

May 28, 2024

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers (E), Dalal
Street, Fort, Mumbai – 400 001
SCRIPT CODE: 533257
ISIN: INE866K0101

National Stock Exchange of India Limited
Exchange Plaza'. C-1, Block G, Bandra Kurla
Complex, Bandra, Mumbai - 400 051
Company Symbol: INDOSOLAR

Subject **Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Ma'am,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report issued by M/s Zarna Sodagar & Co. Secretaries in Practice, for the Financial Year 2023-24.

You are requested to take the same on record.

Thanking You,
Sincerely,

For, **Indosolar Limited**

Akalpita Harnish Patel
Company Secretary and Compliance Officer
ACS 40528
akalpitapatel@waaree.com

ZARNA SODAGAR & Co.
Practising Company Secretary & LLB

1st floor, Paras Building, Daftary, Malad (E) Mumbai-400097
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Secretarial Compliance Report of Indosolar Limited for the financial year ended on March 31, 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices of Indosolar Limited (hereinafter referred as ‘the listed entity’) CIN: L18101DL2005PLC134879, having its Registered Office at C-12, Friends Colony (East), New Delhi – 110065, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Zarana Sodagar, Proprietor of, Zarana Sodagar, & Co. have examined:

- (a) all the documents and records made available to us and explanation provided by Indosolar Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 202- **Not Applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **Not Applicable during the period under review**



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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 (h) (other regulations as applicable) and circulars/ guidelines issued thereunder;
 and based on the above examination, I, hereby report that, during the Review Period:

- i. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guide lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Re-marks
1.	Annual Report	Regulation 34 of SEBI LODR	Not filed as AGM is not conducted by the Company	BSE Limited and National Stock Exchange (NSE) of India Limited+	Query/Intimation/Reminder	Annual Report is not submitted by the Company for FY year ended on 31.03.2023	Rs. 98,000	The Company has not submitted Annual Report due to the Pendency of resisting application with the exchanges	The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges. The reduced capital as per the resolution plan is not reflected in the records of stock exchanges and depositories. Due to the pendency of the Relisting applications, the reduction of share capital has not been affected and also the name of Resolution Applicant is not reflected in the records of the	



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									<p>Depositories. In view of all above the Company is not able to ascertain its members and hence not able to hold AGM and will not be able to comply with it unless and until the Relisting Application are approved.</p> <p>Further NSE has imposed penalty of Rs. 98,000 for not complying the regulation, and company has denied the payment of the same.</p>	
2.	Reconciliation of Share Capital Audit Report	Regulation 76 of the SEBI (Depositories and Participations) Regulations, 2018	Non Submission of (RSCAR) for all Quarters	BSE Limited and National Stock Exchange (NSE) of India Limited	Query/Intimation/Reminder	RSCAR is not submitted by Company for all quarters	Not levied	The Company has not submitted Reconciliation of Share Capital Audit Report for all quarters due to the Pendency of the resisting application with the exchanges	<p>The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges. The reduced capital as per the resolution plan is not reflected in the records of stock exchanges and depositories.</p> <p>Due to the pendency of the Relisting applications, the reduction of share capital has not been affected and also the name of Resolution Applicant is not reflected in</p>	



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									the records of the Depositories. In view of all above the Company is not able to ascertain its members and hence not in position to submit the Reconciliation of Share Capital Audit Report.	
3.	Non Payment of Annual listing Fees	Regulation 14	Delayed Payment of Annual listing Fees to BSE Limited	BSE Limited	Query /Intimation/ Reminder	Paid with delay	Not Levied	The Company has disputed the Listing Fees	The Annual Fees paid by the Company to the BSE Limited has been inadvertently adjusted by the BSE to old standing accrued prior to the order of NCLT also the fees have been charged on incorrect share capital and market cap. The Company is not liable to pay any dues prior to April 21, 2022. The Company made representation to BSE Limited for waiver of the fees, however BSE denied the same. The Company is consulting with BSE on waiver based on Resolution Plan.	



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guide lines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
1	Statement of Investors Grievance	Regulation 13 of SEBI LODR	Non Submission of IGR for the Quarter Ended on June 2022 and September 2022	BSE Limited and National Stock Exchange (NSE) of India Limited	Query/Intimation/Reminder	The Company didn't file the IGR within 21 days from the end of the quarter ended on June 30, 2022 and September 30, 2022	Disputed	The IGR was filed by the Company for the quarter ended on June 2022 and September 2022 on 01.12.2022	The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges, we were not in position to file the statement of investor grievance under the various applicable provisions of the SEBI (LODR) Regulations 2015, until: (1) the shareholding pattern reflects the correct shareholders as per resolution plan, and (2) The reduced	-



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									capital is reflected in the records of stock exchanges and depositories.	
									The Company post its meeting with the NSE held at office of NSE on November 29, 2022 filed the statements as advised in the said meeting.	
2	Corporate Governance Report	Regulation 27 of SEBI LODR	Non Submission of CGR for the Quarter Ended on June 2022 and September 2022	BSE Limited and National Stock Exchange (NSE) of India Limited	Query/Intimation/Reminder	The Company didn't filed the IGR within 21 days from the end of the quarter ended on June 30, 2022 and September 30, 2022	Disputed	The CGR was filed by the Company for the quarter ended on June 2022 on 15.12.2022 and September 2022 on 01.11.2022.	The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges, we were not in position to file the statement of investor grievance under the various applicable provisions of the SEBI (LODR) Regulations 2015, until: (1) the shareholding pattern reflects the correct shareholders as per resolution	



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									plan, and (2) the reduced capital is reflected in the records of stock exchanges and depositories. The Company post its meeting with the NSE held at office of NSE on November 29, 2022 filed the statements as advised in the said meeting.	
3	Shareholding Pattern	Regulation 31 of SEBI LODR	Non Submission of SHP for the Quarter Ended on June 2022 and September 2022	BSE Limited and National Stock Exchange (NSE) of India Limited	Query/Intimation/Reminder	The Company didn't file the SHP within 21 days from the end of the quarter ended on June 30, 2022 and September 30, 2022	Disputed	The SHP was filed by the Company for the quarter ended on June 2022 on 10.12.2022 and September 2022 on 15.12.2022	The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges, we were not in position to file the shareholding pattern under the various applicable provisions of the SEBI (LODR) Regulations 2015, until: (1) the name of the Waaree Energies	



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									<p>Limited (Resolution Applicant) under the resolution plan is appearing, as promoter or promoter group of the Company, and (2) the reduced capital is reflected in the records of stock exchanges and depositories.</p> <p>The Company post its meeting with the NSE held at office of NSE on November 29, 2022 filed the statements as advised in the said meeting.</p>	
4	Financial Results For march ended 2022	Regulation 33 of SEBI LODR	Not filed on NSE	National Stock Exchange (NSE) of India Limited	NIL	The result was submitted on both the exchanges however it was not reflected on NSE portal due	Disputed	The results were submitted on NSE however due to technical issue same were not reflected on NSE website. On query	The Company had filed the results on the NSE portal however due to technical error it is not reflecting on the NSE website. The same was clarified to the NSE officials on the call however company has not	



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						to unknown technical error.		from NSE, same was clarified.	received any communication regarding the same.	
5	Annual Report	Regulation 34 of SEBI LODR	Not filed as AGM is not conducted by the Company	BSE Limited and National Stock Exchange (NSE) of India Limited	Query/Intimation/Reminder	Annual Report is not submitted by the Company for FY year ended on 31.03.2022	Not levied	The Company has not submitted Annual Report due to the Pendency of resisting application with the exchanges	The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges, the Company is not in position to hold AGM since (1) the name of the Waaree Energies Limited (Resolution Applicant) under the resolution plan is not appearing, as promoter or promoter group of the Company, and (2) the reduced capital is not reflected in the records of stock exchanges and depositories. Due to the pendency of the Relisting	



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									applications, the reduction of share capital has not been affected and also the name of Resolution Applicant is not reflected in the records of the Depositories. In view of all above the Company is not able to ascertain its shareholders and hence not able to hold AGM and will not be able to comply with it unless the Relisting Application are approved.	
6	Reconciliation of Share Capital Audit Report	Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018	Non Submission of (RSCAR) for the Quarter Ended on June 2022 and September 2022	BSE Limited and National Stock Exchange (NSE) of India Limited	Query/Intimation/Reminder	RSCAR is not submitted by Company for all quarters	Not levied	The Company has not submitted Reconciliation of Share Capital Audit Report for all quarters due to the Pendency of resisting application	The Company was acquired under CIRP process and the recommencement application is pending with the stock exchanges, the Company is not in position to hold AGM since (1) the name of the Waaree Energies Limited	



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									with the exchanges	<p>(Resolution Applicant) under the resolution plan is not appearing, as promoter or promoter group of the Company, and (2) the reduced capital is not reflected in the records of stock exchanges and depositories.</p> <p>Due to the pendency of the Relisting applications, the reduction of share capital has not been affected and also the name of Resolution Applicant is not reflected in the records of the Depositories. In view of all above the Company is not able to ascertain its shareholders and hence not in position to submit the Reconciliation of</p>	
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									Share Capital Audit Report	
7	Non Payment of Annual listing Fees	Regulation 14	Non Payment of Annual listing Fees to BSE Limited	BSE Limited	Query/Intimation/Reminder	Not Paid	Not Levied	The Company has disputed the Listing Fees	The Annual Fees paid by the Company to the BSE Limited has been inadvertently adjusted by the BSE to old standing accrued prior to the order of NCLT also the fees have been charged on incorrect share capital and market cap. The Company is not liable to pay any dues prior to April 21, 2022. Since BSE and the Company are in discussion to resolve the issue.	



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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p style="text-align: center;">NA</p> <p style="text-align: center;">NA</p> <p style="text-align: center;">NA</p>	<p>During the period under review, no Auditor has resigned</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		



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	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	No reports and concerns in the report.
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	NA	---



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	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>d. The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p style="text-align: center;">NA</p> <p style="text-align: center;">NA</p>	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	During the period under review no such event.



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III. I/we hereby report that, during the review period the compliance status of the listed entity is appended asbelow :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	YES	The Company had managed to follow maximum standard as far as applicable to it, however for reasons stated above no general meeting was conducted. The Composition of the Board is not as per the SEBI (LODR) 2015 as on 31.03.2024, since the independent director, Mr. Rajender Mohan Malla has resigned on 20.03.2024 and casual vacancy has been arised and company has time to fill the casual vacancy.
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	



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3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	<p>YES</p> <p>YES</p> <p>YES</p>	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>YES</p>	



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5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Company does not have subsidiary.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	



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8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>YES</p> <p>NA</p>	Company has obtained Audit Committee Approvals
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>YES</p>	-
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>YES</p>	The Company has complied with the provisions from the months of July 2023



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11.	Actions taken by SEBI or Stock Exchange(s), if any: Regulation 34 penalty is imposed by National stock exchange	YES	NSE has imposed penalty of Rs. 98,000 for not complying the regulation. and apprised the status of NSE.
12.	Additional Non-compliances, if any:		No Annual General Meeting was held for the year ended March 2023 and no Annual filing was done on time ith ROC.



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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai
Date:28.05.2024

For Zarna Sodagar & Co.

Zarana

Zarna Sodagar
Proprietor
Practising Company Secretary
FCS No: 9546 CP No: 16687



UDIN: F009546F000471568