

Notice of 11th Annual General Meeting

Notice is hereby given that the Eleventh (11th) Annual General Meeting of the **BRIGHT SOLAR LIMITED** will be held on **Tuesday, 28th day of September, 2021 at 03:00 P.M.** IST, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary businesses:

1. Adoption of Financial Statements:

To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2021 and the report of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended on 31st March, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. Declaration of Dividend:

To declare a dividend on equity shares for the financial year ended on 31st March, 2021 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** a Final Dividend at the rate of ₹0.01/- (Rupees one paisa) per equity share of ₹10/- (Rupees Ten Only) each fully paid up of the Company, as recommended by the Board of Directors at a Board Meeting held on 17th June, 2021 for the Financial Year ended March 31, 2021, be and is hereby declared for the Financial Year ended March 31, 2021 and the same be paid out of the profits of the Company for the Financial Year ended March 31, 2021.”

3. Re-Appointment of Mr. Piyushkumar Babubhai Thumar (DIN: 02785269) as director liable to retire by rotations:

To re-appoint Mr. Piyushkumar Babubhai Thumar (DIN: 02785269) who retires by rotation as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Piyushkumar Babubhai Thumar (DIN: 02785269), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company.”

4. Appointment of Statutory Auditor

To appoint Statutory Auditor and fix their remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of Section 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(s) thereof for the time being in force, **M/s. Nirav S Shah & Co., Chartered Accountants (Membership No. 133345 & Firm Registration No. 130244W)** be and is hereby appointed as a Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of **Sixteenth Annual General Meeting** from this Annual General Meeting, at such remuneration as shall be fixed by the board of directors of the company.”

“**RESOLVED FURTHER THAT** the approval be and is hereby accorded for payment of statutory audit fees of ₹ 3,00,000/- (Rupees three lacs) plus reimbursement of out of pocket expenses and applicable taxes to **M/s. Nirav S Shah & Co., Chartered Accountant** for the F.Y 2021-22 and the Board of Directors of the company be and they are hereby authorized to increase and pay such statutory audit fees as recommended by the Audit Committee.

Explanation: - The Members of the Company at the 6th Annual General Meeting ('AGM') held on Friday, September, 2016 approved the appointment of **M/s. Chirag R Shah & Associates**, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. **M/s. Chirag R Shah & Associates** will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of **M/s. Nirav S Shah & Co**, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 16th AGM. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The terms and conditions of appointment of the statutory Auditor and proposed fees are as under:

- a. **Terms of Appointment:** 5 years from the conclusion of this AGM till the conclusion of 16th AGM.
- b. **Proposed Fees:** ₹ 3,00,000/- (Rupees three lacs) per Financial year from conclusion of 11th AGM till the conclusion of 16th AGM in addition to applicable taxes and reimbursement of out-of-pocket expenses if any or such other remuneration as may be decided by the Board of Directors from time to time. Further, the existing Auditor have been paid the fee of ₹ 3,00,000/- (Rupees three lacs) in addition to applicable taxes and reimbursement of out-of-pocket expenses if any during F.Y 2020-21. Apart from annual increment fees in line with industrial practice there are no material changes in the fee payable to new statutory auditor from the paid to the outgoing Statutory Auditor.
- c. **Basis of recommendation and Auditor Credentials: Credentials:** M/s. Nirav S Shah & Co., is an old and established chartered accountancy firm, having been set up in the year 2009. The firm's head office is in Ahmedabad with its operations adequately supported by qualified professionals and staff

Special businesses:

5. Regularization cum appointment of Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution(s):

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, 161, 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by Nomination and Remuneration Committee and pursuant to approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director of the Company for period of **five (5) years w.e.f. 12th October, 2020**, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company."

"RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Ajay Raj Singh (07160204) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013."

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

“RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Ajay Raj Singh (07160204) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Ajay Raj Singh (07160204) as Whole- Time Executive Director.”

“RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

6. Regularization cum appointment of Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as Non-Executive Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Viren Rajeshkumar Makwana (DIN: 09007676), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 23rd December, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company **for a period of 5 years i.e. up to 22nd December, 2025**, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Viren Rajeshkumar Makwana (DIN: 09007676) and filing of other necessary forms and documents with the Registrar of Companies.”

7. Regularization cum appointment of Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) as Non-Executive Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152,161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 23rd July, 2021 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the

Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to **22nd July, 2026**, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) and filing of other necessary forms and documents with the Registrar of Companies.”

8. Alteration of the Object Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution(s):

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for alteration of Main Object Clause III(A) of the Memorandum of Association of the Company, by addition of following clause as a clause 4 to the Main Object Clause III(A);

- 4.** To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconstruct, develop, set up, turn to account, maintain, keep, operate and run multiple food processing units for manufacturing, processing, preparing, preserving, refining, buying, selling and otherwise dealing in any manner in all type of food and food related products including cereals, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description and providing incidental and ancillary services in relation thereto, and to act as buyer, seller, stockiest, distributors, importer, exporter, or otherwise to deal in all sorts of food grains, commodities, vegetables, fruits, edibles, vegetarian and non -vegetarian food products and similar goods and to establish, promote, develop, manage multiple brands, trade name and trademarks in relation to the business of the Company for dealing in food articles, food products, All kind of fast moving consumer goods (All FMCG Goods) and other consumer products and for such purpose to act as a brand owner, licensee, franchisee, representative or distributor and/or otherwise.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

Registered Office

C-103, Titanium Square,
Thaltej Cross Road,
S.G Highway, Thaltej
Ahmedabad – 380059

**For and on behalf of Board of Directors
For, Bright Solar Limited
CIN: L51109GJ2010PLC060377**

Date: August 27, 2021
Place: Ahmedabad

**Sd/-
Piyushkumar Babubhai Thumar
(Chairman & Managing Director)**

IMPORTANT NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read together with Circular dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Annual General Meeting of the Company is being held through VC / OAVM. The deemed venue for the Annual General Meeting shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Annual General Meeting is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Since the Annual General Meeting will be held through VC/OAVM, the route map of the venue of the Annual General Meeting is not annexed hereto.
4. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc) intending to authorize their representatives to attend the Annual General Meeting are required to send a scanned certified copy of the Board Resolution (PDF/JPEG Format) authorizing their representative to attend and vote on their behalf at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scsandcollp@gmail.com with copies marked to the Company at compliance@brightsolar.co.in and to to NSDL at evoting@nsdl.co.in.
5. In compliance with the the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular Dated May 12, 2020, Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of Annual General Meeting and Annual Report will also be available on the Company’s website at www.brightsolarltd.com, website of the Stock Exchange i.e., National Stock Exchange of India Limited (NSE Emerge) at www.nseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
6. In compliance with MCA Circulars, Members attending the Annual General Meeting through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
7. Details of Directors retiring by rotation /seeking appointment /re-appointment at this Meeting are provided in the “Annexure” to this Notice.
8. The record date for declaration of dividend is **Friday, September 17, 2021**.
9. Members seeking any information with regard to the accounts or any matter to be placed at the Annual General Meeting are requested to write to the Company on or before **Friday September 17, 2021** through email on compliance@brightsolar.co.in. The same will be replied by the Company suitably.
10. **Registration of email ID and Bank Account details:**

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- i. Kindly visit on the website of our RTA, Accurate Securities & Registry Private Limited, <https://accuratesecurities.com/data-updation.html>

OR

- ii. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and Bank Account details in the Demat Account as per the process followed and advised by the DP.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH using NSDL e-Voting system ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the 11th AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this 11th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 11th AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the 11th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 11th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 11th AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the 11th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 11th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 11th AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 11th AGM has been uploaded on the website of the Company at www.brightsolarltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com respectively and the 11th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

7. 11th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Saturday, September 25, 2021 at 09:00 A.M.** and ends on **Monday, September 27, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, September 22, 2021** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, September 22, 2021.**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="544 1155 1407 1592">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="544 1626 1407 1771">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="544 1805 1407 2024">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with

	NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@brightsolar.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@brightsolar.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 11th AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the 11th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 11th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 11th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@brightsolar.co.in. The same will be replied by the company suitably.

INFORMATION ON DIVIDEND

- Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the **Record Date i.e. Friday, 17th September, 2021**, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reason, Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service.
- Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
- Pursuant to the amendments introduced by the Finance Act, 2020, the dividend income is taxable in the hands of shareholders. Accordingly, if any resident individual shareholder is in receipt of dividend exceeding ₹ 5,000 in a fiscal year, entire dividend will be subject to TDS @ 7.5%. The rate of 7.5% is applicable provided the shareholder has updated his/her Permanent Account Number (PAN) with the depository/ Registrar and Transfer Agent (RTA). Otherwise the TDS rate will be 20%.
- If the dividend to a resident individual shareholder does not exceed ₹ 5,000 in a fiscal year, no TDS will be deducted.
- If the resident individual shareholder provides declaration in Form 15G (applicable to an individual less than 60 years of age and HUF)/ Form 15H (applicable to an Individual who is 60 years and above), no TDS will be deducted.
- The entire dividend will be subject to TDS for non-individual (Firm, AOP, BOI, Company) resident shareholders without any threshold limit. The tax deduction rate will be 7.5% provided a valid PAN is updated with the company or the depository/ RTA. Otherwise the TDS rate will be 20%.
- Tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors ("FIIs") and Foreign Portfolio Investors ("FPIs") in view of specific provision under section 196D of the Income tax Act 1961.
- TDS is not applicable on the dividend paid to the insurance companies in case it provides a self-declaration that the shares are owned by it and it has full beneficial interest along with a self-attested PAN.
- TDS is not applicable on the dividend paid to a Mutual Fund specified under clause (23D) of section 10 of Income Tax Act, 1961. Such Mutual Fund should provide a self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961, self- attested copy of PAN card and registration certificate.
- TDS applicable to non-resident shareholders other than FIIs/ FPIs: For non-resident shareholders, the rate of withholding tax is 20% (plus applicable surcharge and cess) as per Indian Income- tax Act, 1961. However, where a non-resident shareholder is eligible to claim the tax treaty benefit, and the tax rate provided in the respective tax treaty is beneficial to the shareholder, then the rate as per the tax treaty would be applied. In order to avail tax treaty benefits, non-resident shareholders would be required to submit ALL the below documents:

- Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received.
- Form 10F as per the format specified under Income Tax Act, 1961.
- Copy of PAN Card attested.
- Self-declaration for non-existence of permanent establishment/ fixed base in India.

(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)

- All the above-mentioned documents should be sent to the Company by post or courier or through e-mail ID on compliance@brightsolar.co.in on or before Friday, September 11, 2020. Failure to do so, will attract higher TDS rates as mentioned in the above paragraphs.
- **INFORMATION ON TAX DEDUCTED:**
- Shareholders can check Form 26AS from their e-filing accounts at <https://incometaxindiaefiling.gov.in>.
- Shareholders can also use the “View Your Tax Credit” facility available at www.incometaxindia.gov.in. Please note, the credit in Form 26AS would be reflected after the TDS Return is filed on a quarterly basis by the Company, and the same is processed by the Income-tax department.

xiv. Shareholder can send their queries if any to compliance@brightsolar.co.in.

Registered Office

C-103, Titanium Square,
Thaltej Cross Road,
S.G Highway, Thaltej
Ahmedabad – 380059

**For and on behalf of Board of Directors
For, Bright Solar Limited
CIN: L51109GJ2010PLC060377**

Date: August 27, 2021
Place: Ahmedabad

**Sd/-
Piyushkumar Thumar Thumar
(Chairman & Managing Director)**

Annexure to Notice

Annexure I

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act') and Secretarial Standard - II on General Meeting

Item No. 05

Regularization cum appointment of Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director of the Company: SPECIAL RESOLUTIONS

The Board of Directors of the company ("the board") at its meeting held on 12th October, 2020 had appointed Mr. Ajay Raj Singh (07160204) as an Additional Executive Director of the Company for a period of 5 years w.e.f. 12th October, 2020 in terms of provision of Section 161 read with Sections 196, 197 & 198 and Schedule V to the Companies Act, 2013 and subject to approval of the Shareholders at the ensuing Annual General Meeting.

In terms of provisions of Section 161 of the Companies Act, 2013, Mr. 12th October, 2020 holds office up to the date of ensuing Annual General Meeting and as such his appointment is required to be regularized. The Board of Directors proposes his appointment as a Whole- Time Executive Director of the Company for a period of five year w.e.f. 12th October, 2020.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Ajay Raj Singh for the office of Whole Time Director.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on August 27, 2021, considered and recommended the appointment of Mr. Ajay Raj Singh (DIN: 07160204) as a Whole Time Director of the Company to hold office up to next 5 years i.e. 15th AGM, liable to retire by rotation.

The Board of Directors had noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director of the Company, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

It is proposed to seek the members' approval for the regularization cum appointment and remuneration payable to Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director of the Company, in terms of the applicable provisions of the Act.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in the Solar product business and Infrastructure projects. The Company is doing EPC projects of Solar Pumping, Solar Rooftop and water supply projects.

Date or expected date of commencement of commercial production: The Company is engaged in the business of Solar Industry.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Rs. In Lakh)

Particulars	Standalone	
	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations	2452.39	2346.95
Other Income	25.52	16.95
Total Income	2477.91	2363.91
Earnings before Finance cost, depreciation and amortization (EBITDA)	78.88	157.45
Less: Depreciation and Amortization Expense	(40.41)	(42.25)
Less: Finance costs	(9.95)	(8.59)
Profit before tax	28.52	106.61
Less: Tax expense	(10.89)	(29.21)
Profit for the year (PAT)	17.63	51.58

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at 31st March, 2021, total holding of Foreign Shareholders was i.e. 39000 of Promoter Group and other Foreign Shareholders holding was 1,62,000 Equity Shares.

Information about the Executive Director:

Background Details: Mr. Ajay Raj Singh aged 29 years holds a B. Com Degree in Accounting and from Bhawanipur College. 4 years' Experience in Bio mass renewable energy Sector which includes setting up Mini Cold storages running only on bio mass. (Currently Supplied to various government departments of Assam State). Working as a director From last 5 years in Greenech Agro Industries Private Limited which deals which Agro related products, specially Tea processing

Past Remuneration:- NIL

Recognition of Award: None

Job Profile and his suitability: His Capabilities as an accountable and entrepreneur enable him to diversify Bright Solar Limited's presence into different nations and thereby different horizons.

Remuneration Proposed: Nil.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Ajay Raj Singh (07160204), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Ajay Raj Singh (07160204) has no pecuniary relationship with any of the Directors or Key Managerial Personnel and their relatives of the company.

In compliance with the provisions of Sections 161, 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and other applicable Regulations of SEBI (LODR) Regulations, 2015, the regularization cum appointment and remuneration specified above to Mr. Ajay Raj Singh (07160204) are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for a period of five year w.e.f. 12th October, 2020 until revised further.

The Board of Directors is of the view that the appointment of Mr. Ajay Raj Singh (07160204) as a Whole- Time Executive Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 4 of the accompanying notice for approval by the Members of the Company.

Except Mr. Ajay Raj Singh (07160204) himself, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 06

Regularization cum Appointment of Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as Non-Executive Independent Director of the company: ordinary resolution(s)

Mr. Viren Rajeshkumar Makwana (DIN: 09007676) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on 23rd December, 2020 and with effect from 23rd December, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mr. Viren Rajeshkumar Makwana (DIN: 09007676) will hold office up to the date of the ensuing AGM. Mr. Viren Rajeshkumar Makwana (DIN: 09007676) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on August 27, 2021, considered and recommended the appointment of Mr. Viren Rajeshkumar Makwana (DIN: 09007676) as a Non-Executive Independent Director of the Company to hold office up to 22nd December, 2025, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Viren Rajeshkumar Makwana (DIN: 09007676) fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A brief profile of Mr. Viren Rajeshkumar Makwana (DIN: 09007676), including nature of his expertise, is provided at is provided under Annexure to the notice of this Annual Report.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Viren Rajeshkumar Makwana for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Viren Rajeshkumar Makwana (DIN: 09007676) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Viren Rajeshkumar Makwana (DIN: 09007676) are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 5 for the approval of the Members by way of passing Ordinary Resolution(s).

Item No. 07

Regularization cum Appointment of Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) as Non-Executive Independent Director of the company: ordinary resolution(s)

Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) was appointed as an Additional Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on 23rd July, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013, on the terms that Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) will hold office up to the date of the ensuing AGM. Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) be appointed as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee under Section 160 of companies act 2013, and the Board of Directors has, at their respective meetings held on August 27, 2021, considered and recommended the appointment of Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) as a Non-Executive Independent Director of the Company to hold office up to 22nd July, 2026, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A brief profile of Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790), including nature of his expertise, is provided at is provided under Annexure to the notice of this Annual Report.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mrs. Shivangi Bipinchandra Gajjar for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Shivangi Bipinchandra Gajjar (DIN: 07243790) are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the matter and the resolution set out under Item No. 5 for the approval of the Members by way of passing Ordinary Resolution(s).

Item No. 08

Alteration of the Object Clause of the Memorandum of Association of the Company: SPECIAL RESOLUTIONS

The Main business of the Company is Manufacturing of Solar water pump set and solar PV Rooftop power plants. However, the Company wish to extent its business operation by entering into new business of FMCG products. Hence, to enable the Company to capitalize on these business opportunities, the Board of Directors of the Company in its meeting held on August 27, 2021 has approved, subject to the consent of the shareholders, amendment in Clause III (A) (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at **Item no. 8** of this Notice.

The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas as defined therein.

The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, in digital mode at the website of the Company at <http://www.brightsolarltd.com/investor-relations/>.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 8 for approval of the members as a Special Resolution.

Item No.03

Name of Director	Piyushkumar Babubhai Thumar (DIN: 02785269)
Date of Birth	September 10, 1980
Date of Initial Appointment	April 23, 2010
Date of Appointment (at current term)	January 25, 2018
Educational Qualifications	Senior Secondary Class (SSC)
Expertise in specific functional areas - Job profile and suitability	He has a Professional Experience of more than 19 Years in International Trade, Road Construction equipment spare parts deals, Solar Energy systems and projects. He has been awarded, Certificate of Competence by the Gujarat Energy Research and Management Institute for demonstrating fundamental level of competence in technical and management aspects of the Solar Photovoltaic Technology by completing the four day course as a part of the Solar Technical Workshop. He too has vast experiences in the analysis of rates, preparing of variation order, bill of quantities, and in planning of solar projects. Apart from his hands on experience of implementing 110 solar energy projects both big and small, he is advising National and Multinational Companies and has been mentoring start-ups in solar sector.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Membership: - 2 committees of the Board
Shareholding in the Company:	1,26,36,000 Number of Equity Shares at the end of March 31, 2021
Inter-se Relationship with other Directors	Nil

Item No. 05

Name of Director	Mr. Ajay Raj Singh
Date of Birth	October 22, 1992
Date of Initial Appointment	October 12, 2020
Date of Appointment (at current term)	October 12, 2020 to next 5 years
Educational Qualifications	B. Com in Accountancy
Expertise in specific functional areas - Job profile and suitability	Completed School from La Martiniere for Boys, Kolkata and Graduation From Bhawanipur College (B. Com in Accountancy Honours). Work Experience: 4 years' Experience in Bio mass renewable energy Sector which includes setting up Mini Cold storages running only on bio mass. (Currently Supplied to various government departments of Assam State). Working as a director from last 5 years in Greenech Agro Industries Private Limited which deals which Agro related products, especially Tea processing.

Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	M/s. Greenech Agro Industries Private Limited (CIN: U01403WB2014PTC204362)
Memberships / Chairmanships of committees of other public companies	Membership: - 1 committees of the Board
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

Item No. 06

Name of Director	Mr. Viren Rajeshkumar Makwana
Date of Birth	July 10, 1988
Date of Initial Appointment	December 23, 2020
Date of Appointment (at current term)	December 23, 2020 to December 22, 2025
Educational Qualifications	ICSI, Mast of Law in Intellectual Property Rights, Pursue Ph.D in Real Estate Regulations.
Expertise in specific functional areas - Job profile and suitability	Mr. Viren Rajeshkumar Makwana, aged 33 years, is a qualified Company Secretary (Associate Member) from the Institute of Company Secretaries of India, He has completed Master of Law in Intellectual Property Rights in May 2013 from University School of Law, Ahmedabad, Gujarat. Since, September, 2019 he is enrolled as a Research Scholar (Ph.D, Department of Law, Gujarat University) and is perusing research on the subject of Real Estate Regulations. Currently, He is associated with The Sandesh Limited as a Deputy Manager in the Legal and Secretarial Department. He is proficient in the field of Law, Accounts and Compliance and has an experience of more than 9 years in this field.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies	Chairperson: - 4 committees of the Board
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

Item No. 07

Name of Director	Mrs. Shivangi Bipinchandra Gajjar
Date of Birth	October 18, 1991
Date of Initial Appointment	July 23, 2021
Date of Appointment (at current term)	July 23, 2021 to July 22, 2026
Educational Qualifications	ICSI, MBA in Finance, Bachelor of laws, enrolled for research scholar for CSR.
Expertise in specific functional areas - Job profile and suitability	FCS Shivangi Bipinchandra Gajjar is a qualified Company Secretary (Fellow Member – F10671) from the Institute of Company Secretaries of India. She has completed Master of Business Administration in Finance in June 2014 and Bachelor of Business Administration in June, 2012 from K. S. School of Business Administration, Gujarat University, Ahmedabad, Gujarat, Bachelor of Laws from D.T. Law College, Gujarat University, Ahmedabad, Gujarat. Since, July, 2017, she is enrolled as a Research Scholar (Ph.D, B. K. School of Management, Gujarat University) and is pursuing research on the subject of Corporate Social Responsibility. Currently, she is associated with Sabarmati River Front Development Corporation Limited as Whole-time Company Secretary since 2018, Kenrik Industries Limited as an Independent Director since 2018 and recently associated with Franklin Industries Limited as an Independent Director since January, 2021. She is proficient in the field of Compliance and has an experience of more than 6 years in this field.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	M/s. Franklin Industries Limited- Independent Director M/s. Kenrik Industries Limited- Independent Director
Memberships / Chairmanships of committees of other public companies	Membership: - 4 committees of the Board
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors	Nil

Registered Office

C-103, Titanium Square,
Thaltej Cross Road,
S.G Highway, Thaltej
Ahmedabad – 380059

For and on behalf of Board of Directors

For, Bright Solar Limited

CIN: L51109GJ2010PLC060377

Date: August 27, 2021

Place: Ahmedabad

Sd/-

**Piyushkumar Babubhai Thumar
(Chairman & Managing Director)**