

Bright Solar Limited

(System Integrator, Consultant & EPC Contractor)

CIN : L51109GJ2010PTC060377

GST : 24AAECB0997L1ZE

PAN : AAECB0997L

TAN : AHMB05155D



31st Aug, 2019

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza", 5th Floor,
Bandra – Kurla Complex, Bandra (E),
Mumbai - 400 051

Symbol: BRIGHT

Sub.: Notice of 09th Annual General Meeting of the company.

Dear Sir/Madam,

Pursuant to Regulation 30 (2) of SEBI (Listing Obligations and Disclosure and Disclosure Requirements) Regulations, 2015, find attached "**Notice of 9th Annual General Meeting**" is scheduled to be held on Saturday, 28th day of September, 2019 at 10:00 a.m. at Hotel Pragati, Nr. Zydus Hospital, Hebatpur Road, S.G Highway, Thaltej, Ahmedabad- 380059, Gujarat.

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,

For, **BRIGHT SOLAR LIMITED**

SAHUL N Digitally signed by
JOTANIYA SAHUL N JOTANIYA
Date: 2019.08.31
14:36:35 +05'30'

SAHUL JOTANIYA
Company Secretary
(ACS: A43006)

Enclosed: Notice of 9th Annual General Meeting (AGM).

NOTICE

Notice is hereby given that the 9th Annual General Meeting of the **BRIGHT SOLAR LIMITED** will be held Saturday, 28th day of September, 2019 at 10:00 am, at Hotel Pragati, Nr. Zydus Hospital, Hebatpur Road, S.G Highway, Thaltej, Ahmedabad- 380059, Gujarat.

Ordinary business:

1. To receive, consider and adopt;
 - the audited financial statements of the Company for the financial year ended on 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon;
2. To declare Dividend on Equity Shares for the financial year ended on 31st March, 2019.
3. To re-appoint Smt. Jagrutiben Rameshbhai Joshi (DIN: 07737814), Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for the re-appointment.

Special business:

4. Approval on Material Related Party Transaction for the F.Y. 2019-20

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 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, consent of the members be and is hereby accorded to the Company in respect of material related party transaction(s) for sale of details of sale item by the company to name of related party in ordinary course of business and at arm's length basis for a consideration estimated to **Rs. 10.00 Crores (Rupees: Ten Crores only)** for the financial year 2019-20 and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary”

Registered Office

C-103, Titanium Square,
Thaltej Cross Road,
S.G Highway, Thaltej,
Ahmedabad – 380059
CIN: L51109GJ2010PLC060377
Date: 31.08.2019

By Order of the Board of Directors
For, **Bright Solar Limited**

Sahul N. Jotaniya
Company Secretary

NOTES:

1. As per Rule 20 of Chapter VII of Companies (Management and Administration) Rules, 2014

“Every company which has listed its equity shares on a recognised stock exchange and every company having not less than one thousand members shall provide to its members facility to exercise their right to vote on resolutions proposed to be considered at a general meeting by electronic means:

Provided that a Nidhi, or an enterprise or institutional investor referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is not required to provide the facility to vote by electronic means:”

However, as on date Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is amended as Securities And Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018. Therefore, Chapter XB of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009) is read as “Chapter IX of Securities And Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018” and Regulation 44 of SEBI (LODR) Regulations, 2015, the Provisions related to provide facility to cast votes electronically (E- Voting) to the shareholders of the Company **is not applicable to BRIGHT SOLAR LIMITED**. Hence, in order to transact business at 9th Annual General Meeting, all the stakeholders are advised to give their “Votes by Show of hands” as per Section 107 of Companies Act, 2013 and amendments thereof.

2. A Member entitled to attend and vote at the 9th Annual General Meeting (A.G.M.) is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. proxies in order to be valid must be received by the company at its registered office, not less than 48 (forty-eight) hours before the commencement of the meeting.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

4. The Explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) concerning the Special Business under Item No.5 to 17 in the Notice is annexed hereto and forming part of this Notice. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.

5. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.

6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 16th Day of September, 2019 to Saturday, 28th September, 2019 (both days inclusive) for determining the entitlement of the members to the payment of Dividend for the purpose of payment of dividend and Annual General Meeting.

8. For the purpose of payment of final dividend for the F.Y 2018-19, fixed the cut-off date Friday, 13th September, 2019.

9. The notice of 9th Annual General Meeting of the Company and Annual Report for the financial year 2018-19 circulated to the members will be made available on the Company's website at www.brightsolar.in.

10. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office and Corporate Office of the Company on all working days between 10.00 a.m. to 12.00 Noon prior to date of Annual General Meeting.

11. GREEN INITIATIVE

Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA") encourage paperless communication as a contribution to the greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with our Registrar and Transfer Agent of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

12. In terms of Section 101 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read together with the Rule 11 of the Companies (Accounts) Rules, 2014 and regulation 36 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same.

13. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize their shares held by them in physical form.

14. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.

15. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.

16. Members are requested to intimate their Email Ids to our R&TA for correspondence and quicker response to their queries.

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

18. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/ Depository Participant. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 is being sent in the permitted mode. Members who have not registered their email addresses, so far, are requested to register their email addresses in respect of electronic holdings with the Depository Participants.

19. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

20. Route Map showing directions to reach to the venue of the 9th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

Registered Office

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Date: 31.08.2019

By Order of the Board of Directors
For, **Bright Solar Limited**

Sahul N. Jotaniya
Company Secretary



ANNEXURE TO NOTICE

(ANNEXURE I)

EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013

For ITEM no. 04

Approval on Material Related Party Transaction for the F.Y. 2019-20:

During the Financial Year 2018-19, the company has entered into certain business transactions with M/s Bright Solar Inverter Private Limited, which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions (Sale/Purchase at Arm’s length price) with M/s. Bright Solar Inverter Private Limited during Financial Year 2019-20. These transactions are estimated at Rs. 10.00 Crores for F.Y. 2019-20 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of such transactions are given below:-

Transactions during 2018-19:

Name of Parties	Nature of Transaction	Amount (in Rs.)
Bright Solar Inverter Private limited	Purchase	69,90,314
Bright Solar Inverter Private limited	Sale	50,789

Approval of Transactions limit for F.Y 2019-20:

Name of Parties	Nature of Transaction	Estimated Amount (in Rs)
Bright Solar Inverter Private limited	Purchase	Rs. 10.00 crore
Bright Solar Inverter Private limited	Sale	

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By Order of the Board of Directors
For, **Bright Solar Limited**

Sahul N. Jotaniya
Company Secretary

Details of the Directors seeking appointment at the forth coming Annual General Meeting

Annexure of Item No: 03

Name of Director	Mrs. Jagrutiben Rameshbhai Joshi
DIN	07737814
Designation	Non-Executive Director
Date of Birth	20.04.1976
Directorship held in Other Companies	
Committee Position held in other Companies	
No. of Equity Shares held in the Company as on 31.03.2019	
Expertise in specific functional areas and Experience	Mrs. Jagrutiben Rameshbhai Joshi, holds a Bachelor Degree in Arts and has been appointed as Non-Executive Director in the company. She is been part of numerous Social Activities working towards elevation of Working Women in society and Child Rights for education, nutrition and opportunities. She is an active member of SEWA (Self Employed Women Association), a trade union for self-employed women, where she works for the rights of low-income, independently-employed female workers. Over the years, she has continually worked on developing global corporate governance reform tools to help implement best practices. At Bright Solar, she looks after the Anti-Harassment and CSR Committee of the Company.

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ROUTE MAP

