' State Insurance Scheme	13.87	9.53

(b) Defined Benefit Plan

Gratuity: The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded.

A. Balance Sheet

The assets, liabilities and surplus/(deficit) position of the defined benefit plans at the Balance Sheet date were:

	Defined Benefit Plan- Gratuity (Funded)		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Present value of obligation	132.73	126.51	81.11
Fair value of plan assets	131.70	99.71	67.34
(Asset)/Liability recognised in the Balance Sheet	**1.03**	**26.80**	**13.77**
Net liability-current (Refer Note 17)	1.03	26.80	13.77
Net liability-non-current (Refer Note 17)	-	-	-
	1.03	**26.80**	**13.77**

B. Movements in Present Value of Obligation and Fair Value of Plan Assets

	Plan Assets	Plan Obligation	Total
As at 1st April, 2016	67.34	81.11	13.77
Current service cost	-	26.77	26.77
Past service cost	-	-	-
Interest cost	-	6.49	6.49
Interest income	5.39	-	(5.39)
Return on plan assets excluding interest income	1.01	-	(1.01)
Actuarial (gain)/loss arising from	-	-	-
changes in demographic assumptions			
Actuarial (gain)/loss arising from changes in	-	8.20	8.20
financial assumptions			
Actuarial (gain)/loss arising from experience adjustments	-	4.66	4.66
Employer contributions	26.70	-	(26.70)
Employee contributions	-	-	-
Assets acquired/ (settled)	-	-	-
Benefit payments	(0.72)	(0.72)	-
As at 31st March, 2017	**99.71**	**126.51**	**26.80**

As at 1st April, 2017	99.71	126.51	26.80
Current service cost	-	25.09	25.09
Past service cost	-	1.40	1.40
Interest cost	-	9.30	9.30
Interest income	7.33	-	(7.33)
Return on plan assets excluding interest income	0.26	-	(0.26)
Actuarial (gain)/loss arising from	-	(5.25)	(5.25)
changes in demographic assumptions			
Actuarial (gain)/loss arising from	-	(6.04)	(6.04)
changes in financial assumptions			
Actuarial (gain)/loss arising from experience adjustments	-	-	-
Employer contributions	42.67	-	(42.67)
Employee contributions	-	-	-
Assets acquired/ (settled)*	-	-	-
Benefit payments	(18.27)	(18.27)	-
As at 31st March, 2018	**131.70**	**132.73**	**1.03**

C. Statement of Profit and Loss

The charge to the Statement of Profit and Loss comprises

	Defined Benefit Plan- Gratuity (Funded)	
	Year ended 31st March, 2018	**Year ended 31st March, 2017**
Expenses recognised in the Statement of		
Profit and Loss for the year		
Employee Benefit Expenses :		
Current service cost	25.09	26.77
Past service cost	1.40	-
Finance costs :		
Interest cost	9.30	6.49
Interest income	(7.33)	(5.39)
Net Impact on profit (before tax)	**28.46**	**27.87**
Recognised in other comprehensive income for the year		
Remeasurement of the net defined benefit plans:		
Actuarial (gain)/loss arising from	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(5.25)	8.20
Actuarial (gain)/loss arising from experience adjustments	(6.04)	4.66
Return (gain)/loss on plan assets excluding interest income	(0.26)	(1.01)
Net impact on other comprehensive income (before tax)	**(11.55)**	**11.85**

D. Assets

The fair value of plan assets at the Balance Sheet date for the defined benefit plans for each category are as follows:

	Defined Benefit Plan- Gratuity (Funded)		
	As at 31st March, 2018	**As at 31st March, 2017**	**As at 1st April, 2016**
The major categories of plan assets as a percentage of total			
Insurer managed funds	100%	100%	100%

The Trustees have taken policy from Life Insurance Corporation of India (LIC) and pays premium. LIC in turn manages the assets which is within the permissible limits prescribed in the insurance regulations. The Company does not forsee any material risk from these investments.

E Assumptions

	Defined Benefit Plan- Gratuity (Funded)		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial/Economic Assumptions			
Discount rate (per annum)	7.71%	7.35%	8.00%
Salary escalation rate (per annum)	6.00%	6.00%	6.00%
Demographic Assumptions			
Retirement age	60 years	60 years	60 years
Mortality table	100% of Indian	100% of Indian	100% of Indian
	Assured Lives	Assured Lives	Assured Lives
	Mortality (2006-08)	Mortality (2006-08)	Mortality (2006-08)
Withdrawal Rates			
Ages (years)			
Upto 30 years	5.00%	5.00%	5.00%
31-44 years	3.00%	3.00%	3.00%
Above 44 years	2.00%	2.00%	2.00%

Notes:-

(i) The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2017. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(ii) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.

(iii) The salary escalation rate is arrived after taking into consideration the inflation, seniority, promotion and other relevant factors on long term basis.

F. Sensitivity Analysis

The sensitivity of the overall plan obligations to changes in the key assumptions are:

	Defined Benefit Plan- Gratuity			
	As at 31st March, 2018		As at 31st March, 2017	
	Change in assumption	Change in Defined Benefit Obligation	Change in assumption	Change in Defined Benefit Obligation
Discount rate (per annum) -Increase	0.50%	(6.81)	0.50%	(6.48)
-Decrease	0.50%	7.45	0.50%	7.11
Salary escalation rate (per annum) -Increase	0.50%	7.07	0.50%	7.17
-Decrease	0.50%	(6.54)	0.50%	(6.59)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

G Maturity profile of defined benefit obligation

	As at 31st March, 2018	As at 31st March, 2017
Expected benefit payments within next-		
I year	3.14	3.19
II year	11.45	2.61
III year	7.96	11.63
IV year	9.11	2.48
V year	2.93	2.92
VI year	2.82	2.98
thereafter	95.32	100.69

H. Expected contribution for the next Annual reporting period

	Year ended 31st March, 2018	Year ended 31st March, 2017
Service Cost	28.95	31.26
Net Interest Cost	0.08	1.97
Expected Expense for the next annual reporting period	29.03	33.23

(c) Other long-term employee benefit obligations (Included as part of salaries and wages in Note 27 - Em ployee benefits expense)
Includes long term compensated absences. (Refer Accounting policy note 2.13)

37 Segment Information

The Company is primarily engaged in manufacturing of solar cells and modules which is considered as the only reportable business segment. The Company's Chief Operating Decision Maker (CODM) is the Managing Director. He evaluates the Company's performance and allocates resources based on analysis of various performance indicators by geographical areas only.

INFORMATION ABOUT GEOGRAPHICAL AREAS

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
External revenue in the above reportable business segment	31,412.37	44,231.09

a. Revenue from external customers

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Within India	31,288.71	42,570.86
Outside India	123.66	1,660.23
Total	**31,412.37**	**44,231.09**

b. Non current assets (other than financial instruments and deferred tax assets)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Within India	69,453.14	103,537.97
Outside India	-	-
Total	**69,453.14**	**103,537.97**

c. Information about major customer :
Revenue from 2 customers (March 31, 2017 : 5 customers) amounting to Rs 15,168.74 (March 31, 2017 : Rs. 16,116.47) and accounted for approximately 48% (March 31, 2017 : 73%) contributed to more than 10% of the entity's total revenue.

38 Contingent liabilities and commitments

i) Contingent liabilities

	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
A.	**Claims against the Company not acknowledged as debts ***			
	(a) Service tax demand pending settlement	1,493.20	218.28	218.28
	(b) Penalty for A.Y.2013-14 under Income Tax Act 1961	-	13.81	-
	(c) Other Claims against the Company not acknowledged as debts	93.00	93.00	-
	(d) VAT (A.Y. 2014-15)	4.35	-	-
B.	**Guarantees**			
	(a) Bank Guarantee	405.00	355.00	300.00
C.	**Other money for which the Company is contingently liable**	-	-	-

* Based on the discussion with the advocates & consultants, the company believes that there is fair chance of decisions in its favour hence no provision is considered necessary against the same. The replies/appeals have been filed before appropriate authorities.Disposal is awaited.

ii) Capital & other commitments

a) Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Property, Plant and Equipments	2,777.74	2,700.58	4,632.32

b) For commitments relating to lease arrangements (Refer note 33).

c) For commitments relating to net positive foreign exchange earnings [Refer note 44B(ii)].

39 Details of dues to Micro Small & Medium Enterprises Development (MSMED) Act, 2006

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
i) The principal amount & the interest due thereon remaining unpaid at the end of the year			
Principal Amount	126.08	102.09	148.56
Interest Due thereon	1.58	4.72	8.88
ii) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act. 2006)	-	-	-
iii) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	361.85	490.48	307.24
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	5.21	-	-
v) The amount of interest accrued and remaining unpaid at the end of the year; and	20.30	14.20	9.47
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	20.30	14.20	9.47

The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprises as per MSMED Act, 2006 on the basis of information available with the company.

40 The Company has received a communication from Andhra Bank and Indian Bank informing absolute assignment and transfer of all its debts and securities etc to Asset Reconstruction Company (India) Limited (ARCIL). In view of the negotiations with ARCIL for restructuring of debts, the company has decided not to provide interest during the year of Rs. 4,934.74 (previous year Rs. 4,654.32).

Notes to the Financial Statements For The Year Ended 31 March 2018
(all amounts in Rupees in Lakhs, Unless Otherwise Stated)

41 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT POLICIES AND OBJECTIVES

I Financial Instruments - Accounting classification, fair values and fair value hierarchy :
The category wise details as to the carrying value and fair value of the Company's financial assets and financial liabilities including their levels in the fair value hierarchy are as follows:

Particulars	Levels	Carrying values As at			Fair values As at		
		31st March, 2018	31st March, 2017	1st April, 2016	31st March, 2018	31st March, 2017	1st April, 2016
1. Financial assets at							
a. Fair Value through profit & loss	-	-	-	-	-	-	-
b. Fair value through other comprehensive income	-	-	-	-	-	-	-
c. Amortised cost							
Trade receivables	Level 2	291.30	1,121.17	267.37	291.30	1,121.17	267.37
Cash & cash equivalents	Level 1	292.46	664.53	78.82	292.46	664.53	78.82
Bank balances other than Cash & cash equivalents	Level 1	352.40	297.10	5.10	352.40	297.10	5.10
Loans	Level 2	408.67	288.67	129.34	408.67	288.67	129.34
Other financial assets	Level 2	87.27	367.59	21.58	87.27	367.59	21.58
2. Financial liabilities at							
a. Fair Value through profit & loss	-	-	-	-	-	-	-
b. Fair value through other comprehensive income	-	-	-	-	-	-	-
c. Amortised cost							
Borrowings	Level 2	33,914.25	6,191.74	55,771.29	33,914.25	6,191.74	55,771.29
Trade payables	Level 2	6,237.06	2,740.00	3,874.93	6,237.06	2,740.00	3,874.93
Finance lease obligations	Level 3	83.60	74.98	74.98	83.60	74.98	74.98
Other financial liabilities	Level 2	79,515.57	131,069.83	73,455.98	79,515.57	131,069.83	73,455.98

Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31st March, 2017. The following methods / assumptions were used to estimate the fair values:

1. The carrying value of Cash and cash equivalents, security deposits, trade receivables, trade payables, short-term borrowings, other current financial assets and financial liabilities approximate their fair value mainly due to the short-term maturities of these instruments.

2. The carrying amounts of long term loans given with floating rate of interest are considered to be close to the fair value.

3. Description of significant unobservable inputs to valuation (Level 3) :
The following table shows the valuation techniques and inputs used for Non-current financial instruments that are not carried at fair value :

a. Finance lease obligations : Discounted cash flow method using appropriate discounting rate.

b. Non-current Financial assets/liabilities other than above : Expected Cash Flow for the financial instruments

4. There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year and no transfer into and out of Level 3 fair value measurements.

II Financial Risk Management Objectives and Policies

The Company's activities expose it to a variety of financial risks namely market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

a. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business and through regular monitoring of conduct of accounts. The Company also holds security deposits for outstanding trade receivables which mitigate the credit risk to some extent.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of trade receivables shows a negligible provision for bad and doubtful debts. The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers. Further, the Company's exposure to customers is diversified.

At March 31, 2018, the company had 3 Customers (March 31, 2017 : 3 customers, April 01, 2016 : 3 customers) that owned the company more than Rs. 50 each (March 31, 2017 : Rs. 175 each, April 01, 2016 : Rs. 115 each) and accounted for approximately 90% (March 31, 2017 : 92% , April 01, 2016 : 91%) of all the receivables outstanding.

In respect of financial guarantees provided by the company to banks and financial institutions, the maximum exposure which the company is exposed to is the maximum amount which the company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the company considers that is more likely than not that such an amount will not be payable under the guarantees provided.

The movement in the loss allowance in respect of trade and other receivables during the year was as follows:

	As at 31 March, 2018	As at 31 March, 2017	As at 1st April, 2016
Opening Balance	261.58	216.34	212.05
Impairment loss recognised	(0.26)	54.50	130.08
Amount written off as bad debts	(13.22)	(9.25)	(125.79)
Closing Balance	**248.10**	**261.58**	**216.34**

The credit risk on liquid funds such as banks in current and deposit accounts is limited because the counterparties are banks with high credit-ratings.

b. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and committed borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities and by monitoring rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments based on contractual undiscounted payments.

Particulars	Carrying amount	upto 1 year	1-3 year	3-5 year	More than 5 year	Total contracted cash flows
As at 31st March, 2018						
Borrowings and interest thereon *	109,367.15	89,152.01	11,245.62	11,993.05	21,246.71	**133,637.39**
Finance Lease obligations	83.60	8.63	17.25	17.25	638.35	**681.48**
Trade payables	6,237.06	6,237.06	-	-	-	**6,237.06**
Other financial liabilities (excluding current maturities of Long term borrowings and interest accrued & due)	4,062.67	4,062.67	-	-	-	**4,062.67**
Total Non-Derivative Liabilities	**119,750.48**	**99,460.37**	**11,262.87**	**12,010.30**	**21,885.06**	**144,618.60**
Derivatives						
Other Financial Liabilities	-	-	-	-	-	-
Total Derivative Liabilities	-	-	-	-	-	-

Particulars	Carrying amount	upto 1 year	1-3 year	3-5 year	More than 5 year	Total contracted cash flows
As at 31st March, 2017						
Borrowings and interest thereon*	133,612.09	142,876.04	102.43	467.85	-	**143,446.32**
Finance Lease obligations	74.98	8.63	17.25	17.25	638.35	**681.48**
Trade payables	2,740.00	2,740.00	-	-	-	**2,740.00**
Other financial liabilities (excluding current maturities of Long term borrowings and interest accrued & due)	3,649.48	3,649.48	-	-	-	**3,649.48**
Total Non-Derivative Liabilities	**140,076.55**	**149,274.15**	**119.68**	**485.10**	**638.35**	**150,517.28**
Derivatives						
Other Financial Liabilities	-	-	-	-	-	-
Total Derivative Liabilities	-	-	-	-	-	-

Particulars	Carrying amount	upto 1 year	1-3 year	3-5 year	More than 5 year	Total contracted cash flows
As at 1st April, 2016						
Borrowings and interest thereon*	125,195.11	81,695.96	53,113.77	458.77	-	**135,268.50**
Finance Lease obligations	74.98	8.63	17.25	17.25	646.97	**690.11**
Trade payables	3,874.93	3,874.93	-	-	-	**3,874.93**
Other financial liabilities (excluding current maturities of Long term borrowings and Interest accrued & due)	4,032.16	4,032.16	-	-	-	**4,032.16**
Total Non-Derivative Liabilities	**133,177.18**	**89,611.68**	**53,131.02**	**476.02**	**646.97**	**143,865.70**
Derivatives						
Other Financial Liabilities	-	-	-	-	-	-
Total Derivative Liabilities	**-**	**-**	**-**	**-**	**-**	**-**

* The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments, ignoring the call and refinancing options available with the Company. The amounts included above for variable interest rate instruments for non-derivative liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period. Interest accrued but not due has been included in other financial liabilities.

The above excludes any financial liabilities arising out of financial guarantee contract.

In respect of financial guarantees provided by the company to banks and financial institutions, the maximum exposure which the company is exposed to is the maximum amount which the company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the company considers that is more likely than not that such an amount will not be payable under the guarantees provided.

Financing facilities :
The Company has access to financing facilities as described in the below note. The Company expects to meet its obligations from operating cash flows and proceeds of maturing financial assets.

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1st April, 2017
Secured bank loan facilities with various maturity dates through to 31st March, 2019 and which may be extended by mutual agreement:			
- amount used	79,231.21	89,410.54	91,026.70
- amount unused	-	-	-
	79,231.21	89,410.54	91,026.70
Unsecured loans from promoter			
- amount used	505.81	982.48	871.36
- amount unused	-	-	-
	505.81	982.48	871.36
Secured bank overdraft facility :			
- amount used	2,165.64	2,811.16	3,106.63
- amount unused	-	-	-
	2,165.64	2,811.16	3,106.63

c. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short term and long-term debt. Market

risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments, trade payables, trade receivables and other financial instruments. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities.

i. Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's foreign exchange risk arises from its foreign currency borrowings and trade receivables and trade payables denominated in foreign currencies. The results of the Company's operations can be affected as the rupee appreciates/depreciates against these currencies. The Company has a finance team which monitors the foreign exchange fluctuations on a continuous basis and advises the management of any material adverse effect on the Company.

The following table sets forth information relating to foreign currency exposure :

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
Foreign currency Liabilities	**Foreign Currency**	**Indian Rupees**	**Foreign Currency**	**Indian Rupees**	**Foreign Currency**	**Indian Rupees**
Currency						
Trade Payables & other liabilities						
SGD	0.03	1.37	0.03	1.47	-	-
USD	90.90	5,912.33	34.91	2,263.29	59.98	3,978.41
EURO	41.05	3,309.16	41.36	2,864.13	43.33	3,254.14
YEN	27.69	17.17	-	-	-	-
	As at March 31, 2018		**As at March 31, 2017**		**As at April 1, 2016**	
Foreign currency Assets	**Foreign Currency**	**Indian Rupees**	**Foreign Currency**	**Indian Rupees**	**Foreign Currency**	**Indian Rupees**
Currency						
Trade Receivables						
USD	-	-	-	-	1.81	119.97
EURO	-	-	-	-	0.57	42.85

Foreign currency sensitivity analysis :

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of USD, SGD and Euro with INR, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

	31-Mar-18		31-Mar-17	
	Effect on Profit before tax Gain/(Loss)		Effect on Profit before tax Gain/(Loss)	
5% movement	**Strengthening of Foreign Currency**	**Weakening Foreign Currency**	**Strengthening of Foreign Currency**	**Weakening of Foreign Currency**
On Foreign Currency Liability (net) :				
SGD	(0.07)	0.07	(0.07)	0.07
USD	(295.62)	295.62	(113.16)	113.16
EURO	(165.46)	165.46	(143.21)	143.21
YEN	(0.86)	0.86	-	-

ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's investments in term deposits (i.e., margin money) with banks are for short durations, and therefore do not expose the Company to significant interest rates risk.

a. Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1st April, 2017
Floating rate instruments :			
INR Borrowings	81,396.85	92,221.70	94,133.33

b. Interest rate sensitivity :

The sensitivity analysis below have been determined based on exposure to interest rates for borrowings at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in case of borrowings that have floating rates.

If the interest rates had been 50 basis points higher or lower and all the other variables were held constant, the effect on Interest expense for the respective financial years and consequent effect on Company's profit in that financial year would have been as below:

Particulars	Impact on Profit Before Tax	
	Year ended March 31, 2018	Year ended March 31, 2017
Floating rate instruments :		
50 basis points increase	(406.98)	(461.11)
50 basis points decrease	406.98	461.11

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

III Capital Risk Management Policies and Objectives

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital and to maximise shareholder's value. In order to maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as interest bearing loans and borrowings, finance lease obligations and interest accrued & due less cash and cash equivalents.

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1st April, 2017
Debt	109,367.15	133,612.09	125,195.11
Cash and cash equivalents	292.46	664.53	78.82
Net debt	**109,074.70**	**132,947.56**	**125,116.29**
Total Equity	(45,652.96)	(29,901.54)	(24,107.62)
Capital and net debt	63,421.73	103,046.02	101,008.67
Gearing Ratio (%)	**171.98%**	**129.02%**	**123.87%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

IV Changes in liabilities arising from financing activities

With effect from 01.04.2017, the Company adopted the amendments to Ind AS 7 - Statement of cash flows.The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. To the extent necessary to satisfy this requirement, an entity discloses the following changes in liabilities arising from financing activities:

- Changes from financing cash flows
- Changes arising from obtaining or losing control of subsidiaries or other businesses
- The effect of changes in foreign exchange rates
- Changes in fair values
- Other changes

Paragraph 44C of Ind AS 7 states that liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the statement of cash flows as cash flows from financing activities. In addition, the disclosure requirement in paragraph 44A also applies to changes in financial assets (for example, assets that hedge liabilities arising from financing activities) if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

The Company disclosed information about its interest-bearing loans and borrowings including its obligations under finance lease. In addition, the Company included information on certain derivatives as their settlement will affect financing cash flows.

The amendments suggest that the disclosure requirement may be met by providing a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities. Where an entity discloses such a reconciliation, it shall provide sufficient information to enable users of the financial statements to link items included in the reconciliation to the statement of financial position and the statement of cash flows. The Company decided to provide information in a reconciliation format. The major changes in the Company's liabilities arising from financing activities are due to financing cash flows and accrual of financial liabilities. The Company did not acquire any liabilities arising from financing activities during business combinations effected in the current period or comparative period.

	01.04.2017 (opening balance of current year)	Cash Flows	Non-cash changes				31.03.2018 (closing balance of current year)
			Arising from obtaining or losing control of subsidiaries or other businesses	Foreign exchange movement	Fair value changes	Others	
i. Current interest bearing loans and borrowings	5,783.50	(1,716.75)	-	-	-	(520.55) 1	3,546.20
ii. Current maturities of Long term borrowings	87,012.44	-	-	-	-	(39,024.03) 2	47,988.41
iii. Current obligations under finance leases	8.63	-	-	-	-	-	8.63
iv. Non-current interest-bearing loans and borrowings	408.24	(457.30)	-	-	(8,683.66)	39,100.76 3	30,368.05
v. Non-current obligations under finance leases	66.35	-	-	-	8.63	- 4	74.97
vi. Interest accrued on borrowings	40,422.11	(320.23)	-	-	-	(12,617.09) 5	27,484.79
Total liabilities from financing activities	**133,701.27**	**(2,494.27)**	**-**	**-**	**(8,675.04)**	**(13,060.90)**	**109,471.05**

1.Represents conversion of unsecured loan into equity shares.

2.Represents effect of reclassification from current maturities to Non-Current Borrowings due to One Time Settlement with Union Bank of India.

3. Fair Value Change column comprise of Rs. 9077.92 on fair value gain net of Rs. 394.26 on account of interest portion on OCCRPS.

Other column includes reclassification from current maturities to Non-Current Borrowings due to One Time Settlement with Union Bank of India and Rs. 32.84 of processing fees amortised during the year and Rs. 43.89 of interest on loan form promoter.

4. Fair value change column represents finance cost of finance lease obligation on discounting.

5. Represents Rs. 17,389.47 on waiver of interest by Union Bank of India on One Time Settlement net of interest expenses amounting Rs. 4,772.38 recognised in the Statement of Profit & Loss

	01.04.2017 (opening balance of comparative period)	Cash Flows	Non-cash changes				31.03.2017 (closing balance comparative) period)
			Arising from obtaining or losing control of subsidiaries or other businesses	Foreign exchange movement	Fair value changes	Others	
i. Current interest bearing loans and borrowings	7,412.93	(1,629.43)	-	-	-	-	5,783.50
ii. Current maturities of Long term borrowings	39,233.40	-	-	-	-	47,779.04 1	87,012.44
iii. Current obligations under finance leases	8.63	(8.63)	-	-	-	8.63 2	8.63
iv. Non-current interest-bearing loans and borrowings	48,358.36	(248.29)	-	-	-	(47,701.84) 3	408.24
v. Non-current obligations under finance leases	66.35	-	-	-	8.63	(8.63) 4	66.35
vi. Interest accrued on borrowings	30,199.89	(166.00)	-	-	-	10,388.23 5	40,422.11
Total liabilities from financing activities	**125,279.56**	**(2,052.35)**	**-**	**-**	**8.63**	**10,465.43**	**133,701.27**

1. Represents the effect of reclassification of current portion (current maturities) of non-current interest-bearing loans and borrowings
2. Represents the effect of reclassification of current portion (current maturities) of Non-Current obligations under finance leases.
3. Represents the effect of reclassification of current portion (current maturities) of non-current interest-bearing loans and borrowings and Rs. 49.44 of processing fees amortised during the year and Rs. 27.76 of interest on loan form promoter.
4. Fair value change column represents finance cost of finance lease obligation on discounting.
   Other column represents reclassification from Non-Current obligations to current portion (current maturities) under finance leases.
5. Represents interest expenses recognised in the Statement of Profit & Loss.

42 Exceptional items comprise-

S. No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
1	Waiver of interest by Union Bank of India	15,211.12	-
2	Gain on modification of loan (treated as extinguishment) due to fair valuation of 1% OCCRPS in part settlement of debt of Union Bank of India based on discounting rate using the rate of interest applicable on the remaining loans by the bank,	9,077.92	-
3	Impairment of Plant & Machinery under installation and shown as capital work in progress	(30,700.00)	-
	Total	**(6,410.96)**	**-**

43 Going Concern

The Company has continued to incur significant losses in the current year resulting in further erosion of its net worth. The Company has a negative net worth amounting to Rs. 45,652.96 as on 31st March, 2018. The Company's current liabilities exceeds the current assets by Rs. 85,105.46 as on 31st March 2018. The Company's long term, short-term borrowings and other financial current liabilities as at 31st March 2018 includes the balances of term loan payable to various lender banks amounting to Rs. 33,408.44 and Rs.75,452.90 respectively on becoming non-performing assets. These conditions/factors raise significant doubt about the Company's ability to continue as a going concern.

The management of the Company is considering/ perusing various options for revival/resolution to the problem and is in the process of finalizing and submitting its resolution plan to the lending banks. (i) During the year, the Company has received the approval of One Time Settlement (OTS) Scheme from Union Bank of India, one of the lending bank. (ii) Proposed anti-dumping/ safeguard duty on import of solar cells. (iii) Company's claim for certain capital incentive from Department of Information Technology (DIT).

Considering the above and in expectation of the successful outcome of the above proposals, the financial statements have been prepared by the management on a going concern basis.

The financial statements do not include any adjustments relating to the recoverability and classification of carrying amounts of the assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

44 Use of estimates and judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, historical experience and other factors, including expectations of future events that are believed to be reasonable, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A. Significant Judgements in applying accounting policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to :

(i) Determination as to whether Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) issued by the Company is a financial liability, equity or a compound/hybrid financial instrument in terms of Ind AS 32 and Ind AS 109 :

As part of the Debt Settlement Agreement pursuant to One time Settlement (OTS) with Union Bank of India ('Bank'), the Company has issued 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) which are redeemable in 16 quarterly installments commencing from 30.06.2024 and ending on 31.03.2028 in lieu of the conversion of part of the loan amounting to Rs. 20,700.00. In case of an event of default by the Company in timely repayment/redemption as defined in the said Agreement and the Company's failure to remedy/correct the default within 60 days of default, the Bank has a right to convert the preference shares into equity at a Conversion Price, being higher of par value and market value of the equity share in accordance with SEBI formula.

The OCCRPS is considered a contingent convertible preference shares which means it is an instrument that is convertible, at the option of the holder, only on the occurrence of a contingent event outside of the control of the holder or the issuer. If the contingent event occurs then the holder has the option, but not the obligation, to convert. If the contingent event does not occur, then the instrument will be settled in cash at maturity/due dates.

If a contingent settlement provision is regarded as outside the control of the issuing entity, the instrument is classified as a liability by the issuer. If a contingent settlement provision is regarded as within the control of the reporting entity, the instrument will be classified as equity, provided that it has no other features requiring its classification as a liability and that the contingent settlement event is also outside the control of the holder.

In the aforesaid case, the contingent settlement event is Event of default by the Company which is not within the issuer's (the Company's) control and the exercise of the conversion option would result in the exchange of a variable number of the issuer's own equity instruments.
The Company, the issuer of the instrument does not have the unconditional right to avoid delivering cash or another financial asset (or otherwise to settle it in such a way that it would be a financial liability). Accordingly, the management has concluded that it is a financial liability of the Company.

(ii) Gain/loss on initial recognition and measurement of OCCRPS :

The fair value of these preference shares (OCCRPS) at initial measurement is computed as the present value

of all future cash payments discounted based on discounting rate using the rate of interest applicable on the remaining loans by the bank. The difference between the fair value and transaction amount at initial measurement has been recorded as a gain in the Statement of profit and loss, as the fair value has been computed based on valuation techniques, which uses data from observable markets. Significant judgement is involved in assessing whether all the data used for valuation has been derived from observable markets and it has been determined that use of certain unobservable data (minor adjustments to observable data to match the term, interest rate, credit risk and other factors of preference shares) in these valuations are insignificant to the entire Initial gain. Accordingly, the entire initial gain on initial measurement has been recognized upfront as Gain on modification of loan (treated as extinguishment) to the statement of profit and loss.

(iii) Eligibility of capital subsidy :

In the matter of the Company's claim for eligibility of capital subsidy under SIP scheme of Govt. of India, the Special Leave petition (SLP) filed by the Department of Electronics and Information Technology (DEIT) against the order of the Hon'ble High Court of Delhi has been dismissed by the Hon'ble Supreme court vide its order dated August 25, 2017. DIT has since initiated the process of appraisal of the subsidy claim of the Company.

According to Ind AS 20 : Accounting for Government Grants and Disclosure of Government Assistance; Government grants, including non-monetary grants at fair value, shall not be recognised until there is reasonable assurance that:

(a) the entity will comply with the conditions attaching to them; and
(b) the grants will be received.

As the appraisal of subsidy claim is still pending, the management, in the absence of the reasonable assurance, has not recognized the claim for capital subsidy in accordance with Ind AS- 20.

(iv) Going concern :

In view of the expected imposition of safeguard/ anti-dumping duty, the management's plan to commence the commercial production of Line-C (under installation), Company's claim for capital incentive (SIP) and ongoing settlement process with the remaining lenders, the management believes and has concluded that it is appropriate to prepare the accounts on a going concern basis.

(v) Leasehold land :

The Company has entered into an arrangement for lease of land from government entity. Significant judgement is involved in assessing whether such arrangement is in the nature of finance or operating lease. In making such an assessment, the Company considers various factors which includes whether the present value of minimum lease payments amount to at least substantially all of the fair value of lease assets, renewal terms, purchase option, sub-lease options etc. Based on evaluation of above factors, lease is evaluated for the purpose of treating in the nature of finance lease.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year :

(i) Impairment of trade receivables :

The impairment provisions for trade receivables are based on lifetime expected credit loss based on a provision matrix. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

(ii) Export Obligations/ Net Foreign Exchange Earning(NFE) :

Being an Export Oriented Unit, the Company needs to achieve positive NFE during a period of 10 years from the start of commercial production. Till date the Company has spent Rs. 185,175.13 in foreign currency for Raw Material consumption, Stores & Spares and Expenses in foreign currency including amortization of all imported Plant and Machinery and the Company has earned foreign currency equivalent to Rs. 209,088.29 as per para 6.9(f) of FTP resulting into positive NFE Rs. 23,913.25 as on March 31, 2018 without considering amortization of

imported Plant and machinery, pending installation /commissioning (disclosed as CWIP). In case the Company also amortizes value of Line-C till date (commercial production is yet to start) the Company's NFE will become negative to the extent Rs. 5,494.01. In view of the future projections, the management expects to achieve positive NFE and expects no cash outflow on this account.

(iii) Impairment of property plant and equipment including under installation :

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is usually determined on the basis of discounted estimated future cash flows. This involves management estimates on anticipated commodity prices, market demand and supply, economic and regulatory environment, discount rates and other factors. Any subsequent changes to cash flow due to changes in the above mentioned factors could impact the carrying value of assets.

In respect of Property, Plant and Equipment (PPE) including under installation, disclosed under CWIP, the management has performed an assessment of impairment of carrying value of PPE. The assessment has been done taking into consideration the future cash flow projections which is based on the expected imposition of anti-dumping/ safeguard duty on imports and the commencement of commercial production of Line-C (under installation). As per such assessment, the management has determined recoverable value of the assets, based on the value in use method and has recognized an impairment loss of Rs. 30,700.00 in the carrying value of Property, Plant and Equipment (CWIP) during the financial year 2017-18.

(iv) Fair value measurements of financial instruments :

In estimating the fair value of a financial asset or a financial liability, the Company uses market-observable data to the extent it is available. Where active market quotes are not available, the management applies valuation techniques to determine the fair value of financial instruments. This involves developing estimates, assumptions and judgements consistent with how market participants would price the instrument.

(v) Actuarial Valuation :

The determination of Company's liability towards defined benefit obligation viz. gratuity and other long-term employee benefit obligation viz. long term compensated absences to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

(vi) Claims, Provisions and Contingent Liabilities :

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. These estimates could change substantially over time as new facts emerge and each dispute progresses. Information about such litigations is provided in notes to the financial statements.

(vii) Deferred Tax :

In assessing the realisability of deferred tax assets the management of the Company estimates whether the Company will earn sufficient taxable profit in future periods. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible.

The Company did not recognise deferred tax assets in respect of tax losses carryforwards, unabsorbed tax depreciation carry forwards and others, as there are material uncertainities and the future profit streams are not yet probable to claim set off.

Unabsorbed tax depreciation can be claimed for an infinite period and the business losses can be carried

forward for a period of 8 years as per tax regulations.

(viii) Useful lives of property, plant and equipment and intangible assets :
As described in the significant accounting policies, the management determines and also reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Such lives are dependent upon an assessment of both the technical life of the assets and also their likely economic life, based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the management.

45 There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

46 These financial statements are the Company's first Ind AS financial statements. Accordingly the comparatives given in the financial statements have been compiled after making necessary Ind AS adjustments to the respective audited financial statements under previous GAAP to give a true and fair view in accordance with Ind AS.

For **ARUN K. GUPTA & ASSOCIATES**
Chartered Accountants
Firm registration number: 000605N

Sachin Kumar
Partner
Membership No.: 503204

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

H.R. Gupta
Managing Director
DIN:00297722

Gautam Singh Kuthari
Director
DIN:00945195

Place: Greater Noida
Date: 25 May, 2018

Anand Kumar Agarwal
Chief Financial Officer

Statement on Impact of Audit Qualifications(for udit report with modified opinion) submitted along-with Annual Audited Financial Results

Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2018
[See Regulation 33/52 of SEBI(LODR)(Amendment) Regulation,2016]

I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualification) (Rs. In Lakhs)	Adjusted Figures (Audited figures after adjusting for qualifications) (Rs. In Lakhs)
	1	Turnover/ Total Income	31843.52	31843.52
	2	Total Expenditure	41713.76	41713.76
	3	Net Profit/ (Loss)	(16271.97)	(16271.97)
	4	Earnings per Share	(4.44)	(4.44)
	5	Total Assets	74496.70	74496.70
	6	Total Liabilities	120149.66	120149.66
	7	Net Worth	(45652.96	(45652.96)
	8	Any other Financial Item(s) (as felt appropriate by the management)	NIL	NIL
II		Audit Qualification (each qualification separately)		
		a.Details of Audit Qualification: Refer to Annexure-I		
		b.Type of Audit Qualification: Qualified Opinion		
		c.Frequency of Qualification: Repetitive Refer point no.3 to 4 Refer annexure -I		
		d.For Audit Qualification(s) where the impact is quantified by the auditor, management's Views: Refer annexure –II		
		e.For Audit Qualification(s) where the impact is not quantified by the auditor,		
		(i)Management's estimation on the impact of audit Qualification- NIL		
		(ii) If management is unable to estimate the impact, reason for the		
		same : refer Annexure -II		
		(iii) Auditors Comments on (i) to (ii) above- Refer annexure –III		
III		Signatories		
		CEO/ Managing Director		
		CFO		
		Audit Committee Chairman		
		Statutory Auditor		

Place: Greater Noida

Date:25 May,2018

Annexure-I

Details of audit qualifications:

3. Attention is invited to the following developments as explained in detail in the notes to the financial results:

a. The Company has continued to incur significant losses in the current year resulting in further erosion of its net worth. The Company has a negative net worth amounting to Rs. 45,652.96 lakhs as on 31st March, 2018. The Company's current liabilities exceed the current assets by Rs. 85,105.46 lakhs as on 31st March 2018. The Company's long term, short-term borrowings and other current financial liabilities as at 31st March 2018 includes the balances of term loan payable to various lender banks amounting to Rs. 33,522.54 lakhs and Rs.75,463.63 lakhs respectively on becoming non-performing assets. These lender banks have exited from Corporate Debt Restructuring (CDR) Cell vide its letter dated 4th November, 2016. However, in absence of requisite information from the banks, we are unable to comment upon the possible impact of such exit on the carrying value of aforesaid long term, short-term borrowings, other current financial liabilities as at 31st March 2018 and interest expense (including penal interest, if any) for year ended 31st March 2018 and the consequential impact on the accompanying statement.

b. In the matter of Company's claim for eligibility of capital subsidy under SIP scheme of Govt. of India, the Special Leave petition (SLP) filed by the Department of Information Technology (DIT), against the order of the Hon'ble High Court of Delhi has been dismissed by the Hon'ble Supreme court vide its order dated August 25, 2017. The uncertainty exists with regard to its quantum and receipt of claim pending its appraisal by Department of Information Technology. In the absence of the reasonable assurance, the management has not recognized the claim. (Refer Note No.7)

c. The Company (being an EOU) is required to meet its NFE commitment under the Foreign Trade Policy on the basis of which the Company has imported certain raw material, stores and spares and machineries without payment of custom duty. As on 31st March, 2018 the Company's NFE is positive by Rs. 23,913.25 lakhs without considering the import value of amortization of Line-C. In case, Company also amortizes the value of Line C (Commercial production yet to start) NFE as on 31st March, 2018 would be negative by Rs.5494.01 lakhs. In case positive NFE not achieved during the stipulated time, the company would be liable to duties and penalties payable in accordance with Notification No. 52/2003 Cus. Dated 31.03.2003. Presently we are unable to comment upon the possible impact if any on the accompanying statement. (Refer Note No 12).

d. The Company has plant and machinery under installation, disclosed under CWIP, aggregating to Rs. 56,447.97 lakhs in respect of which management has recognized a further impairment loss of Rs. 15,700.00 lakhs during the quarter 31st March, 2018 (cumulative impairment loss Rs. 30,700.00 lakhs during F.Y. 2017-18) due to delay in expected imposition of anti/safe guard duty which in turn also delayed the process of installation of Line-C. The above is based on recoverable value of the assets determined using value in use method and is therefore dependent on the various factors considered in making projections by the management. In the absence of sufficient and appropriate audit evidence with respect to the uncertainty underlying the assumptions used in long term projection of the financial statements, we are unable to comment on the carrying value of aforesaid Property, Plant and Equipment and adequacy of the impairment loss recognized during the year ended 31st March, 2018 and the consequential impact, if any, on the accompanying statement. (Refer Note No 8)

e. During the year the Company has received the approval of One Time Settlement ('OTS') Scheme from Union Bank of India ('Bank'). As per the OTS Scheme if the Company is unable to pay as per stipulations, the OTS proposal will stand cancelled automatically and the bank will take suitable legal steps for recovery of entire dues (Refer Note No 5)

On the basis of overall evaluation of the above factors and considering the domestic content requirements under various Government schemes, proposed anti-dumping/safeguard duty on import of solar cell, Company's claim for certain capital incentive from Department of Information Technology (DIT), the Company's continuing efforts to settle with the remaining banker's and Asset Reconstruction Company (India) Limited, the management believes that it is appropriate to prepare the accounts on a going concern basis. (Refer Note No 9)

On the basis of overall evaluation of the above factors, in our view, the full erosion of net worth, inability of the Company to meet the financial projections due to operating and cash losses, due to continuing down trend in the solar industry, inability of the Company to meet its certain material liabilities and commitments, the fact that the impact of the government decisions would be known only in future, the uncertainty of outcome of claims, uncertainty on the ability of the Company to meet its export obligations & to install line C acquired in the financial year 2011-12 (appearing in CWIP),due to non-fulfillment of its financial obligations towards the supplier of the plant & technology, indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern and therefore, the Company may not be able to realise its assets and discharge its liabilities in the normal course of business. Consequently, material uncertainties exist regarding the use of going concern assumption in preparing the financial statements.

In view of above uncertainties, we are unable to comment on the ability of the Company to continue as a going concern and consequential classification and adjustment to the accompanying financial statements, if any, that might have been necessary had the financial statements being prepared under liquidation basis. The extent of the effect on the resultant adjustments to the accumulated losses, assets and liabilities as at the year-end is presently not ascertainable.

4. During the previous year two secured lenders have assigned their outstanding dues to Assets Reconstruction Company (India) Limited (ARCIL). i) Pending finalization of terms of assignment, the company has not provided interest of Rs. 1,242.72 lakhs and Rs. 4934.74 lakhs for the quarter and year ended 31st March, 2018 respectively. As a consequence, to this, Interest of Rs. 1,242.72 lakhs and Rs. 4934.74 lakhs for the quarter and year ended 31st March, 2018 respectively has been under provided. ii) On the basis of confirmation received from one of the lending bank namely Corporation Bank in the Non-Performing Assets (NPA) account, the Company's liability to the bank is more by Rs. 2323.88 lakhs as on 31.03.2018 which prima facie appears to be primarily penal interest. Pending receipts of requisite details, their verification and reconciliation of the claim and pending OTS proposal of the Company with the bank, the Company has not provided the same.

   As a consequence, to this, interest of Rs.3566.60 lakhs and Rs. 7258.62 lakhs for the quarter and year ended 31st March, 2018 respectively has been under provided. Had the Company provided the interest on loans loss for the quarter ended 31st March, 2018 would have been higher by Rs. 3566.60 lakhs and loss for the year ended 31st March, 2018 would have been higher by Rs.7258.62 lakhs and Current Liabilities and Reserve & Surplus have been under stated by the same.

Annexure-II

Management Comment:

1. Management is unable to estimate the impact: Considering the delay in release of domestic content requirement and impassion of safeguard duty on imports ,delay in processingof claim in respect to the company's eligibility for certain capital incentive even after receipt of favorable decision of Supreme court , management believes that a sum of Rs.30,700.00 lakhs, to be provided as impairment in respect of the carrying value of its property, plant and equipment's including capital work in progress as at 31st March 2018

   In view of forthcoming safe guard duty and possible release of CPSU Policy for domestic content, possible sanction of Capital Subsidy and ongoing process of Loan Settlement with Other Banks and ARCIL, it is appropriate to prepare the accounts on a going concern basis.

   Being EOU, Company is required to meet positive NFE as per foreign Trade policy on the basis of which company's imported certain Raw material and machineries without payment of custom Duty. As on 31st march 2018 the Company's NFE is positive by Rs. 23,913.25 lakhs without considering the amortization of import value of Line-C(Commercial Production yet to start). Incase company amortize the value of Line-C, NFE as on 31st March 2018 would be negative by Rs.5494.01 lakhs. The Company believe that it will achieve Positive NFE within the stipulated time.

2. Management's estimation on the impact of audit qualification: (i) In view of the ongoing negotiations with ARCIL for restructuring of debts, the company has decided not to provide interest of Rs.1,242.72 lakhs and Rs.4,934.74 lakhs for the quarter and Year ended March, 2018 respectively. (ii) Company decided not to provide claim of Rs.2,323.88 lakhs of Corporation bank as additional interest/penal interest as on 31st March 2018, pending 'OTS' (One Time Settlement) proposal with the bank.

Annexure-III

Auditor's Comments on Management Comments:

On the basis of overall evaluation of the factorsconsidered by the management, the full erosion of net worth, inability of the Company to meet the financial projections due to operating and cash losses, due to continuing down trend in the solar industry, inability of the Company to meet its certain material liabilities and commitments, the fact that the impact of the government decisions would be known only in future, the uncertainty of outcome of claims, uncertainty on the ability of the Company to meet its export obligations & to install line C acquired in the financial year 2011-12 (appearing in CWIP),due to non-fulfillment of its financial obligations towards the supplier of the plant & technology, indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern and therefore, the Company may not be able to realise its assets and discharge its liabilities in the normal course of business. Consequently, material uncertainties exist regarding the use of going concern assumption in preparing the financial statements.

Impairment loss of Rs. 15,700.00 lakhs during the quarter 31st March, 2018 (cumulative impairment loss Rs. 30,700.00 lakhs during F.Y. 2017-18) is based on recoverable value of the assets determined using value in use method and is therefore dependent on the various factors considered in making projections by the management. In the absence of sufficient and appropriate audit evidence with respect to the uncertainty underlying the assumptions used in long term projection of the financial statements, we are unable to comment on the carrying value of aforesaid Property, Plant and Equipment and adequacy of the impairment loss recognized during the year ended 31st March 2018.

Pending finalization of terms of assignment with Assets Reconstruction Company (India) Limited (ARCIL), the company has not provided interest of Rs. 1,242.72 lakhs and Rs. 4934.74 lakhs for the quarter and year ended 31st March, 2018 respectively. Further pending OTS proposal the Company has also not provided Rs. 2323.88 lakhs as penal interest as on 31.03.2018 as confirmation received from one of the lending banks namely Corporation Bank.

INDOSOLAR™

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	
1.					or failing him
2.					
3.					

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company to be held on Friday, the 28th day of September 2018 at 9:00 am at Royal Arches Farm House, Palla Bakhtawar Pur Road, Alipur, Delhi – 110 036 or any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Businesses	**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, 2018. **(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. To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration. **(Ordinary Resolution)**		
Special Business		
Resolution No. 4. Ratification of remuneration of M/s. Kabra and Associates, Cost Auditors for the Company for the Financial Year 2018-19. **(Ordinary Resolution)**		

Signed this ..... day of 2018

Signature of Shareholder .....

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

AFFIX REVENUE STAMP OF RE. 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

INDOSOLAR™

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 13th Annual General Meeting of the Company at Royal Arches Farm House, Palla Bakhtawar Pur Road, Alipur, Delhi – 110 036 on Friday, the 28th day of September 2018 at 9.00 a.m.

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

Signature: .....

Folio No.:.....

No. of Shares Held:.....

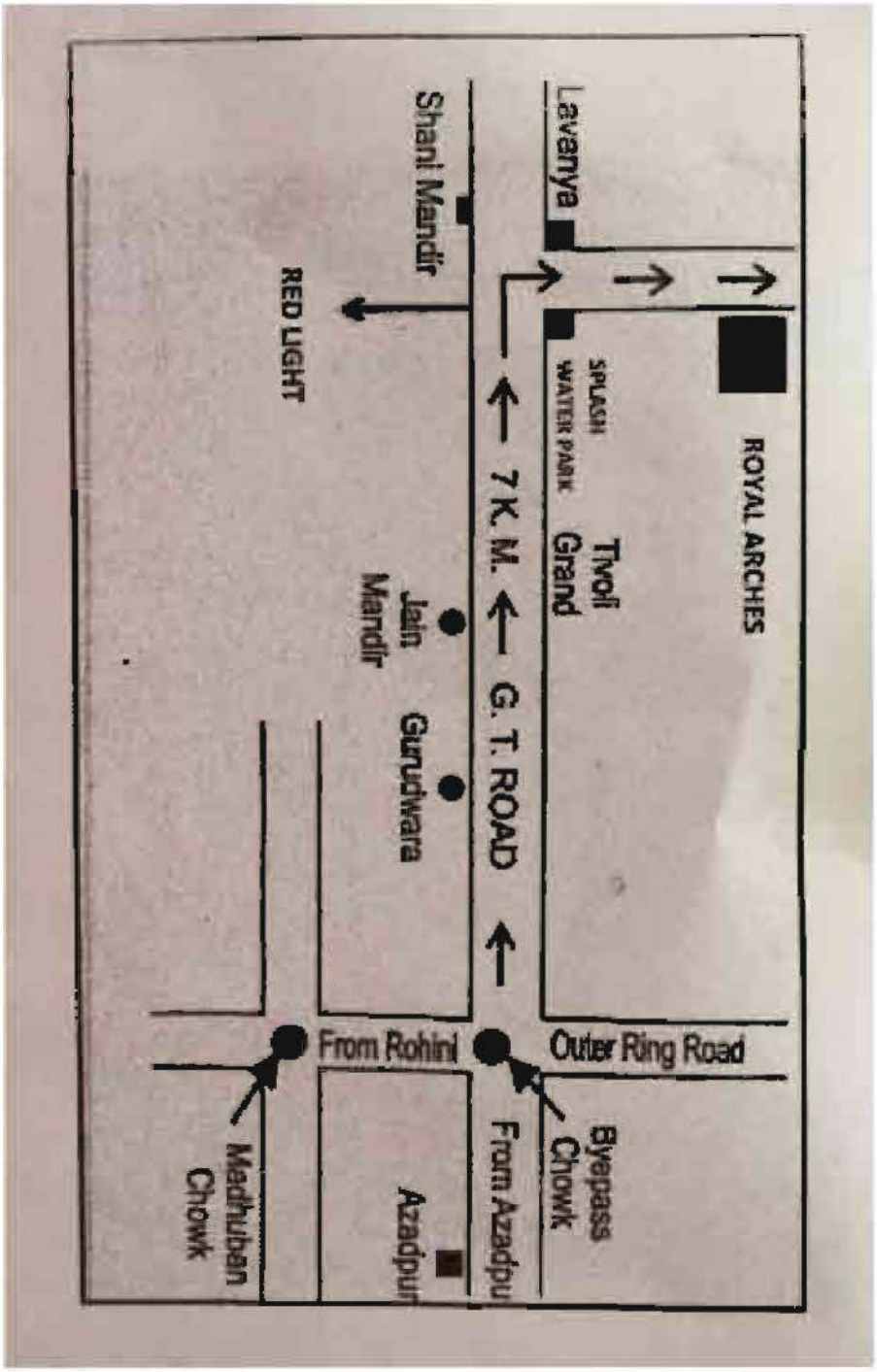
DP ID :.....

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.


ROYAL ARCHES
Lavanya
SPLASH WATER PARK
Tivoli Grand
Shani Mandir
RED LIGHT
7K. M.
G. T. ROAD
Jain Mandir
Gurudwara
From Rohini
Outer Ring Road
Byepass Chowk
From Azadpur
Azadpur
Madhuban Chowk

To

If undelivered please return to :

INDOSOLAR LIMITED

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