

Letter of Offer
Dated: March 01, 2023
For Eligible Public Shareholders only



BRIGHT SOLAR LIMITED

Our Company was originally incorporated as 'Bright Solar Limited', as a Limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated April 23, 2010 issued by Registrar of Companies, Dadra and Nagar Haveli, Gujarat. Consequently upon the conversion of our Company into public limited company, the name of our Company was changed to "Bright Solar Limited" and fresh Certificate of Incorporation dated January 29, 2018 was issued by the Assistant Registrar of Companies, Dadra and Nagar Haveli, Gujarat. For details of change in name and registered office of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page no. 90 of this Letter of Offer.

Corporate Identification Number: L51109GJ2010PLC060377

Registered office: C-602, Titanium Square, Near Thaltej Circle, Thaltej, Ahmedabad - 38005, **Telephone No.:**+ 07948926868

Contact Person: Ritendrasinh Kishorsinh Rathod, Company Secretary and Compliance Officer,

E-mail: compliance@brightsolar.co.in; **Website:** www.brightsolarltd.com;

OUR PROMOTER: MR. PIYUSHKUMAR BABUBHAI THUMAR

WILFUL DEFAULTER

NEITHER OUR COMPANY NOR ANY OF OUR PROMOTERS OR DIRECTORS IS CATEGORISED AS A WILFUL DEFAULTER

FOR PRIVATE CIRCULATION TO THE PUBLIC ELIGIBLE EQUITY SHAREHOLDERS OF BRIGHT SOLAR LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

RIGHT ISSUE OF UPTO 46,00,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES" OR "RIGHTS EQUITY SHARES) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 10 PER RIGHTS EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ Nil PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING UP TO ₹ 460.00 LAKHS ("THE ISSUE ") ON A RIGHTS BASIS TO THE PUBLIC ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARES FOR EVERY 9 FULLY PAID-UP EQUITY SHARES HELD BY THE PUBLIC ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS INR 10 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 152. THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 60 TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 152 OF THIS LETTER OF OFFER.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the issue. For taking an investment decision, investors must rely on their own examination of our company and the issue, including the risks involved. The rights equity shares in the issue have not been recommended or approved by the securities and exchange board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Letter of Offer. Specific attention of the investors is invited to the section titled "Risk Factors" on page 28 of this Letter of Offer.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue which is material in the context of the Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on the National Stock Exchange Limited ("NSE" or "Stock Exchange"). Our Company has received 'in-principle' approvals from NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated January 31, 2023. Our Company will also make an application to the Stock Exchange(s) to obtain the trading approval for the Rights Entitlements as required under the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/13) dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is NSE

REGISTRAR TO THE ISSUE

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, India

Telephone: 011-40450193-197

Email: ipo@skylinerta.com

Investor Grievance Email: grievances@skylinerta.com

Website: www.skylinerta.com

Contact Person: Ms. Rati Gupta

SEBI Registration Number: INR000003241

CIN: U74899DL1995PTC071324

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON#
April 03, 2023	April 06, 2023	April 10, 2023

* **Public Eligible Equity Shareholders** are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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**SECTION I GENERAL
DEFINITIONS AND ABBREVIATIONS**

This Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications there to notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

Provided that terms used in the sections/chapters titled “**Industry Overview**”, “**Offer Document Summary**”, “**Financial Information**”, “**Statement of Special Tax Benefits**”, “**Outstanding Litigation and Material Developments**” and “**Issue Related Information**” on pages, 53, 103 & 142 and respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/chapters.

GENERAL TERMS

Term	Description
“Bright Solar Limited”, “our Company”, “the Company”, “the Issuer”	Bright Solar Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at C-602, Titanium Square, Nr. Thaltej Cross Road, S. G. Highway, Ahmedabad - 380 059 (Gujarat)
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.

COMPANY RELATED TERMS

Term	Description
“Annual Audited Financial Statements	The audited financial statements of our Company prepared under Ind AS for Fiscal 2019, 2020 and 2021 and for the six months period ended September 30,2021, prepared in line with Ind AS notified under the Companies Act, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
“Articles” / “Articles of Association” / “AoA”	Articles / Articles of Association of our Company, as amended from time to time.
“Auditor” / “Statutory Auditor”/ “Peer Review Auditor”	Statutory and peer review auditor of our Company, namely, M/s. Nirav S. Shah & Co., Chartered Accountants, Ahmedabad.
“Board”/ “Board of Directors”	Board of directors of our Company or a duly constituted committee thereof.
“Chief Financial Officer / CFO”	Mr. Bhavesh Jain, the Chief Financial Officer of our Company.
“Company Secretary and Compliance Officer”	Mr. Ritendrasinh Kishorsinh Rathod, the Company Secretary and the Compliance Officer of our Company.
“Director(s)”	The director(s) on the Board of our Company, unless otherwise specified.
“Equity Shareholder”	A holder of Equity Shares
“Equity Shares”	Equity shares of our Company of face value of ₹ 10 each.
“Executive Directors”	Executive directors of our Company.

“Independent Director(s)”	The independent director(s) of our Company, interms of Section 2 (47) and Section 149(6) of the Companies Act, 2013.
“Key Management Personnel” /“KMP”	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in this Letter of Offer.
“Memorandum of Association” /“MoA”	Memorandum of Association of our Company, as amended from time to time.
“Non-executive Directors”	Non-executive Directors of our Company.
“Non-Executive and Independent Director”	Non-executive and independent directors of our Company, unless otherwise specified
“Promoter”	Mr. Piyushkumar Babubhai Thumar is the Promoters of our Company. For further details, see “ <i>Our Promoter</i> ” on page 101 of this Letter of Offer.
“Promoter Group”	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations
“Registered Office”	The registered office of our Company located at C-602, Titanium Square, Nr. Thaltej Cross Road, S. G. Highway, Ahmedabad - 380 059 (Gujarat)
“Registrar of Companies”/ “ROC”	Registrar of Companies, Gujarat situated at ROC Bhavan, Opp. Rupal Park, Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat
Restated Financial Statements	Restated Standalone Financial Statements.
“Rights Issue Committee”	The committee of our Board constituted / designated for purposes of the Issue and incidental matters thereof.
“Shareholders/ Equity Shareholders”	The Equity Shareholders of our Company, from time to time.

ISSUE RELATED TERMS

Term	Description
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act.
Additional Right Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allot/Allotment/Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, Axis Bank Limited
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.

Allottee(s)	Persons to whom the Rights Equity Shares are Allotted pursuant to the Issue.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee (s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Investor.
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, or (ii) filling the online Application Form available on B-WAP, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application at B-WAP facility or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renounees) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue, in this case being Axis Bank Limited
Bankers to the Issue Agreement	Agreement dated February 28, 2022 entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in the Issue and which is described in "Terms of the Issue" on page No. 152.
NSE	NSE Limited
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs, which coordinate Bids under the Issue with the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in .
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation and bank account details, where applicable.
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.

Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange Limited
Eligible Equity Shareholders	Existing Equity Shareholders forming part of mere Public category as on the Record Date i.e. 06/02/2023 Please note that the investors who are forming part of mere public category are eligible to participate in the Issue (exclude certain overseas shareholders). For further details, see “Notice to Investors” on page 10.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being ICICI Bank.
FII / Foreign Institutional Investors	Foreign Institutional Investor [as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended] registered with SEBI under applicable laws in India.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018
IEPF	Investor Education and Protection Fund
ISIN	International securities identification number
Issue / Rights Issue	Up to 46,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 10 (Including a premium of ₹ Nil) per Rights Equity Share not exceeding an amount of ₹ 2646 Lacs on a rights basis to the Eligible Equity Shareholders forming part of mere public category of our Company in the ratio of 1 Rights Equity Shares for every 5 Equity Shares held by the Eligible Equity Shareholders forming part of mere public category of our Company on the Record Date.
Issue Closing Date	Monday, April 03, 2023
Issue Opening Date	Monday, April 10, 2023
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their applications, in accordance with the SEBI ICDR Regulations.
Issue Price	₹ 10 per Rights Equity Share including Premium of ₹ Nil /- per Equity Share.
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Upto 46,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 10 (Including a premium of ₹ Nil) per Rights Equity Share not exceeding an amount of ₹ 460.00 Lakhs.
Letter of Offer/LOF	This letter of offer be filed with the Stock Exchanges.
Net Proceeds	Proceeds of the Issue less our Company’s share of Issue related expenses. For further information about the Issue related expenses, see “ Objects of the Issue ” on page 45 of this Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies act 2013
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renounees.

Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws.
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders forming part of mere public category shall be eligible to apply for Rights Equity Shares, being 06/02/2023
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) is opened, in this case being, ICICI Bank Limited
“Registrar to the Issue” / “Registrar”	Skyline Financial Services Private Limited D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, India Telephone: 011-40450193-197 Email: ipo@skylinerta.com Investor Grievance Email: grievances@skylinerta.com Website: www.skylinerta.com Contact Person: Ms. Rati Gupta SEBI Registration Number: INR000003241 CIN: U74899DL1995PTC071324
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI– Rights Issue Circular, the Companies Act and any other applicable law.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements, which shall commence from the Issue Opening Date. Such period shall close on Friday, April 06, 2023 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s)/Retail Individual/Investor(s)/ RII(s)/RIB(s)	An individual Investor (including an HUF applying through karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations
Rights Entitlements/Res	The number of Rights Equity Shares that an Eligible Equity Shareholder who are forming part of mere public category is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date, being, 06/02/2023, 2 Rights Equity Shares for every 9 Equity Shares held on the Record Date. Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements shall be credited

	in dematerialized form in respective demat accounts of the Eligible Equity Shareholders who are forming part of mere public category before the Issue Opening Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021.
Self-Certified Syndicate Banks” or “SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Stock Exchanges	Stock exchange where the Equity Shares are presently listed, being NSE.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	A Company or person, as the case may be, categorized as a wilful defaulter or Fraudulent Borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Days	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Gujarat are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. “Working Day” shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

CONVENTIONAL AND GENERAL TERMS OR ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual general meeting
AIF	Alternative investment fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

AS	Accounting Standards issued by the Institute of Chartered Accountants of India
NSE	NSE Limited
CSE	Calcutta Stock Exchange
CDSL	Central Depository Services (India) Limited.
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder.
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
CSR	Corporate Social Responsibility
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended

Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
INR or ₹ or Rs. Or Indian Rupees	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of atleast 60% by NRI's including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
Regulation S	Regulation S under the United States Securities Act of 1933, as amended
SCRA	Securities Contract (Regulation) Act, 1956 of 1933, as amended
SCRR	The Securities Contracts (Regulation) Rules, 1957 as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The government of a state in India

Trademarks Act	Trademarks Act, 1999
TDS	Tax deducted at source
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America

NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders who are forming part of mere public category and this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the “Issue Materials”) will be sent/ dispatched only to such public Eligible Equity Shareholders who have provided email address and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those eligible equity shareholders who have not provided a valid email address to the Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchanges, subject to the applicable law.

Our Company shall also endeavour to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those eligible equity shareholders who have not provided a valid email address to the Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, or other Issue Materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer (“Restricted Jurisdictions”) and, in those circumstances, the Letter of Offer or any other Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer, or any other Issue Materials should not distribute such document(s) to any person outside India where to do so would or might contravene local securities laws or regulations. If this Letter of Offer, or any other Issue Materials is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India.

Envelopes containing an Application Form should not be postmarked or otherwise dispatched from any Restricted Jurisdiction, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India.

Neither the delivery of this Letter of Offer, or any other Issue Materials nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or any other Issue Materials or the date of such information.

SEBI has introduced the Concept of Credit of Rights Entitlements into the Demat Accounts of the Eligible Equity Shareholders, which can be Renounced by them by way of On Market Renunciation or Off Market Renunciation. Further, the Credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in Dematerialised Form.

The contents of this Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the purchase or sale of Rights Equity Shares or Rights Entitlements. Accordingly, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, neither our Company nor the Lead Manager is making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certifications set out in the Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letter should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations. Rights Entitlements may not be transferred or sold to any person in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE's shall be issued to public shareholders only and promoters and members of promoter group shall forgo their entitlement to equity shares, that may arise from present Rights Issue.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will not be dispatch to the promoter and members of promoters group. In addition, promoters and members of promoter group shall not directly or indirectly participate in the present Rights Issue. The present Rights Issue is open for subscription to PUBLIC SHAREHOLDERS ONLY.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

All references to “India” contained in this Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GOI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable. Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possession Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise; all references to a year in this Letter of Offer are to a calendar year A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Letter of Offer has been derived from our Financial Statements. For details, please see “**Financial Information**” on page 103. Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The GOI has adopted the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”).

The Restated Financial Statements of our Company for the Financial Years ended March 2020, 2021 and 2022 prepared in accordance with Indian GAAP as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. The Restated Audited Financial Statements of our Company for the Six months period ended September 30, 2022 is prepared in accordance with Indian GAAP as prescribed under Section 133 of Companies Act.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Letter of Offer in “lakh” units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Indian GAAP, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of Offer should accordingly be limited. For further information, see “**Financial Information**” on page 103.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one

or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America; and
- “Euro” or “€” are to Euros, the official currency of the European Union.

Our Company has presented certain numerical information in this Letter of Offer in “lakh” or “Lac” units or in whole numbers. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operation**” and elsewhere in this Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Financial Information.

Exchange Rates

This Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	Rate	Exchange rate as on		
		September 30, 2022	March 31, 2022	March 31, 2021
1 USD	81.5522	75.8071	73.5047	75.3859
1 Euro	80.1093	84.6599	86.099	83.0496

(Source: RBI reference rate <https://www.fbil.org.in/#/home>)

Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “**Risk Factors**” on page 28 of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry source.

FORWARD - LOOKING STATEMENTS

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Letter of Offer that are not historical facts.

These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- trends in the Indian Solar industry;
- uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
- performance of the industries in which our clients operate;
- performance of our key clients and our relationship with our intermediaries;
- adverse effect of competition on our market share and profits;
- changes in technology and our ability to manage any disruption or failure of our technology systems;
- our ability to:
 - manage our growth effectively;
 - manage our credit risk;
 - manage our quality of services;
- hire and retain senior management personnel and other skilled manpower;
- manage cost of compliance with labor laws or other regulatory developments;
- manage our operating costs;
- manage breakdown or failure of equipment, power supply or processes, natural disasters and accidents;
- successfully implement our business strategies and expansion plans;
- maintain effective internal controls;
- adequate and timely supply of assets necessary for our operations such as vehicles and equipment;
- state of road, air and other transportation infrastructure in India;
- changes in general, political, social and economic conditions in India and elsewhere;
- general levels of GDP growth, and growth in employment and personal disposable income; and
- Economic uncertainties, fiscal crises or instability in India.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "**Risk Factors**", "**Our Business**" beginning on pages 28 and 65, respectively, of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

SECTION-II

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Letter of Offer, including the sections titled “**Risk Factors**”, “**The Issue**”, “**Objects of the Issue**”, “**Our Business**”, “**Industry Overview**”, “**Outstanding Litigation and Material Developments**” and “**Terms of the Issue**” on pages 28, 39, 160, 45, 65, 53, 142 & 152 and respectively.

1. Summary of Industry

INDIAN ECONOMY GROWTH

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP increased 7.1 per cent in 2016-17 and is expected to reach a growth rate of 7 per cent by September 2018.

Market size

India's gross domestic product (GDP) grew by 6.3 per cent in July-September 2017 quarter as per the Central Statistics Organization (CSO). Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalization of profits, especially in sectors like automobiles and banks, according to Bloomberg consensus.

The tax collection figures between April-June 2017 Quarter show an increase in Net Indirect taxes by 30.8 per cent and an increase in Net Direct Taxes by 24.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 404.92 billion in the week up to December 22, 2017, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US\$ 77.6 billion in 2017 while private equity (PE) deals reached US\$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- Indian companies raised Rs 1.6 trillion (US\$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- India received net investments of US\$ 17.412 billion from FIIs between April-October 2017.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.
- The bank recapitalization plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.

- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US\$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- The Government of India has saved US\$ 10 billion in subsidies through direct benefit transfers with the use of technology, Aadhaar and bank accounts, as per a statement by Mr Narendra Modi, Prime Minister of India.
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The total projected expenditure of Union Budget 2018-19 is Rs 23.4 lakh crore (US\$ 371.81 billion), 9 per cent higher than previous year's budget, as laid out in the Medium Term Expenditure Framework (MTEF).
- India received the highest ever inflow of equity in the form of foreign direct investments (FDI) worth US\$ 43.4 billion in 2016-17 and has become one of the most open global economies by ushering in liberalisation measures, as per the mid-year economic survey of India.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US\$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US\$ 40 billion from US\$ 4 billion by 2025, as per Mr Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- Indian merchandise exports in dollar terms registered a growth of 30.55 per cent year-on-year in November 2017 at US\$ 26.19 billion, according to the data from Ministry of Commerce & Industry
- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Road Ahead

- India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.
- India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022.
- India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

(Exchange Rate Used: INR 1 = US\$ 0.0156 as on December 29, 2017)

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

OVERVIEW OF INDIAN SOLAR MARKET

According to Mercom, roughly 8 GW more will be installed in 2018. The solar project pipeline in India is now approximately 13 GW, according to Mercom's India Solar Project Tracker. Currently, about 6 GW of tendered projects are awaiting auction. As of March 2017, India had installed 12.2GW of utility scale solar. In June 2015, the government had revised India's solar power target to 100GW from 20GW, by 2022.



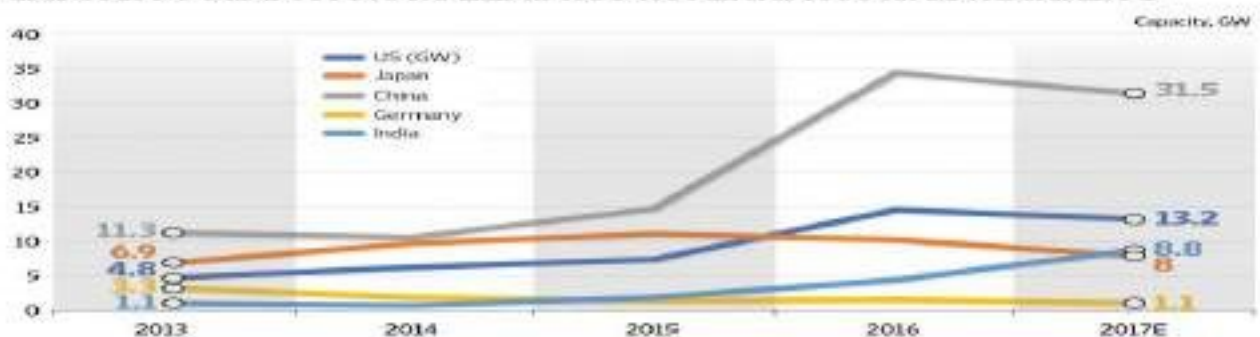
An anti-dumping petition filed by domestic solar manufacturers against solar imports from China, Taiwan, and Malaysia with the Directorate General of Anti-Dumping (DGAD) has been accepted. DGAD, a unit of the Ministry of Commerce, has officially initiated the investigation and preliminary findings could take up to 12 months. In general, DGAD rarely accepts a petition unless it is sure about the validity of the case. This means there is a strong possibility that DGAD will recommend an anti-dumping duty on solar imports. The more important question is whether the Ministry of Finance will accept anti-dumping duties if they are recommended by the Ministry of Commerce. In a previous 2014 instance, the Ministry of Finance refused to impose anti-dumping duties recommended by the Ministry of Trade. However, DGAD so far has received no objections or petitions by developers and manufacturers, and are strongly pushing to get anti-dumping tariff imposed.

After falling by approximately 5 percent in the second quarter of 2017, for the first time in years the average selling price (ASP) for Chinese modules is increasing in India.

Solar tariffs breached Rs. 2.50 (~\$0.038)/kWh for the first time during Q2 2017, making solar cheaper than coal in some cases. In the 500 MW Bhadla Phase-III Solar Park auction, a tariff of Rs. 2.44 (~\$0.037)/kWh won the highbid to develop 200 MW of solar. Now, every DISCOM wants this rate and it has caused auction activity to come to a standstill as DISCOMs try to negotiate better deals against a backdrop of rising module prices. Without regulatory clarity, the industry finds itself mired in confusion and lacks a cohesive strategy to tackle its challenges.

The Ministry of New & Renewable Energy (MNRE) has proposed the development of 7.5 GW of solar using domestically manufactured solar cells and modules during the second phase of its CPSU program. The program is designed to help revive the domestic solar manufacturing industry, which is facing intense competition from Chinese module manufacturers.

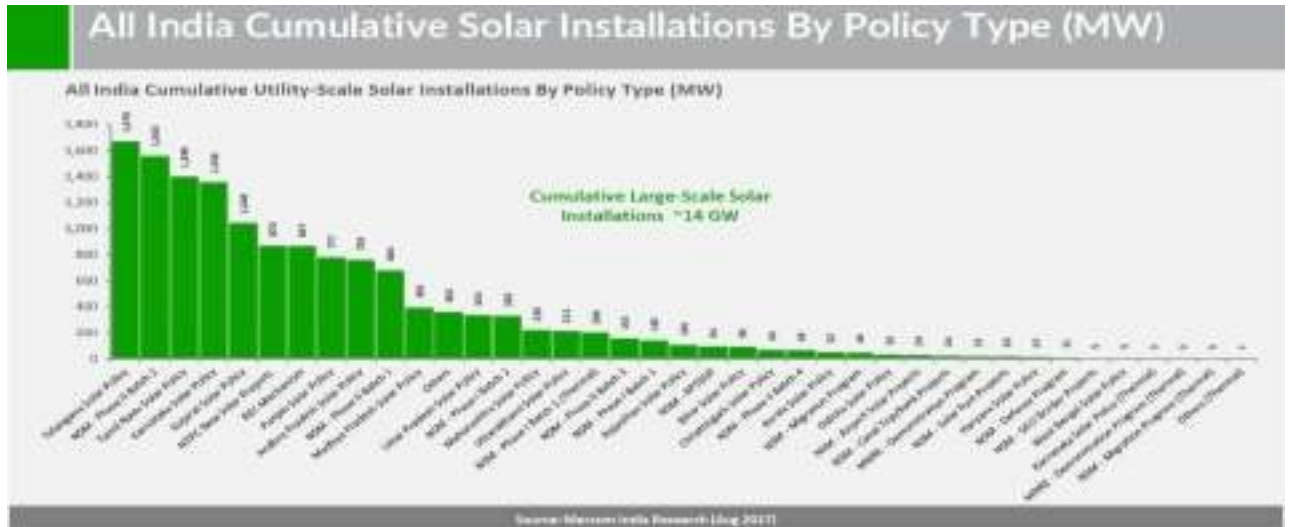
CAPACITY ADDITION IN LEADING INTERNATIONAL MARKETS



Total new solar capacity addition in the next five years is expected at 56GW". This, however, implies that India would fall short of its 100GW target. About 79GW of solar capacity is expected to be added globally in 2017, with Asian countries continuing to dominate the industry while Europe continues to fall in rankings. In India, the states of Tamil Nadu, Andhra Pradesh and Telangana have emerged as the fastest growing in terms of solar power capacity addition. In 2017 nearly 60% of total new capacity addition is expected to come from the southern states. Indian solar market has grown by an average 72% in the last three years and is now worth approximately 8-9GW per annum. Growing market size and strong government commitment to the sector have attracted the world's leading private sector players as well as resulted in lower tariffs for

consumers. As the sector matures, however, there is a formidable new challenge arising in the form of how to absorb rising share of intermittent energy into the grid.

(Source-http://www.bridgetoindia.com/wp-content/uploads/2017/05/BRIDGE-TO-INDIA_India-Solar-Handbook_2017-1.pdf)



MNRE Proposes 7.5 GW of Solar Projects Under the Second Phase of the CPSU Program: The Ministry of New and Renewable Energy (MNRE) has proposed developing 7.5 GW of solar by 2022 using domestically manufactured solar cells and modules during the second phase of its Central Public-Sector Unit (CPSU) program –which is an extension of an earlier JNNSM program. The proposal comes amid the agreement to end the DCR category by December 14, 2017, following the WTO ruling against India.

MNRE Amends Guidelines for Disbursement of NCEF Grants: The Ministry of New and Renewable Energy (MNRE) amended the guidelines for the disbursement of the National Clean Energy Fund (NCEF) grant for the development of intra-state transmission systems under the green energy corridor project in the states of Andhra Pradesh, Himachal Pradesh, Gujarat, Karnataka, Madhya Pradesh, Rajasthan, Maharashtra, and Tamil Nadu.

State DISCOMs to Buy a Minimum of 20 Percent of Power Generated by Solar Parks: The Ministry of New and Renewable Energy (MNRE) has issued a new order stating, “The state government in which the solar park is being developed must agree to buy a minimum 20 percent of power produced in the park through its DISCOMs. If the state has agreed to buy more than 20 percent of power from one or more solar parks in the state, then the purchase of lower capacity from other solar parks in the state is allowed so that the state ends up purchasing a minimum 20 percent of aggregate power produced in all solar parks in that state.” This provides clarity to park developers and project developers as the prior order did not address states with multiple parks.

MNRE Issues Advisory to States that Calls for Using Spare Space Near Substations to Develop Solar Projects: The Ministry of New and Renewable Energy (MNRE) has issued an advisory asking state governments to utilize the available spare space near substations and prioritize the construction of solar projects based on the availability of land near substations or the transmission system.

(Source:https://www.renewableenergyindiaexpo.com/Portals/18/PDF_Files/REI%20Expo%20-%20India%20Solar%20Market%20Update%20-%20Whitepaper%20by%20Mercom%20India.pdf)

The global polypropylene woven bags and sacks market is expected to oNServe high growth in the forthcoming years. Over the forecast period, from 2021 to 2031, the Polypropylene Woven Bags & Sacks Market is expected to grow at a steady pace. The development of the market is fueled by the packaging industry's positive growth, which is likely to be an important factor likely to drive the global Polypropylene

Woven Bags and Sacks market. Growing disposable income of people, population growth, and thriving economies are likely to emerge as the primary drivers of the market, particularly in the developing countries. Animal feeds, maize, chemicals, cashew nuts, sugar, and fertilizers, and a variety of other products are all packed in polypropylene woven bags and sacks.

Makers of polypropylene woven bags and sacks are coming up with biodegradable polypropylene woven bags and sacks that can be recycled easily so that they don't cause any harm to the environment. In the last few years, cement industry has generated the huge demand for these bags and sacks, thanks to rapid industrialization and urbanization. Several international companies are targeting the population in the Middle East region due to the thriving business of the construction and the building industry.

The polypropylene woven bags and sacks market is segmented into laminated polypropylene woven bags and non-laminated polypropylene woven bags. The laminated polypropylene woven bags and sacks market is further sub segmented into Kraft paper laminate and BOPP Laminate. On the basis of end use, Rs.Rs. the polypropylene woven bags and sacks market is segmented into building & construction, agriculture & allied industries, food, retail and shopping and others.

2. Summary of Business

COMPANY'S BACKGROUND

Our Company was originally incorporated as "Bright Solar Private Limited" at Ahmedabad on April 23, 2010, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Consequently upon the conversion of our Company into public limited company, the name of our Company was changed to "Bright Solar Limited" and fresh Certificate of Incorporation dated January 29, 2018 was issued by the Assistant Registrar of Companies, Ahmedabad.

Our company is engaged in assembling of DC/AC Solar Pumps and Solar Pump Systems under the registered brand name of "PUMPMAN", "BRIGHT SOLAR", and "BRIGHT SOLAR WATER PUMP". Our company is also engaged in EPC contracts of Solar Photovoltaic Water pumps which include supplying, installing and commissioning of the pump system along with comprehensive maintenance contract for a specific period of 1-5 years. In solar pump system we are having wide range of products of DC Solar Pump, Solar Pump Inverter and AC Solar Pump.

In the year 2017-18, we have started providing consultancy services for acquiring projects and tender bidding after identifying competent client on tender to tender basis. In addition, we have also been added water supply, sewerages and infra project in our service portfolio. We have also been awarded water supply and sewerages projects.

Our company is in process of acquiring land admeasuring area of 18209 Square meters at Khata No. 338, Survey No. 415-1, Village: Fagvel, Ta:- Kathlal, Dist:- Kheda, Gujarat and on which our company is planning to set up manufacturing unit for Solar PV modules/panels. Our Company has already executed agreement to sale on February 15, 2018 and paid Rs. 43.00 Lakhs towards earnest money for acquisition of land. Our Company is also planning to set up water treatment plant assembling unit at Patna (Bihar).

To sum up, we are into assembling of DC/AC Solar Pumps and Solar Pump Systems, EPC contracts of Solar Photovoltaic Water pumps, consulting of Projects and tenders, Water supply and Sewerages Infra Project. We are planning to commence Solar Module manufacturing and water treatment plant assembling unit.

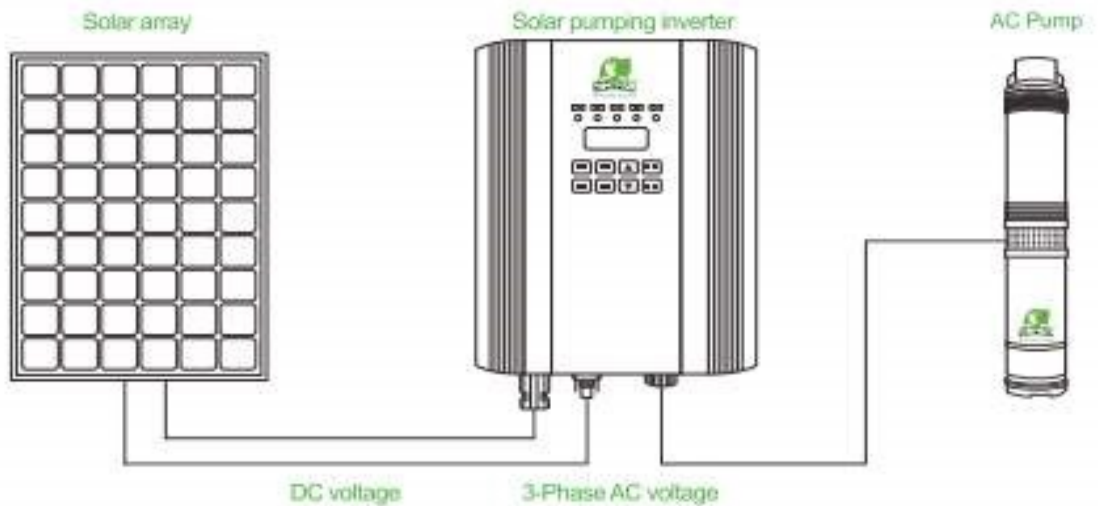
OUR BUSINESS VERTICALS

BUSINESS VERTICALS



OUR PRODUCTS

BRIGHT SOLAR WATER PUMPING SYSTEM ASSEMBLING AC / DC & EPC PROJECTS:



Bright Solar pumping system consists of solar pumping inverter, pump and PV array. Consider that storing water is more efficient than storing electricity; the system is designed to directly drive the pump without battery which can reduce the construction and operating cost and routine maintenance effectively.

The PV array consists of multiple solar panels connected in series/parallel, which can supply the whole system as power source by converting the absorbed solar radiation energy to the electrical energy. Solar pumping inverter can implement the control of the whole

system operation, which drives the pump by converting DC power produced by the PV array to AC power. This inverter can adjust the output frequency according to the solar irradiation intensity in real time to implement the MPPT (maximum power point tracking).

The pump driven by a 3-phase AC motor draws water from deep-well or river. The pumped water is then fed into reservoir or water tank, or connected to the irrigation system or fountain system directly. All of centrifugal pump, axialflow pump, mixed-flow pump, and deep-well pump can be utilized.

Operation of Solar Water Pumping System

A solar photovoltaic array directly generates electricity from the sun's light with no moving or wearing parts. Here solar radiations are converted into direct current (DC electricity) and this generated electricity is used to pump water through groundwater source. The size of the pump is designed based on the total requirement of water for irrigation of crop and total head. The size of the solar array is designed consider- in availability of yearly solar radiationson location, and power required to operate water pump.

Components Involved in the System

1. Solar PV array: The Solar PV array is a set of photovoltaic modules connected in series and possibly strings of modules connected in parallel.
2. Controller: The Controller is an electronic device which matches the PV power to the motor and regulates the operation of the pump according to the input from the solar PV array.
3. Pump Set: Pump sets generally comprises of the motor, which drives the operation and the actual pump which moves the water under pressure.

Advantages

- | | |
|---|--|
| 1. Reliable and long life. | 2. Produces water when it's needed most. |
| 3. Low labor and maintenance cost. | 4. No fuel costs. |
| 5. Easy to remove, transport, and store | 6. Non-polluting. |

3. Our Promoter

The Promoter of our Company is Piyushkumar Babubhai Thumar.
For further details please see chapter titled "Our Promoter".

4. Objects of the Issue

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below: (Rs. In Lakhs)

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue	Estimated deployment in FY 2022-23 [^]	Estimated deployment in FY 2023-24
1.	Funding the Incremental working capital requirements of our Company	460.00	0	460.00
	Net Proceeds*	460.00	0	460.00

^Any portion of the Net Proceeds not deployed for the stated Objects in FY 2023-24 will be deployed by our Company in FY 2024-25.

*Assuming full subscription and Allotment with respect to the Rights Equity Shares.

For further details, please see chapter titled “Objects of the Issue” beginning on page 45 of this Letter of Offer.

5. Summary of Restated Financial Information

Financial Information as at and for the Financial Years ended on March 2022 is at page no 103

6. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter, our Directors and our Group Companies is provided below:

Sr. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (Rs. In Lakh)
1.	Litigation Involving Our Company		
i.	Litigation against our Company		
	Criminal proceedings	NIL	NIL
	Civil Proceedings	5	998.68
	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
	Tax Proceedings	NIL	NIL
	Other Material Litigations	NIL	NIL
	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	NIL	NIL
ii.	Litigation by our Company		
a)	Criminal proceedings	NIL	NIL
b)	Civil and other Material Litigations	NIL	NIL
2.	Litigation Involving Our Promoters		
i.	Litigation against our Promoters		
a)	Criminal proceedings	NIL	NIL
b)	Civil Proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings (including interest)		
e)	Other Material Litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	NIL	NIL
ii.	Litigation by our Promoters		
a)	Criminal proceedings	NIL	NIL
b)	Civil Proceedings	NIL	NIL
c)	Civil and other Material Litigations	NIL	NIL
3.	Litigation Involving Our Directors		
i.	Litigation against our Directors		
a)	Criminal proceedings	NIL	NIL
b)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
c)	Tax Proceedings (including interest)	1	0.06
d)	Other Material Litigations	NIL	NIL
e)	Disciplinary action against our Company by	NIL	NIL

	SEBI or any stock exchange in the last five Fiscals		
ii.	Litigation by our Directors		
a)	Criminal proceedings	NIL	NIL
b)	Civil and other Material Litigations	NIL	NIL

For further details, please see the chapter titled “**Outstanding Litigation and Material Developments**”.

7. Risk Factors

Please see the chapter titled “**Risk Factors**” beginning on page 28 of this Letter of Offer.

8. Summary of Contingent Liabilities

For details, see “**Financial Information**” on page 103 of this Letter of Offer.

9. Summary of Related Party Transactions.

For details of the related party transactions and as reported in the Restated Financial Statements, see “**Financial Information** on page 103 of this Letter of Offer.

10. Issue of equity shares made in last one year for consideration other than cash. : NIL

11. Split/ Consolidation of Equity Shares In The Last One Year.

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Letter of Offer.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE’s shall be issued to public shareholders only and promoters and members of promoter group shall forgo their entitlement to equity shares, that may arise from present Rights Issue.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will not be dispatch to the promoter and members of promoters group. In addition, promoters and members of promoter group shall not directly or indirectly participate in the present Rights Issue. The present Rights Issue is open for subscription to PUBLIC SHAREHOLDERS ONLY.

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SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Letter of Offer, including the risks and uncertainties described below and the “Financial Information” on page 103, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Our Business”, “Industry Overview” and “MARKET PRICE INFORMATION” on pages 141, respectively, as well as the other financial information included in this Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see “Forward Looking Statements” on page 16 .

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Standalone Financial Statements included in this Letter of Offer. For further information, see “Financial Information” on page 103.

Internal Risk Factors

- 1. The novel coronavirus (Covid-19) pandemic outbreak and steps taken control the same have significantly impacted our business, results of operations, financial condition and cash flows and further impact will depend on future developments, which are highly uncertain.**

The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, had/have taken preventive or protective actions, such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. The Government of India had announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions. While progressive relaxations have since been granted for movement of goods and people and cautious re-opening of businesses and offices, lockdowns may be reintroduced in the future. Certain countries have reinstated lockdown conditions due to a “second wave” of the COVID-19 outbreak and the discovery of a new strain of the coronavirus in the United Kingdom. Further the State Governments reinstated complete lockdown conditions and/or imposed additional restrictions owing to the “second wave” of the pandemic during the first quarter of the current financial year.

The rapid spread of COVID-19 and global health concerns relating to this outbreak have had a severe negative impact on all businesses including retail sector. The COVID-19 pandemic could continue to have an impact that may worsen for an unknown period of time. While the Government of India and other governments in the world have initiated its COVID-19 vaccination drive, there is still some uncertainty relating to the impact of the COVID-19 pandemic on the global and the Indian economy, and we are unable to accurately predict the near-term or long-term impact of the COVID-19 pandemic on our business. Accordingly, if the uncertainty relating to the impact of the COVID-19 pandemic continues, our business operations may be impacted adversely. Furthermore, even though all members of our team are duly vaccinated against Covid still in the event any member or members of our management or operations team being severely impacted by COVID-19, it may potentially affect our operations. The impact of COVID-19 pandemic on the overall economic environment still being uncertain. Any risks arising

on account of a fresh round of COVID-19 such as in relation to lockdown, slowdown of economic activities, loss of life and debilitation of key personnel can have an adverse effect on our business, results of operations, cash flows and financial condition. We are not able to predict the duration and severity of the economic conditions arising out of a fresh outbreak of COVID-19 pandemic and as a consequence, our financial results for a particular period are difficult to predict.

- 2. Our company is engaged in assembling of solar water pumping system and our customers receives subsidy from State/Central Government. Any reduction or discontinuation of such subsidy will results in reduction in number of potential consumers.**

We provide services of assembling of solar water pumping system to beneficiaries for their captive purpose, the Channel partner Scheme which was run by MNRE in which we had done few projects where subsidy was received by us from MNRE to the tune of Rs. 3,56,94,900/-. The scheme was discontinued and now beneficiaries are eligible for claiming subsidy directly from State/Central Government.

Apart from the same scheme was discontinued by the government, in future, if there is any reduction or any discontinuance of subsidy from State/Central Government, we may require to charge total cost of project from customers which will ultimately results higher cost to the customer. As a result number of potential consumer of our services may reduce which will ultimately affect our potential revenue in future to that extent.

- 3. We are dependent on third parties for the supply of services and finished goods.**

Our business is significantly affected by the availability, cost and quality of the materials and bought out items. The prices and supply of materials and bought out items depend on factors not under our control, including domestic and international general economic conditions, competition, availability of quality suppliers, production levels, transportation costs and import duties. We majorly require finished goods for our Contracts of Engineering, Procurement and Construction and we depend on third party for supply of such goods used in particular contracts. Any delay in supply of goods effect our projected completion of work and ultimately affect our business.

- 4. Our Company has incurred losses during the last financial years. Such financial losses sustained by us in the most recent financial year, may not be perceived positively by external parties such as investors, clients, customers, bankers etc., which may affect our credibility and business operations.**

There are losses in our recent financial years. The financial loss in the most recent financial year may not be perceived positively by external parties such as investors, clients, customers, bankers etc, which may affect our credibility and business operations. The brief details of our profitability/Losses during the last 3 financial years is provided below:

Amount Rs In Lakhs.				
Particulars	Half Year ended September 30, 2022	Financial Year 2021-22	Financial Year 2020-2021	Financial Year 2019- 2020
Profit After Tax	(460.62)	(0.01)	0.01	51.57

- 5. There may be potential conflicts of interest of our Promoters, Promoters' Group or Directors are involved in same business activities that compete with or are in the same line of activity as our business operations.**

Our Promoter company have Certain Group Companies/entities are involved in similar line of Business that is being carried out by our Company. Also our Company has entered into various transactions with our Group Companies and will continue to do in future. Further, we have not entered into any non-compete agreement with our said entity. We cannot assure you that our Promoters, Promoter's Group or Directors who have common interest in said entities may not favour the interest of the said entity. Any such present and future conflicts could have a material effect on our reputation, business, results of operations and financial condition which may affect our profitability and results of operations.

- 6. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms at a future date, may have an adverse effect on our operations, profitability and growth prospects.**

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

Our Working capital requirements are in line with the industry standards. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled Objects of the Issue beginning on page 45 of this Letter of Offer.

7. Our success depends largely upon the knowledge and experience of our Promoters and other Key Managerial Personnel. Any loss of our key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.

Our Promoters have several years of experience in the in the solar industry. Further, our Managing Director has over 22 years of experience in the solar industry. Over the course of their business dealings, our Promoters and Management have forged strong relationships with various vendors and business associates. Our Company depends on the management skills and guidance of our Promoter for marketing and growth of our business. Our Promoter, along with our key managerial personnel, who form an integral part of our Company, have over the years built relations with suppliers, customers and other key stakeholders associated with our Company. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our key managerial personnel are unable or unwilling to continue in his / her present position, and if it could be difficult for us to find a suitable or timely replacement than our business could be adversely affected. This may adversely affect our financial condition and results of operations.

8. There is a Civil Litigation instituted against our Company

There is a Civil Litigation instituted against our Company. A summary of outstanding litigation proceedings involving our Company, our Directors and our Promoter as on the date of this Letter of Offer is provided below at page no 149.

9. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the “Objects of the Issue”. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, debts, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans.

For further details please refer to the chapter titled Objects of the Issue” beginning on page 39 of this Letter of Offer of this Letter of Offer.

10. We do not own the registered office which is used by us currently.

We have taken present registered office at lease and owner of the property granted his Consent to our Company to use said office premises, as our Registered Office and carry out our Business Activities. In the event, the permission to use under which we occupy the aforementioned premises or certain terms and conditions that are unfavourable to us are imposed on us in relation to the afore referred to premises, or if we are otherwise unable to occupy such premises, we may suffer a disruption in our operations, which could have an adverse effect on our business and financial results.

11. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. If we fail to maintain such registrations and licenses or comply with applicable conditions, then such respective regulatory can impose fine on our company or suspension and/or cancellation the approval/licenses which may affect our business adversely. Moreover, there can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Further, certain statutory and regulatory may put certain terms and conditions, which are required to be complied with by us. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations.

12. Our business depends on our manufacturing facility and the loss of or shutdown of operations of the manufacturing facility on any grounds could adversely affect our business or results of operations.

Our manufacturing facilities are subject to operating risks such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, raw material shortage or unsuitability, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, earthquakes and other natural disasters, social unrests, industrial accidents, our ability to respond to technological advances and emerging industry and safety standards and practices in the industries in which we operate and propose to operate on a cost-effective and timely basis and any other factors which may or may not be within our control and also we need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results.

Although we take precautions to minimize the risk of any significant operational problems at our facilities, our business, financial condition, results of operations and the trading price of our Equity Shares may be adversely affected by any disruption of operations at our facilities, including due to any of the factors mentioned above.

13. Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Although, we have entered into contract for supply of contractual labour but there is no certainty that we will be able to get the requisite amount of manpower whenever required. Though we have not faced any labour problem in the past, we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lock- outs or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

14. Any inability on our part to maintain quality standards could adversely impact our business, results of operations and financial condition.

Quality control is vital element for our sector. Any rapid change in our customers' expectation on account of changes in technology or introduction of new product or any other reason and failure on our part to meet their expectation could adversely affect our business, results of operations and financial condition. Any failure on our part to successfully meet customer demand or preference may negatively affect our business, results of operation and financial condition.

15. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoters and Directors; they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies/Entities.

Our Promoters – Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoters and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Entity which may be or may not be at Arms' Length Price and in Ordinary Course of Business. If the transactions are executed not on Arms' Length Price and in Ordinary Course of Business, our financial position may get affected to that extent.

16. Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

We maintain insurance that we consider to be sufficient typical in our industry in India and in amounts which are commercially appropriate for a variety of risks, including fire and burglary. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our business operations, particularly if the loss suffered is not easily quantifiable. Our insurance policies contain exclusions and limitations on coverage, as a result of which, we may not be able to successfully assert our claims for any liability or loss under such insurance policies. Additionally, there may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. Furthermore, there can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable.

The occurrence of an event for which we are not insured, where the loss is in excess of insured limits occurs or where we are unable to successfully assert insurance claims from losses, could result in uninsured liabilities. However, in ordinary course of business, there have been no such instances of inadequacy of insurance cover of our assets which had adversely affected our operation and financials in preceding three financial year. Further, despite such uninsured losses we may remain obligated for any financial indebtedness or other obligations related to our business. Any such uninsured losses or liabilities could result in an adverse effect on our business and financial results.

17. Our Company is involved in certain legal proceedings, which if determined against us, may impact financial conditions.

Our Company is involved in certain legal proceedings. Further, these legal proceedings are pending at different levels of adjudication. The summary of outstanding legal and other proceedings by our company are given in the following table:

(Rs. in Lakh)

Particular	Nature of cases	No of outstanding cases	Amount involved excluding the Interest amount
Litigation by Company			
	Civil Cases	3	1399.85

The summary of outstanding legal and other proceedings against our company and Director are given in the following table. Any adverse decision against our Company may affect our financial condition.

(Rs. in Lakh)

Particular	Nature of cases	No of outstanding cases	Amount involved excluding the Interest amount
Litigation against Company			
	Income Tax Demand	1	1.23
	Tax Deducted at Source Demand	2	0.04
Litigation against Directors	Income Tax Demand	1	0.06

For further details refer the section titled “Outstanding Litigations and Material Developments” on page no. 142 of this Prospectus.

18. Our Company is involved in certain insolvency litigation proceedings, which if determined against us, may impact status of the Company.

Our Company is involved in insolvency legal proceedings. M/s. G.L.E India Solar Pvt Ltd has filed an insolvency petition under Section 9 of the IBC vide CP(IB)/66(AHM)/2022 on account of non-payment against material supply. Although, the Company believes that the Company has not requires to pay any amount to M/s. G.L.E India Solar Pvt Ltd but the adverse order under this litigation may affect the operation as perpetuality of the Company.

19. Our failure to perform in accordance with the standards prescribed in work order of our client could result in loss of business or payment of liquidated damages.

We received work order from our clients. Certain of these work order may require us to comply with the code of conduct and rules and regulations prescribed by our clients, which may increase our compliance costs. We may be unable to effectively address service constraints or accurately predict service requirements, as a result of which our clients may experience service shortfalls. Any disruptions to our businesses as a result of actions outside of our control, could significantly impact the continued performance of our obligations to meet the quality or performance standards set out in our client contracts which may in-turn harm and cause clients to terminate their contracts with us, impair our ability to obtain renewal of our contracts from existing clients and impair our ability to grow our client base, any of which could affect our business, financial condition and results of operations. In the event that we are unable to meet the prescribed obligations, we may also be required to pay compensation or liquidated damages to our clients on the terms set out in our contracts. In certain instances, we may also be required to bear consequential liability. Certain work order may also require us to provide indemnities to our clients with respect of any negligent act or omission by or misconduct of our employees. In the event there is an increase in claims against us for which we are not insured, our business, financial condition and results of operations may be affected.

20. We face competition in our business from domestic competitors. Such competition would have an adverse impact on our business and financial performance.

The industry, in which we are operating, is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations

EXTERNAL RISK FACTORS

1. Our business is affected by prevailing economic, political and other prevailing conditions in India and the markets we currently service.

Our results of operations and financial condition depend significantly on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Various factors may lead to a slowdown in the Indian, which in turn may adversely impact our business, prospects, financial performance and operations. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, volatility in inflation rates and various other factors. Accordingly, high rates of inflation in India could increase our employee costs and decrease our operating margins, which could have an adverse effect on our results of operations. Any slowdown in the economy of the markets in which we operate may adversely affect our business and financial performance of our business and operation.

2. Terrorist attacks, civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy, the health of which our business depends on.

India has from time to time experienced social and civil unrest and terrorist attacks. These events could lead to political or economic instability in India. Events of this nature in the future could have a material adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected. India has also experienced social unrest, Naxalite violence and communal disturbances in some parts of the country. If such tensions occur in places where we operate or in other parts of the country, leading to overall political and economic instability, it could adversely affect our business, results of operations, financial condition and trading price of our Equity Shares.

3. We foresees competition from existing and future indigenous manufacturers which may have adverse effect on our business, prospects, results of operations and financial condition.

We operate in a competitive business environment. Segment in which our company is currently operating and further expanding into is constantly evolving with capacity additions and addition of new suppliers.

Growing competition may subject us to pricing pressures and require us to reduce the prices of our products and services in order to retain or attract customers, which may have a material adverse effect on our revenues and margins. Further, several of our competitors whether in India or overseas are larger international and national companies and have access to greater resources, wider geographical reach, broader product ranges or may be able to develop or acquire technology or partner with innovators or customers at terms which are not presently feasible for us, due to our current scale of operations. Further, they may succeed in developing products that are far more effective, more technologically advanced, more popular or cheaper than our products. Any of these factors may have a material adverse effect on our business, prospects, results of operations and financial condition.

4. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, such as application of GST, may adversely affect our business results of operations, cash flows and financial performance.

Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government of India that affect our industry include income tax, goods and services tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time. For instance, as of July 1, 2017, GST in India replaced taxes levied by central and state governments with a unified tax regime in respect of the supply of goods and services in India. Any adverse changes in any of the taxes levied by the Government of India may adversely affect our competitive position and profitability. We cannot assure you that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the countries in which we operate may materially and adversely affect our business, results of operations and financial condition. In addition, we may have to incur expenditure to comply with the requirements of any new regulations, which may also materially harm our results of operations. We are also subject to these risks in all our overseas operations depending on each specific country. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities. As a result, any such changes or interpretations may adversely affect our business, financial condition and financial performance. Further, changes in capital gains tax or tax on capital market transactions or sale of shares may affect investor returns.

RISKS RELATING TO THE EQUITY SHARES

1. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncee(s) may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

2. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form (“Physical Shareholder”) may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with SEBI – Rights Issue Circular, the credit of Rights Entitlement and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two working days prior

to the Issue Closing Date (i.e., on or before Friday, April 8, 2022,) to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two working days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

3. Any future issuance of the Equity Shares, or convertible securities by our Company may dilute your future shareholding and sales of the Equity Shares by our Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, or convertible securities by our Company, including through exercise of employee stock options or restricted stock units may lead to dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, any future sales of the Equity Shares by the Promoters and members of our Promoter Group, or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

4. There is no guarantee that our Equity Shares will be listed in a timely manner or at all, and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future.

Secondary market trading in our Equity Shares may be halted by a stock exchange because of market conditions or other reasons. Additionally, an exchange or market may also close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments may be restricted, which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at a particular point in time.

5. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

6. There may not be an active or liquid market for our Equity Shares, which may cause the price of the Equity Shares to fall and may limit your ability to sell the Equity Shares.

The price at which the Equity Shares will trade after this Issue will be determined by the marketplace and may be influenced by many factors, including:

- our financial results and the financial results of the companies in the businesses we operate in;
- the history of, and the prospects for, our business and the sectors in which we compete;
- the valuation of publicly traded companies that are engaged in business activities similar to us; and

- significant developments in India's economic liberalization and deregulation policies.

In addition, the Indian equity share markets have from time to time experienced significant price and volume fluctuations that have affected the market prices for the securities of Indian companies. As a result, investors in the Equity Shares may experience a decrease in the value of the Equity Shares regardless of our operating performance or prospects.

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**SECTION IV –INTRODUCTION
THE ISSUE**

This Issue has been authorised through a resolution passed by our Board at its meeting held on January 11, 2023 pursuant to Section 62(1)(a) of the Companies Act. The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled “Terms of the Issue” on page 152 of this Letter of Offer.

Particulars	Details of Equity Shares
Equity Shares proposed to be issued	Upto 46,00,000 Equity Shares to eligible Equity Shareholders (who are mere forming part of public category).
Rights Entitlement	2 Equity Share for every 9 fully paid-up Equity Share held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 9 Equity Shares or is not in multiples of 9, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Record date	06/02/2023
Face Value per Equity Shares	10.00 each
Issue Price per Rights Equity Shares	Rs. 10/- per Rights Equity Shares
Issue Size	Upto 46,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 10 (Including a premium of ₹ Nil) per Rights Equity Share not exceeding an amount of 460.00 Lacs .
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank <i>pari passu</i> in all respects with the Equity Shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	2,04,00,000 Equity Shares
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	Upto 46,00,000 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	Upto 2,50,00,000 Equity Shares
Scrip Details	ISIN: INE684Z01010 NSE: BRIGHT ISIN for Rights Entitlement: INE684Z20010
Use of Issue Proceeds	For details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” on page 45.of this Letter of Offer.
Terms of the Issue	For details, please refer to the chapter titled “ <i>Terms of the Issue</i> ” on page 152 of this Letter of Offer.
Terms of Payment	The full amount of the Issue Price is payable on Application

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	Monday, April 03, 2023
Last Date for On Market Renunciation of Rights**	Friday, April 06, 2023
Issue Closing Date*	Monday, April 10, 2023
Finalizing the basis of allotment with the Designated Stock Exchange (on or about)	Thursday, April 13, 2023
Date of Allotment (on or about)	Monday, April 17, 2023
Date of credit (on or about)	Thursday, April 20, 2023
Date of listing (on or about)	Friday, April 28, 2023

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

*** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounces on or prior to the Issue Closing Date*

GENERAL INFORMATION

Our Company was originally incorporated as “Bright Solar Private Limited” at Ahmedabad on April 23, 2010, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli, Gujarat, Dadra and Nagar Haveli. Consequently upon the conversion of our Company into public limited company, the name of our Company was changed to “Bright Solar Limited” and fresh Certificate of Incorporation dated January 29, 2018 was issued by the Assistant Registrar of Companies, Ahmedabad.

Particulars	Details		
Registered Office	C-602, Titanium Square, Near Thaltej Circle, Thaltej, Ahmedabad – 380059 (Gujarat) Contact Person: Mr. Ritendrasinh Kishorsinh Rathod; Tel No.: + 079 489 268 68 Email: compliance@brightsolar.co.in; Web site: www.brightsolarltd.com		
Date of Incorporation	April 23, 2010		
Company Identification Number	L51109GJ2010PLC060377		
Company Category	Company limited by Shares		
Registrar of Company	Gujarat, Dadra and Nagar Haveli		
Address of the RoC	ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013 Tel No.: +91 79 – 2743 7597; Fax No.: +91 79 – 2743 8371 E Mail: roc.ahmedabad@mca.gov.in		
Company Secretary and Compliance Officer	Mr. Ritendrasinh Kishorsinh Rathod C/o Bright Solar Limited C-602, Titanium Square, Near Thaltej Circle, Thaltej, Tel No.: + 079 489 268 68 Email: compliance@brightsolar.co.in; Web site: www.brightsolarltd.com		
Designated Stock Exchange	National Stock Exchange of India Limited (Emerge Platform)		
Issue Programme	Issue Opens On:	Monday, April 03, 2023	Issue Closes On: Monday, April 10, 2023

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Letter of Offer:

Sr. No.	Name	Designation	DIN
1.	Mr. Piyushkumar Thumar	Chairman & Managing Director	02785269
2.	Mr. Ajay Raj Singh	Whole Time Director	07160204
3.	Mrs. Shivangi Bipinchandra Gajjar	Independent Director	07243790
4.	Mr. Jagrutiben Rameshbhai Joshi	Independent Director	07737814
5.	Mr. Viren Rajeshkumar Makwana	Independent Director	09007676

For detailed profile of our Directors, please refer to the chapter titled “*Our Management*” on page 96 of this Letter of Offer.

Chief Financial Officer

Mr. **Parth Rameshbhai Jethava**, is the Chief Financial Officer of our Company. His contact details are set for hereunder.

Company Secretary and Compliance Officer

Mr. Ritendrasinh Kishorsinh. Rathod, Company Secretary and Compliance Officer of our Company. His contact details are set forth hereunder.

Details of Key Intermediaries pertaining to this Issue of our Company:

Registrar to the Issue

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, India
Telephone: 011-40450193-197
Email: ipo@skylinerta.com
Investor Grievance Email: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Ms. Rati Gupta
SEBI Registration Number: INR000003241
CIN: U74899DL1995PTC071324

Bankers To The Company :

ICICI Bank
5th Floor, HT Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai-400 020

Statutory and Peer Review Auditor of our Company

Nirav S. Shah & Co.,
Chartered Accountants,
112, Sakar V, Nr. Mithakhali Rly. Crossing, Off.
Ashram Road, Ahmedabad-380 009.
Ph. : 079-40301280 (M) 98256 09734
E-mail: shah.shahassociates@gmail.com

Bankers to the Issue/ Refund Bank

ICICI Bank
5th Floor, HT Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai-400 020

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se Allocation of Responsibilities

The Company has not appointed any merchant banker as the Issue size is less than ₹ 5,000.00 lakhs and hence there is no inter-se allocation of responsibilities.

Investor grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As the net proceeds of the Issue will be less than ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with the Stock Exchanges and not with SEBI. However, this Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Changes in Auditors during the last three years

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Letter of Offer.

Minimum Subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, for this Issue the minimum subscription which is required to be achieved is of at least 90% of the Issue. Our Company does not fall under the exemption to Regulation 86(1) which has been inserted by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020.

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are “officers in defaults” shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

EXPERTS

Except for the reports of the Auditor of our Company on the audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

Issue Schedule:

Event	Indicative Date
Issue Opening Date	Monday, April 03, 2023
Last Date for On Market Renunciation of Rights	Friday, April 06, 2023
Issue Closing Date*	Monday, April 10, 2023
Finalizing the basis of allotment with the Designated Stock Exchange (on or about)	Thursday, April 13, 2023
Date of Allotment (on or about)	Monday, April 17, 2023
Date of credit (on or about)	Thursday, April 20, 2023
Date of listing (on or about)	Friday, April 28, 2023

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided the Issue will not be kept open in excess of 30 days from the Issue Opening Date.

For further details, please see the chapter titled “Terms of the Issue” beginning on page no. 152 of Draft Letter of Offer.

CAPITAL STRUCTURE

The Share capital of our Company, as on the date of filing of this Letter of Offer with NSE and after giving effect to the Issue is set forth below: -

Particulars	Aggregate Value at Face Value (in Lakh)	Aggregate Value at Issue Price (in Lakh)
A Present Authorized Share Capital		
3,00,00,000 Equity Shares of face value of Rs.10 each	3000.00	NA
B Present Issue, Subscribed and Paid up Capital		
2,04,00,000 Equity Shares of face value of Rs.10 each	2040.00	NA
C Present Issue in terms of this Letter of Offer		
Upto 46,00,000 Right Equity Shares of Face Value of. Rs. 10 each for cash at a price of Rs. 10 per Equity Share**	460.00	460.00
D Issued, Subscribed and Paid-Up Equity Share Capital after this Issue**		
Upto 2,50,00,000 Equity Shares of Face Value of Rs. 10 each	2500.00	N.A
Securities Premium Account		(Rs. in Lakh)
Before the Issue		1404.00
After the Issue		1404.00

** Assuming full acceptance and Subject to finalization of Basis of Allotment, Allotment and deduction of Issue Expenses.

For further details, please refer to the Chapter titled “Issue Information. Our Company has no outstanding convertible instruments as on the date of this Letter of Offer.

NOTES TO CAPITAL STRUCTURE:

1. Intention and extent of participation by our Promoters and Promoter Group

To promoter may participate in the right subject to availability of fund.

2. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the SEBI SAST Regulations is 5.19 per equity share.

The ex-rights price per Equity Share has been calculated assuming full subscription to the Issue.

3. Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the SEBI LODR Regulations

- A. The shareholding pattern of our Company as on September 20, 2022, can be accessed on the website of the NSE at:

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BRIGHT&tabIndex=sme>

- B. Statement showing holding of Equity Shares of the Promoter and Promoter Group including details of lock-in, as on September 30, 2022 can be accessed on the website of the NSE at:

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BRIGHT&tabIndex=sme>

- C. Statement showing holding of Equity Shares of persons belonging to the category “Public” including shareholders holding more than 1% of the total number of Equity Shares as on September 30, 22 can be accessed on the website of the NSE at:

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BRIGHT&tabIndex=sme>

4. Details of the Shareholders holding more than 1% of the issued and paid-up equity share capital

The details of shareholders of our Company holding more than 1% of the issued, subscribed and paid-up Equity Share capital of our Company, as on September 30, 2022 are available at:

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BRIGHT&tabIndex=sme>

OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds raised through the Issue, after deducting Issue related expenses (“Net Proceeds”) towards the following objects:

a. Funding the Incremental working capital requirements of our Company;

(Collectively, referred to herein as the “Objects”).

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Rights Issue.

ISSUE PROCEEDS

The details of the Issue Proceeds are as follows:

	(Rs. in Lakhs)
Particulars	Estimated Amount
Gross Proceeds to be raised through the Issue*	460.00
Less: Issue related expenses**	37.33
Net Proceeds	422.67

*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment.

**See “- Estimated Issue Related Expenses” as mentioned below in this Chapter

UTILIZATION OF NET ISSUE PROCEEDS

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(Rs. in Lakhs)				
Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue	Estimated deployment in FY 2022-23	Estimated deployment in FY 2023-24
1.	Funding the Incremental working capital requirements of our Company**	422.67	0.00	422.67
	Net Proceeds*	422.67	0.00	422.67

^Any portion of the Net Proceeds not deployed for the stated Objects in FY 2023-24 will be deployed by our Company in FY 2024-25.

*Assuming full subscription and Allotment with respect to the Rights Equity Shares.

**Since company is not having adequate working capital, currently it is largely operating on job work model. With the proceeds received from rights issue, ratio of direct sale will improve.

The above fund requirements are based on our current business plan, internal management estimates and have not been appraised by any bank or financial institution. The deployment of funds raised through this Issue is at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. In view of the competitive environment of the industry in which we operate, we may have to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

In case of any increase in the actual utilisation of funds earmarked for any of the Objects of the Issue or a shortfall in raising requisite capital from the Net Proceeds, such additional funds for a particular activity will be met by means available to us, including by way of incremental debt and/or internal accruals. If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used towards general

corporate purposes to the extent that the total amount to be utilized towards general corporate purpose will not exceed 25% of the Gross Proceeds from the Issue in accordance with applicable law.

Means of Finance:

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue and through existing identifiable accruals.

DETAILS OF THE USE OF PROCEEDS

1. Funding the Incremental working capital requirements of our Company

Our business is working capital intensive. We finance our working capital requirement from our internal accruals, and bank finance. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 37.33 Lakh, .

We intend to meet our working capital requirements to the extent of ₹ 422.67 Lakh from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital

The details of our Company's composition of working capital as at March 31, 2023, March 31, 2024 and March 31, 2025 based on the Restated financial Statements. Further, the source of funding of the same are as set out in the table below:

Particulars	(Amount In Lacs)		
	March 31, 2022 Restated	March 31, 2023 Estimated	March 31, 2024 Estimated
Current Assets			
Inventories	218.95	240.845	821.92
Trade Receivables	633.48	570.132	1643.84
Cash and Cash Equivalents	290.85	261.765	50
Other Current Assets	1115.3	1003.77	273.97
Total (I)	2258.58	2076.512	2789.73
Trade Payables	277.53	249.777	410.96
Other Current Liabilities	312.66	343.926	82.19
Short Term Provisions	60.9	54.81	54.79
Short Term Borrowing	306.3	275.67	275.67
Total (II)	957.39	924.183	823.61
Net Working Capital	1301.19	1152.329	1966.12
Incremental Working Capital		201.34	490.56
Funding Pattern			
Part of Rights Issue Proceeds		-	460
Internal Accrual		201.34	30.56

Assumptions for working capital requirement

Assumptions for Holding Levels

(In Days)

Particulars	Holding Level as on March 31, 2022*	Holding Level as on March 31, 2023	Holding Level as on March 31, 2024
Current Assets			
Inventories	52	10	30
Trade Receivables	26	20	60
Current Liabilities	7	3	3
Trade Payables	52	5	15

*Our Company is having operation during last of FY 2021-2022. During the FY 2022-2023, company meet

Justification for Holding Period Levels

Particulars	Details
Inventories	We have assumed inventories holding level of 10 days in the financial year 2021-2022 and 30 days in the financial year 2022-2023 as against the actual 52 days in financial year 2022-2023 which was not having the full year of operation.
Trade Receivables	We have assumed trade receivables credit period of 20 days in the financial year 2021-2022 and 60 days in the financial year 2022-2023 as against the actual 26 days in financial year 2022-2023 which was operational for one quarter and does not reflect the actual holding period. Further to expand the business we will have to provide the credit period as estimated / projected above.
Trade Payables	We have assumed trade payables credit period of 5 days for the financial year 2022-2023 and 15 days in the financial year 2023-2024 as against 52 days in the financial year 2021-2022, as going forward, we intend to pay our creditors more quickly than past as more funds would be available with us through our proposed Right Issue which would help us in paying our liabilities quickly. This would help us in maintaining good terms with our creditors. This would help us to avail good cash discounts and negotiate with our vendors on better price to our advantage.

ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ 37.33 Lakh*. The expenses of the Issue include, among others, fees of the Registrar to the Issue, fees of the other advisors, printing and stationery expenses, advertising, and marketing expenses and other expenses.

The estimated Issue expenses are as under:

Particulars	Expenses (Rs. in Lakhs)	% of Estimated Issue Size	% of the Issue Expenses
Fee to the Advisor to the Issue	1.00	0.22	2.65
Fees of Registrar to the Issue	2.00	0.43	5.38
Fees payable to regulators, including Depositories and Stock Exchange	5.00	1.09	13.39
Statutory Advertising, Printing and Distribution	11.83	2.79	31.69
Other expenses (including miscellaneous expenses and stamp duty)	17.50	3.80	46.89
Total	37.33	6.20	100.00

** Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards Issue Expenses/general corporate purpose. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.*

APPRAISAL OF THE OBJECTS

None of the Objects for which the Net Proceeds will be utilized have been appraised by any agency.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or in any such other manner as permitted under the SEBI ICDR Regulations or as may be permitted by SEBI. We confirm that pending utilization of the Net Proceeds for the Objects of the Issue, our Company shall not utilize the Net Proceeds for any investment in the equity markets, real estate or related products.

BRIDGE LOAN

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument pending receipt of the Net Proceeds.

MONITORING UTILIZATION OF FUNDS FROM ISSUE

As this is an Issue for an amount less than ₹10,000 Lakhs, there is no requirement for the appointment of a monitoring agency. The Board or its duly authorized committees will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Issue Proceeds, including interim use, under a separate head along with details, for all such Issue Proceeds that have not been utilized. Our Company will indicate investments, if any, of unutilized Issue Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to the listing.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. The statement shall be certified by our Statutory Auditor. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement including deviations and variations, if any, in the utilization of the Issue Proceeds from the Objects of the Issue as stated above.

STRATEGIC AND FINANCIAL PARTNERS TO THE OBJECTS OF THE ISSUE

There are no strategic or financial partners to the Objects of the Issue.

KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, our Directors, associates or Key Managerial Personnel, and in the normal course of business and in compliance with the applicable laws.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors,
Bright Solar Limited
Ahmedabad

Dear Sir,
Reference – Rights Offer of Equity Shares by Bright Solar Limited

Subject - Statement of possible tax benefits (“the statement”) available to Bright Solar Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 10 of Part B-1 of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

1. We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by **Bright Solar Limited** ('the Company'), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 ('the Act') as amended by the Finance Act 2022, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24. the Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24 ('the Indirect Tax Act'), presently in force in India (together, the " Tax Laws") Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
3. We do not express any opinion or provide any assurance as to whether
 - I. the Company or its shareholders will continue to obtain these benefits in future;
 - II. the conditions prescribed for availing the benefits have been/ would be met with; and
 - III. the revenue authorities' courts will concur with the views expressed herein.
4. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
5. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
6. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
7. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Letter of Offer/Letter of Offer/Offer Documents in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For, V CAN & CO.
(Firm Registration no. 125172W)
Chartered Accountant
Abhishek Nirmal Jain
Partner
Mem. No. 159383
Date: 27th February, 2023
Place: Ahmedabad

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. Special Tax Benefits to The Company

The Company is not entitled to any special tax benefits under the Direct Tax Act.

B. Special Tax Benefits to The Shareholder

The Shareholders of the Company are not entitled to any special tax benefits under Direct Tax Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

For, V CAN & CO.

(Firm Registration no. 125172W)

Chartered Accountant

Abhishek Nirmal Jain

Partner

Mem. No. 159383

Date: 27th February, 2023

Place: Ahmedabad

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Indirect Tax Act, presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. Special Tax Benefits to The Company

The Company is not entitled to any special tax benefits under the Indirect Tax Act.

B. Special Tax Benefits to The Shareholder

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Letter of Offer/Letter of Offer/Offer Documents.

For, V CAN & CO.

(Firm Registration no. 125172W)

Chartered Accountant

Abhishek Nirmal Jain

Partner

Mem. No. 159383

Date: 27th February, 2023

Place: Ahmedabad

SECTION V – ABOUT THE COMPANY INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information.

GLOBAL ECONOMIC OUTLOOK

Global growth is firming, contributing to an improvement in confidence. A recovery in industrial activity has coincided with a pickup in global trade, after two years of marked weakness. In emerging market and developing economies (EMDEs), obstacles to growth among commodity exporters are gradually diminishing, while activity in commodity importers remains generally robust. As a result, and despite substantial policy uncertainty, global growth is grow 6.0 percent in 2021 and 4.9 percent in 2022.

Activity in advanced economies is expected to gain momentum in 2022, supported by an upturn in the United States, as previously anticipated. In the Euro Area and Japan, growth forecasts have been upgraded, reflecting strengthening domestic demand and exports. Investment across advanced economies has firmed, while private consumption growth has moderated. As actual growth continues to exceed potential growth, increasing inflation and narrowing output gaps have raised the prospects of less accommodative monetary policy. Advanced economy growth is expected to accelerate to 4.9 percent in 2023. As usual, the outlook is predicated only on legislated fiscal and trade policies.

The recovery in global trade coincides with strengthening investment, which is more import intensive than other components of aggregate demand. Nevertheless, structural headwinds, including slower trade liberalization and value chain integration, as well as elevated policy uncertainty, continue to weigh on the outlook for trade. Global financing conditions have been benign and benefited from improving market expectations about growth prospects. Financial market volatility has been low despite elevated policy uncertainty, reflecting investor risk appetite and, perhaps, some level of market complacency.

Renewed risk appetite has supported EMDE financial markets and led to a narrowing of corporate bond spreads globally. Capital inflows to EMDEs were robust in the first half of 2023, partly in a rebound from late-2020 weakness. Over time, however, a gradual tightening of international financing conditions may weigh on capital flows to EMDEs. Commodity prices have continued to rise moderately, although prospects for increased U.S. shale oil production are weighing on the outlook for oil prices. Against an improving international backdrop, growth in EMDEs has strengthened from a post crisis low of 4.5 percent in 2022. It is projected to reach 4.9 percent in 2023 and 5.2 percent in 2024. In commodity exporters, firming commodity prices, recovering industrial activity, stabilizing investment, and improving confidence are supporting a gradual recovery, following near stagnation in the past couple of years.

Growth continues to be robust among commodity importers. Windfalls from the recent decline in commodity prices is waning, but accommodative policies are supporting domestic demand and export growth is being bolstered by a recovery in global trade.

In low-income countries, growth is rebounding, as rising metals prices lift production in metals exporters and infrastructure investment continues in non-resource-intensive economies. However, some low-income countries are still struggling with declining oil production, conflict, drought, and security and political challenges.

A number of factors weigh on longer-term EMDE growth prospects, including structural headwinds to global trade, worsening demographics, slowing productivity growth, and governance and institutional challenges. Even if the expected modest rebound in investment across EMDEs materializes, slowing capital accumulation in recent years may already have reduced potential growth.

Substantial risks cloud this outlook, despite the possibility of fiscal stimulus in some major advanced economies, particularly the United States. Escalating trade restrictions could derail a fragile recovery in trade and undo gains from past liberalization efforts. A further increase in policy uncertainty from already high levels could dampen confidence and investment and trigger financial market stress, after a period and capital flows,

potentially amplified by vulnerabilities in some countries. Over the longer term, persistent weakness in productivity and investment growth would erode potential growth.

Policymakers face the challenge in nurturing the recovery, confronting downside risks, and fostering longer-term growth. Central banks in advanced economies will gradually normalize monetary policy as inflation increases and economic slack diminishes. While the U.S. tightening cycle is well ahead of other major advanced economies, it is proceeding at a substantially slower pace than in the past. Expansionary fiscal policy could help support the recovery, as long as it is consistent with medium term fiscal sustainability. Policy priorities include measures to support workers most affected by sectoral shifts in employment through better training and job search programs, and to share the dividends of growth and gains from globalization more widely. Inflation rates in EMDE commodity exporters and importers are converging. Easing in inflation among commodity exporters since mid-2023 has allowed a more accommodative monetary policy stance in some countries. Although the impact of the earlier drop in commodity prices on the government budgets of commodity exporters is dissipating, fiscal space remains constrained in many EMDEs, suggesting the need for continued fiscal adjustment. EMDEs will need to continue to pursue structural reforms to improve their longer term growth prospects, diversify their economies, and develop domestic as well as foreign markets. Good practices include policies to improve the business climate, support investment in human and physical capital, and enhance regional and global trade integration of EMDEs.

INDIAN ECONOMY GROWTH

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022-2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. Market size

India's gross domestic product (GDP) grew by 6.3 per cent in July-September 2023 quarter as per the Central Statistics Organization (CSO). Corporate earnings in India are expected to grow by over 20 per cent in FY 2021-22 supported by normalization of profits, especially in sectors like automobiles and banks, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US\$ 77.6 billion in 2017 while private equity

(PE) deals reached US\$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- Indian companies raised Rs 1.6 trillion (US\$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- India received net investments of US\$ 17.412 million from FIIs between April-October 2017.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.
- The bank recapitalization plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US\$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- The Government of India has saved US\$ 10 billion in subsidies through direct benefit transfers with the use of technology, Aadhaar and bank accounts, as per a statement by Mr Narendra Modi, Prime Minister of India.
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value, as per Mr. T V Mohan Das Pai, Chairman, Manipal Global Education.
- The total projected expenditure of Union Budget 2018-19 is Rs 23.4 lakh crore (US\$ 371.81 billion), 9 per cent higher than previous year's budget, as laid out in the Medium Term Expenditure Framework (MTEF).
- India received the highest ever inflow of equity in the form of foreign direct investments (FDI) worth US\$ 43.4 billion in 2016-17 and has become one of the most open global economies by ushering in liberalization measures, as per the mid-year economic survey of India.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US\$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US\$ 40 billion from US\$ 4 billion by 2025, as per Mr Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- Indian merchandise exports in dollar terms registered a growth of 30.55 per cent year-on-year in November 2017 at US\$ 26.19 billion, according to the data from Ministry of Commerce & Industry
- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Road Ahead

- India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms.

- India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022.
- India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

(Exchange Rate Used: INR 1 = US\$ 0.0156 as on December 29, 2017)

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

OVERVIEW OF INDIAN SOLAR MARKET

According to Mercom, roughly 8 GW more will be installed in 2018. The solar project pipeline in India is now approximately 13 GW, according to Mercom's India Solar Project Tracker. Currently, about 6 GW of tendered projects are awaiting auction. As of March 2017, India had installed 12.2GW of utility scale solar. In June 2015, the government had revised India's solar power target to 100GW from 20GW, by 2022.



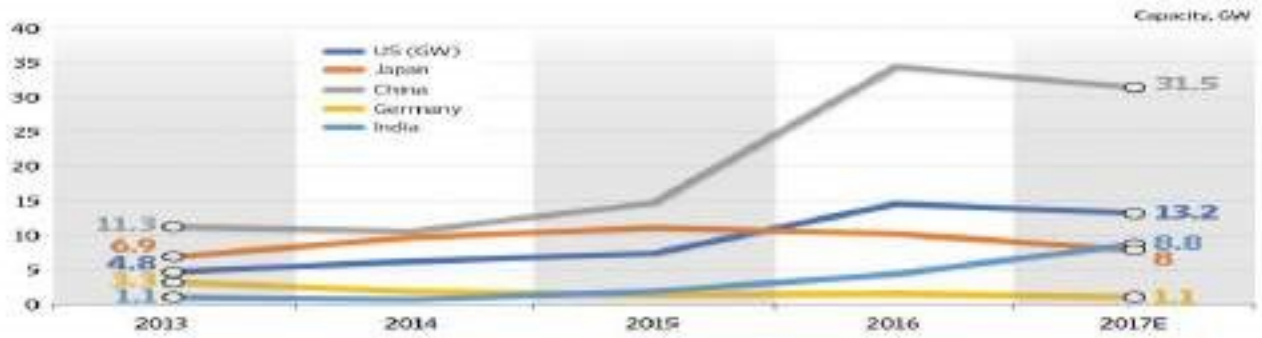
An anti-dumping petition filed by domestic solar manufacturers against solar imports from China, Taiwan, and Malaysia with the Directorate General of Anti-Dumping (DGAD) has been accepted. DGAD, a unit of the Ministry of Commerce, has officially initiated the investigation and preliminary findings could take up to 12 months. In general, DGAD rarely accepts a petition unless it is sure about the validity of the case. This means there is a strong possibility that DGAD will recommend an anti-dumping duty on solar imports. The more important question is whether the Ministry of Finance will accept anti-dumping duties if they are recommended by the Ministry of Commerce. In a previous 2014 instance, the Ministry of Finance refused to impose anti-dumping duties recommended by the Ministry of Trade. However, DGAD so far has received no objections or petitions by developers and manufacturers, and are strongly pushing to get anti-dumping tariff imposed.

After falling by approximately 5 percent in the second quarter of 2017, for the first time in years the average selling price (ASP) for Chinese modules is increasing in India.

Solar tariffs breached Rs. 2.50 (~\$0.038)/kWh for the first time during Q2 2017, making solar cheaper than coal in some cases. In the 500 MW Bhadla Phase-III Solar Park auction, a tariff of Rs. 2.44 (~\$0.037)/kWh won the highbid to develop 200 MW of solar. Now, every DISCOM wants this rate and it has caused auction activity to come to a standstill as DISCOMs try to negotiate better deals against a backdrop of rising module prices. Without regulatory clarity, the industry finds itself mired in confusion and lacks a cohesive strategy to tackle its challenges.

The Ministry of New & Renewable Energy (MNRE) has proposed the development of 7.5 GW of solar using domestically manufactured solar cells and modules during the second phase of its CPSU program. The program is designed to help revive the domestic solar manufacturing industry, which is facing intense competition from Chinese module manufacturers.

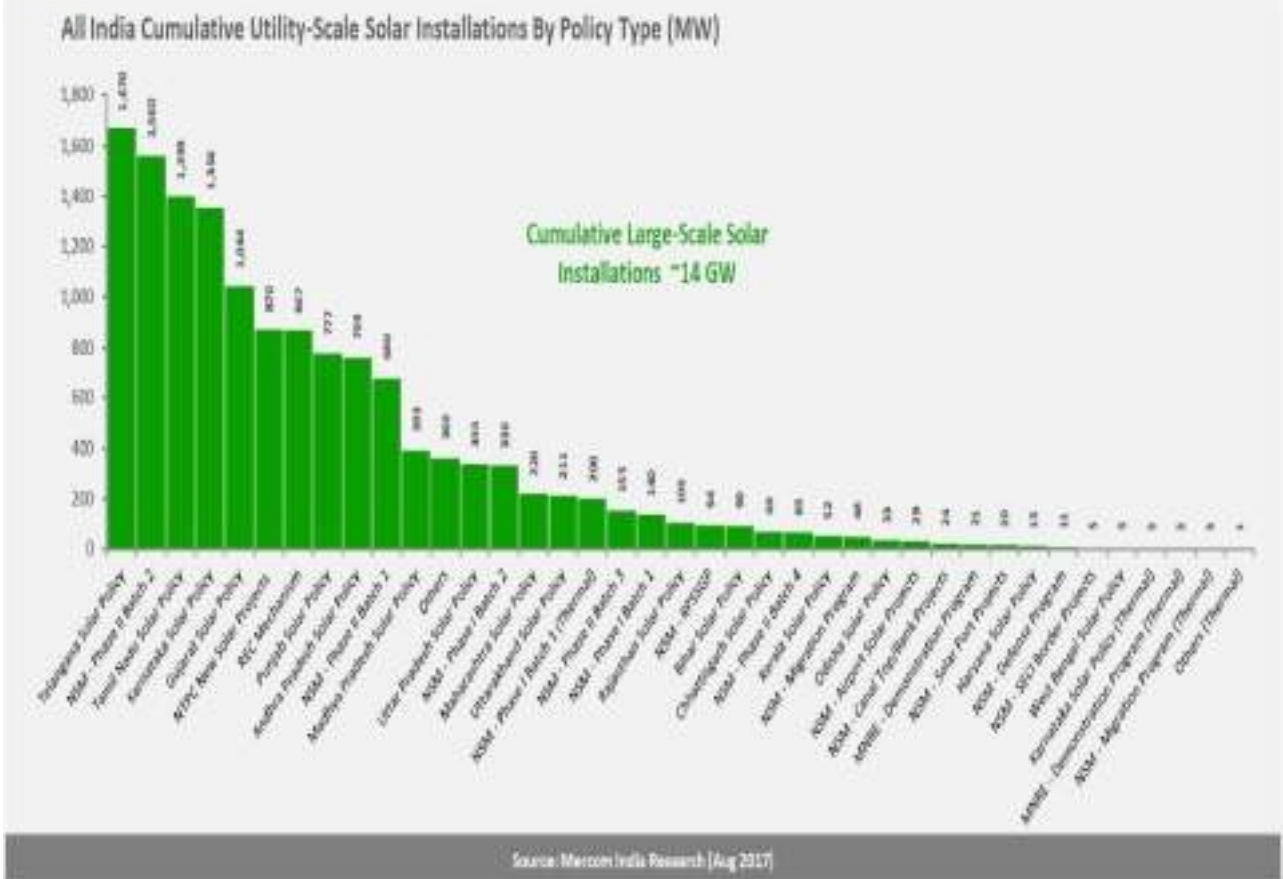
CAPACITY ADDITION IN LEADING INTERNATIONAL MARKETS



Total new solar capacity addition in the next five years is expected at 56GW”. This, however, implies that India would fall short of its 100GW target. About 79GW of solar capacity is expected to be added globally in 2017, with Asian countries continuing to dominate the industry while Europe continues to fall in rankings. In India, the states of Tamil Nadu, Andhra Pradesh and Telangana have emerged as the fastest growing in terms of solar power capacity addition. In 2017 nearly 60% of total new capacity addition is expected to come from the southern states. Indian solar market has grown by an average 72% in the last three years and is now worth approximately 8-9GW per annum. Growing market size and strong government commitment to the sector have attracted the world’s leading private sector players as well as resulted in lower tariffs for consumers. As the sector matures, however, there is a formidable new challenge arising in the form of how to absorb rising share of intermittent energy into the grid.

(Source-http://www.bridgetoindia.com/wp-content/uploads/2017/05/BRIDGE-TO-INDIA_India-SolarHandbook_2017-1.pdf)

All India Cumulative Solar Installations By Policy Type (MW)



MNRE Proposes 7.5 GW of Solar Projects Under the Second Phase of the CPSU Program: The Ministry of New and Renewable Energy (MNRE) has proposed developing 7.5 GW of solar by 2022 using domestically manufactured solar cells and modules during the second phase of its Central Public-Sector Unit (CPSU) program –which is an extension of an earlier JNNSM program. The proposal comes amid the agreement to end the DCR category by December 14, 2017, following the WTO ruling against India.

MNRE Amends Guidelines for Disbursement of NCEF Grants: The Ministry of New and Renewable Energy (MNRE) amended the guidelines for the disbursement of the National Clean Energy Fund (NCEF) grant for the development of intra-state transmission systems under the green energy corridor project in the states of Andhra Pradesh, Himachal Pradesh, Gujarat, Karnataka, Madhya Pradesh, Rajasthan, Maharashtra, and Tamil Nadu.

State DISCOMs to Buy a Minimum of 20 Percent of Power Generated by Solar Parks: The Ministry of New and Renewable Energy (MNRE) has issued a new order stating, “The state government in which the solar park is being developed must agree to buy a minimum 20 percent of power produced in the park through its DISCOMs. If the state has agreed to buy more than 20 percent of power from one or more solar parks in the state, then the purchase of lower capacity from other solar parks in the state is allowed so that the state ends up purchasing a minimum 20 percent of aggregate power produced in all solar parks in that state.” This provides clarity to park developers and project developers as the prior order did not address states with multiple parks.

MNRE Issues Advisory to States that Calls for Using Spare Space Near Substations to Develop Solar Projects: The Ministry of New and Renewable Energy (MNRE) has issued an advisory asking state governments to utilize the available spare space near substations and prioritize the construction of solar projects based on the availability of land near substations or the transmission system.

(Source:https://www.renewableenergyindiaexpo.com/Portals/18/PDF_Files/REI%20Expo%20-%20India%20Solar%20Market%20Update%20-%20Whitepaper%20by%20Mercom%20India.pdf)

SOLAR WATER PUMPING SYSTEM FOR AGRICULTURE

There are an estimated 21 million irrigation pumps in India out of which over 9 million run on diesel and 12 million are on the electricity grid. Solar operated photovoltaic water pumping system provides better sustainable alternative option to fulfill irrigation requirement of agriculture.

India is country of approximately 638,000 villages and more than seventy percent of India's population is involved in agriculture and allied businesses. Small & subsistence farmers are entirely dependent on variable rainfall and groundwater to fulfill irrigation need of their crops. In India, it is estimated, government subsidizes electricity for irrigation between Rs 30000 and 40000 corers each year. There are an estimated 21 million irrigation pumps in India out of which over 9 million run on diesel and 12 million are on the electricity grid. Electricity consumption by irrigation pump sets alone accounts between 10-15% of India's total electricity consumption. India's irrigation pumps are also believed to be far less efficient than those uses in other parts of the world. A source of energy to pump water is also a big problem in developing countries like India. Developing a grid system is often too expensive because rural villages are frequently located too far away from existing grid lines. Even if fuel is available within the country, transporting that fuel to remote, rural villages can be difficult. There are no roads or supporting infrastructure in many remote villages. The use of renewable energy is attractive for water pumping applications in remote areas of India. Transportation of renewable energy systems, such as photovoltaic (PV) pumps, is much easier than the other types because they can be transported in pieces and reassembled on site. Therefore solar operated photovoltaic water pumping system provides better sustainable alternative option to fulfill irrigation requirement of agriculture.

Solar photovoltaic (PV) water pumping has been recognized as suitable for grid- isolated rural locations in poor countries where there are high levels of solar radiation. Solar photovoltaic water pumping systems can provide drinking water without the need for any kind of fuel or the extensive maintenance as required by diesel pumps where there are high levels of solar radiation. Solar photovoltaic water pumping systems can provide drinking water with- out the need for any kind of fuel or the extensive maintenance as required by diesel pumps. They allow people to devote more time to productive activities and thus improve life style, health and economic conditions. Additionally, they create new jobs in remote rural areas of the country. The drudgery of women and children who are otherwise engaged in bringing water from far of distances can be reduced significant- ly. Although the cost of solar photovoltaic water pumping systems is initially high, they demand virtually no maintenance, require no fuel and thus save on foreign exchange. They are easy to install and operate, highly reliable, durable and modular, which enables its future expansion.

Solar power, with its ability to provide daytime on-demand power, can meet the agricultural power demand without being connected to the grid. Amongst different consumer categories, the correlation between solar power generation and the demand with respect to generation timing is highest for the agriculture category. Moreover, unlike industrial and residential consumption, agricultural water pumping can tolerate certain level of intermittency in power output, which is a characteristic of solar power. (Source: http://shaktifoundation.in/wp-content/uploads/2014/02/Final-Report-onImplementation-Framework-for-Solar-Agriculture-Pump_FINAL.pdf)

Operation of Solar Water Pumping System

A solar photovoltaic array directly generates electricity from the sun's light with no moving or wearing parts. Here solar radiations are converted in to direct current (DC electricity) and this generated electricity is used to pump water through groundwater source. The size of the pump is designed based on the total requirement of water for irrigation of crop and total head. The size of the solar array is designed considering availability of yearly solar radiations on location, and power required to operate water pump.

Components Involved in the System

1. Solar PV array: The Solar PV array is a set of photovoltaic modules connected in series and possibly strings of modules connected in parallel.

2. Controller: The Controller is an electronic device which matches the PV power to the motor and regulates the operation of the pump according to the input from the solar PV array.
3. Pump Set: Pump sets generally comprise of the motor, which drives the operation and the actual pump which moves the water under pressure.

Advantages

- | | |
|--|--|
| 1. Reliable and long life. | 2. Produces water when it's needed most. |
| 3. Low labor and maintenance cost. | 4. No fuel costs. |
| 5. Easy to remove, transport, and store. | 6. Non-polluting |

Schemes of Government of India

Ministry of New and Renewable Energy (MNRE) is the coordinating ministry to implement solar water pumping systems in India. Under this scheme MNRE is planning to implement yearly 30,000 solar water pumping systems in the field for irrigating agriculture land. This programme is managed and coordinated with the support of NABARD. The following are some of the highlights of the scheme,



1. The 40% subsidy is given to the borrower (farmer ,group of individuals, NGOs, farmers' club)
2. The eligible borrowers shall apply to the banks for sanction of the project. The bank shall appraise the project as per the norms and if found eligible, sanction the loan excluding the margin subject to technical feasibility and financial viability.
3. The subsidy will be the same for all categories of borrowers throughout the country.

The capital subsidy is applicable on the system cost inclusive of installation, commissioning, transportation, insurance, 5 year maintenance and tax wherever applicable. Solar photovoltaic water pumping system is more cost-competitive when used to power a micro irrigation system as compared to an overhead sprinkler system, and traditional flood irrigation system. In future, as prices of fossil fuels are increasing hence photovoltaic generated power will become more cost-competitive option to irrigate agriculture crops.

Subsidy Structure

Sr. No.	SPV System	Capacity	Maximum Subsidy (per hp)
1.	DC Pumps	Up to 2 HP	Rs. 57,600/-
		> 2 HP to 5 HP	Rs. 54,000/-
2.	AC Pumps	Up to 2 HP	Rs. 50,400/-
		> 2 HP to 5 HP	Rs. 43,200/-
3.	For pumps >5 HP to 10 HP , Subsidy amount is fixed at Rs. 1,94,400/- per pump		

(Source:<http://www.energetica-india.net/download.php?seccion=articles&archivo=z1yvweQfikOFCKJWWCnLCBpLQptldjYNUcd1ADDFFRFObbl eEwgG.pdf>)

SOLAR SCHEMES



(MNRE, GOI, has advised stoppage of subsidy of solar schemes routed through NABARD with effect from 15 March 2017.)

At present, to promote the use of solar energy, two capital linked subsidy schemes of Ministry of New and Renewable Energy (MNRE), GoI, i.e. Solar Photovoltaic Water Pumping systems and MNRE Lighting Scheme 2016 are operated through NABARD.

A. Capital Subsidy Scheme for promoting Solar Photovoltaic Water Pumping systems for Irrigation and other purposes

MNRE, GOI has launched a new scheme to support 30000 solar pumping units per year with revised parameters which is effective from 3 November 2014. Main objective of the scheme is to replace diesel pump sets with solar pump sets as also to reduce dependence on grid power. The solar pump sets are environment-friendly and offer tremendous benefits to farmers. They involve very low operating cost and provide uninterrupted power supply to farmers enabling increase in agriculture production and income. Subsidy under the scheme is available only for solar systems that are procured from empanelled manufacturers/entrepreneurs by MNRE, GoI for solar water pumping programme.

Who can benefit from the scheme?

Individuals, group of individuals, SHGs, JLGs, NGOs, Farmers' Clubs, Farmers Producer Organization, Farmers Producer Company. Private/Public Limited Companies/Corporate is not eligible.

B. MNRE Lighting Scheme 2016

Capital Subsidy Scheme for Installation of Solar Photovoltaic Lighting Systems MNRE, GoI has launched the MNRE Lighting Scheme -2016 to support LED based systems w. e. f. February 29, 2016. Loan sanctioned from February 29, 2016 and up to March 31, 2017 can be considered eligible for subsidy under the scheme. Under the scheme, subsidy support will be available only for 6 models of LED based lighting systems and 6 models of Solar Home Systems (Solar Power Packs-DC/AC models). Subsidy under the scheme is available only for solar systems that are procured from empanelled manufacturers/entrepreneurs by MNRE, GoI.

Who can benefit from the scheme?

Individuals, group of individuals, SHGs, JLGs, NGOs, Trusts, Farmers' Clubs, Registered Farmers Producer Organizations. Private/Public Limited Companies/Corporate will not be eligible.

(Source: <https://www.nabard.org/content1.aspx?id=596&catid=23&mid=>)

KUSUM SCHEME (Kisan Urja Suraksha evam Utthaan Mahaabhiyan) Solar Agriculture Pumps Loan Subsidy Yojana

The start of 2018 saw the announcement of several unique schemes, aimed at the betterment of farmers. One of these programs was the Kisan Urja Suraksha Utthaan Mahaabhiyan or the KUSUM scheme. Under this arrangement, the central government desires to assist as many farmers as possible to install new and improved solar pumps on their farms. The farmers need not pay a hefty fee for this benefit as it comes with government subsidy.

Launch details of the scheme

Name	KUSUM scheme
Full Form	Kisan Urja Suraksha Utthan Maha Abhiyan
Date Of Launch	1 st February (Union Budget 2018)
First Announcement Made By	Mr. Arun Jaitley On 1 st February
Second Announcement Made By	Power Ministry On 2 nd February
Starting Year	2018 – 2019
Supervised By	Indian Power Ministry that is headed by R.K. Singh

Objective of the scheme

The main aim of this scheme is to provide the farmers with advanced technology to generate power. The solar pumps will not only assist to irrigate the farmers, but will also allow each farmer to generate safe energy. Due to the presence of the energy power grid, the agricultural labors will be able to sell the extra power directly to the government. It will provide them with extra income as well. So, this scheme will bring double benefits.

Features of the scheme

For the betterment of the farmers – The successful operation of this program will be able to help the farmers not only in meeting their power related requirements, but will also be able to earn some extra cash by selling excess energy.

Construction of plants on infertile lands only – The government has also announced that it will take initiative to construct plants, which will generate solar power. As per the draft, these plants will only be erected on infertile areas, capable of generating a total of 28,250 MW power.

Distribution of solar powered pumps – One of the primary aims of this program is to provide interested farmers with solar pumps. The government states that 17.5 lakh solar powered pumps will be provided to agricultural labors.

Power production on small scale – Apart from the solar power plants, government will work towards the installation of new solar pumps in farms, which have diesel pumps. The capacity of these pumps will be 720 MW.

Power generation from tube-wells – The government will also work toward the installation of unique tube-wells. Each of these pumps will be able to generate power of 8250 MW.

Sale of excess power – Apart from distribution, the scheme also provides all farmers with the chance to earn more money by installing the solar pumps. The excess amount of energy that the farmers generate can be sold to the grid.

Duration of the scheme – Current estimates state that for the successful completion of this elaborate scheme, the central government will have to work for at least 10 years.

Subsidy structure of the scheme – As per the draft, each farmer will get huge subsidy on new and improved solar powered pumps. They agricultural labors will have to tolerate only 10% of the total expenditure to acquire an install a solar pump. The central government will provide 60% cost while the remaining 30% will be taken care of by bank as credit.

Good for the overall environment – The increased use of solar power and electricity generated from the solar plants will lower the level of pupation in the area. Dependence on fossil fuel will go down considerably as well.

Construction of solar power factory – The next component will include the construction of solar power plants, which will have the capacity to produce a significant amount of power.

Setting up tube-wells – The third component of this scheme deals with the setting up of unique tubewells, under the watchful eyes of the central government, which will also a certain amount of power.

Modernization of present pumps – Only production of powers is not the aim of the scheme. The final component of this program deals with the modernization of pumps, which are in use, as of now. Old pumps will be replaced by developed solar pumps.

Budget for the scheme

The scheme is elaborate and will also require a lot of funding for successful implementation. As per the announcement of this program, the Finance Minister and the power department announced that it will require around Rs. 48,000 crores. The allocation of funds will be done in four separate segments.

Components of budget allocation

During the initial stage that involves the solar pump distribution, the central government will dispatch an amount of Rs. 22,000 crores. During the second phase of this program, Rs. 4,875 crores will be provided by the respective department. The third phase, wherein all ordinary pumps will be converted into solar powered pumps, the central government will have to tolerate an expense of Rs. 15,750 crores. Lastly, for the successful completion of the fourth phase, the central government will have to spend Rs. 5000 crores.

The scheme is not only aimed at providing better benefits and added income for the agricultural labors, but will also lower the level of pollution. As the solar pumps take over electricity driven or diesel pumps, it will provide better utilization of resources.

Components of the scheme

Solar pump distribution – During the first phase of the program, the power department, in association with other wings of the government will work towards the successful distribution of solar powered pumps.

A new dawn in Renewable Energy- India attains 4th position in global wind power installed capacity.

In order to achieve the renewable energy target of 175 GW by the year 2022, the major programmes/ schemes on implementation of Solar Park, Solar Defence Scheme, Solar scheme for CPUs Solar PV power plants on Canal Bank and Canal Tops, Solar Pump, Solar Rooftop etc have been launched during the last two years.

(source:<http://pmjandhanyojana.co.in/kusum-scheme-solar-agriculture-pumps-loan-subsidy/>)

MAJOR INITIATIVES TAKEN BY MINISTRY OF SOLAR POWER

- Under National Solar Mission, the target for setting up solar capacity increased from
- 20 GW to 100 GW by 2021-22. Target of 10,500 MW, set for 2016-17 which will take the cumulative capacity to 17 GW till 31st March 2017.
- As on date, 19,276 MW has been tendered out, of which LOI issued for
- 13,910 MW/PPA signed for 10,824 MW.
- 34 Solar Parks of capacity 20,000 MW in 21 states have been sanctioned which are under various stages of execution.

- As on 31.10.2016, a total of 90,710 solar pumps have been installed throughout the country.
- Also, total amount of Rs. 67.01 crore has been sanctioned for preparation of master plans, solar city cells, promotional activities and installation of renewable energy projects and an amount of Rs. 24.16 crore has been released, so far, under Solar City Programme.
- Various departments and ministries under central government have collectively committed to deploying 5,938 MW of rooftop solar capacity for their internal power consumption. SECI is aggregating demand for a part of this requirement and helping in procuring rooftop solar systems. SECI has issued a tender for development of 1,000 MW rooftop solar capacity on pre-identified central government/ department owned buildings. It is the largest such tender in India's fledgling rooftop solar market.
- Several schemes namely (i) Defence scheme (ii) Central Public Sector Undertakings (CPSUs) scheme (iii) Bundling scheme (iv) Canal Bank/ Canal Top scheme (v) VGF Scheme (vi) Solar Park scheme (vii) Solar rooftops, have been initiated/launched by the Ministry under National Solar Mission which are under implementation.
- Under Defense scheme against a target of 300 MW, 347 MW sanctioned, under Central Public Sector Undertakings (CPSUs) scheme against a target of 1000 MW, all capacity sanctioned, under 3000 MW Bundling scheme, Tranch-I: 3000 MW has been tendered, under 100 MW Canal Bank/ Canal Top scheme, all capacity sanctioned, under 2000 MW & 5000 MW VGF Scheme, tenders issued for 4785 MW, and under 20,000 MW Solar Park scheme, 34 Solar parks have been approved in 21 States with aggregate capacity of 20,000 MW.

(source:<https://www.ibef.org/news/a-new-dawn-in-renewable-energy-india-attains-4th-position-in-global-wind-powerinstalled-capacity>)

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled "Risk Factors" on page no. 9 of the Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms "We", "Us", "Bright" and "Our" refers to Our Company. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian Accounting Policies set forth in the Prospectus.

COMPANY'S BACKGROUND

Our Company was originally incorporated as "Bright Solar Private Limited" at Ahmedabad on April 23, 2010, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequently upon the conversion of our Company into public limited company, the name of our Company was changed to "Bright Solar Limited" and fresh Certificate of Incorporation dated January 29, 2018 was issued by the Assistant Registrar of Companies, Ahmedabad.

Our company is engaged in assembling of DC/AC Solar Pumps and Solar Pump Systems under the registered brand name of "PUMPMAN", "BRIGHT SOLAR", and "BRIGHT SOLAR WATER PUMP". Our company is also engaged in EPC contracts of Solar Photovoltaic Water pumps which include supplying, installing and commissioning of the pump system along with comprehensive maintenance contract for a specific period of 1-5 years. In solar pump system we are having wide range of products of DC Solar Pump, Solar Pump Inverter and AC Solar Pump.

In the year 2017-18, we have started providing consultancy services for acquiring projects and tender bidding after identifying competent client on tender to tender basis. In addition, we have also been added water supply, sewerages and infra project in our service portfolio. We have also been awarded water supply and sewerages projects.

Our company is in process of acquiring land admeasuring area of 18209 Square meters at Khata No. 338, Survey No. 415-1, Village: Fagvel, Ta:- Kathlal, Dist:- Kheda, Gujarat and on which our company is planning to set up manufacturing unit for Solar PV modules/panels. Our Company has already executed agreement to sale on February 15, 2018 and paid Rs. 43.00 Lakhs towards earnest money for acquisition of land. Our Company is also planning to set up water treatment plant assembling unit at Patna (Bihar).

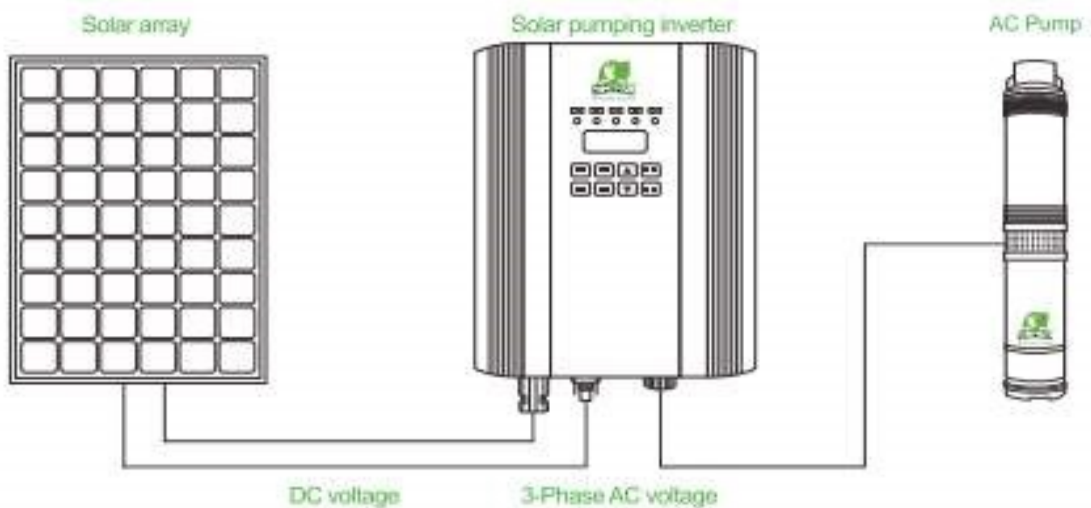
To sum up, we are into assembling of DC/AC Solar Pumps and Solar Pump Systems, EPC contracts of Solar Photovoltaic Water pumps, consulting of Projects and tenders, Water supply and Sewerages Infra Project. We are planning to commence Solar Module manufacturing and water treatment plant assembling unit.

OUR BUSINESS VERTICALS



OUR PRODUCTS

BRIGHT SOLAR WATER PUMPING SYSTEM ASSEMBLING AC / DC & EPC PROJECTS:



Bright Solar pumping system consists of solar pumping inverter, pump and PV array. Consider that storing water is more efficient than storing electricity; the system is designed to directly drive the pump without battery which can reduce the construction and operating cost and routine maintenance effectively.

The PV array consists of multiple solar panels connected in series/parallel, which can supply the whole system as power source by converting the absorbed solar radiation energy to the electrical energy. Solar pumping inverter can implement the control of the whole system operation, which drives the pump by converting DC power produced by the PV array to AC power. This inverter can adjust the output frequency according to the solar irradiation intensity in real time to implement the MPPT (maximum power point tracking).

The pump driven by a 3-phase AC motor draws water from deep-well or river. The pumped water is then fed into reservoir or water tank, or connected to the irrigation system or fountain system directly. All of centrifugal pump, axialflow pump, mixed-flow pump, and deep-well pump can be utilized.

Operation of Solar Water Pumping System

A solar photovoltaic array directly generates electricity from the sun's light with no moving or wearing parts. Here solar radiations are converted into direct current (DC electricity) and this generated electricity is used to pump water through groundwater source. The size of the pump is designed based on the total requirement of water for irrigation of crop and total head. The size of the solar array is designed consider- in availability of yearly solar radiations on location, and power required to operate water pump.

Components Involved in the System

1. Solar PV array: The Solar PV array is a set of photovoltaic modules connected in series and possibly strings of modules connected in parallel.
2. Controller: The Controller is an electronic device which matches the PV power to the motor and regulates the operation of the pump according to the input from the solar PV array.
3. Pump Set: Pump sets generally comprises of the motor, which drives the operation and the actual pump which moves the water under pressure.

Advantages

- | | |
|---|--|
| 1. Reliable and long life. | 2. Produces water when it's needed most. |
| 3. Low labor and maintenance cost. | 4. No fuel costs. |
| 5. Easy to remove, transport, and store | 6. Non-polluting. |



1. PUMPMAN – DC SOLAR SUBMERSIBLE PUMP SET

i. MODEL: 1PM4, MODEL: 0.75PM4, MODEL: 0.5PM4, MODEL: 0.2PM4, MODEL: 0.1PM4

ii. MODEL: 2PM4&MODEL: 2PM6

ISO 9001 Certified



1 H.P.
225 Feet

Model	Voltage (VDC)	Power (W)	Max.Head (Mtr)	Max.Flow (m ³ /h)	Outlet (inch)
1PM4-SSR-07	72	750	120	3	1.25"
1PM4-SS2-7	72	750	75	5	1.25"
1PM4-SS3-5	72	750	34	3	1.25"
1PM4-SS5-3	72	750	33	6	1.5"
1PM4-SS8-2	72	750	30	11	2"
0.75PM4-SS2-4	36	500	50	4	1.25"
0.75PM4-SS3-2	36	500	35	3	1.25"
0.75PM4-SSC-1	36	500	104	1	1"
0.5PM4-SSC-0.9	36	350	78	0.9	1"
0.2PM4-SSC-0.8	36	200	75	0.8	1"
0.2PM4-SSC-0.7	34	200	60	0.7	1"
0.1PM4-SSC-0.6	24	100	40	0.6	1"

Clean Power, Clean Water - Anywhere



2 H.P.
450 Feet

Model	Voltage (VDC)	Power (W)	Max.Head (Mtr)	Max.Flow (m ³ /h)	Outlet (inch)
2PM4-SS2-18	150	1500	145	5	1.25"
2PM4-SS3-13	150	1500	123	6	1.25"
2PM4-SS3-12	150	1500	100	5	1.25"
2PM4-SS5-12	150	1500	102	10	1.5"
2PM4-SS5-7	150	1500	72	9	1.5"
2PM4-SS8-6	150	1500	57	12	2"
2PM4-SS8-4	150	1500	45	14	2"
2PM4-SS14-3	150	1500	33	20	2"
2PM6-SS30-28	150	1500	26	28	3"

iii. MODEL: 3PM4 & MODEL: 3PM6

iv. MODEL: 5PM4 & MODEL: 5PM6

More Than 99 Pump Models



3 H.P.
600 Feet

Model	Voltage (VDC)	Power (W)	Max.Head (Mtr)	Max.Flow (m ³ /h)	Outlet (inch)
3PM4-SS2-24	220	2200	183	6	1.25"
3PM4-SS3-18	220	2200	144	6.5	1.25"
3PM4-SS5-16	220	2200	128	10.5	1.5"
3PM4-SS8-12	220	2200	87	12.3	2"
3PM4-SS14-5	220	2200	51	21	2"
3PM6-SS17-3	220	2200	36	28	2.5"
3PM6-SS30-1	220	2200	18	50	3"

India's First 5 Star Rating Solar Pumps



5 H.P.
825 Feet

Model	Voltage (VDC)	Power (W)	Max.Head (Mtr)	Max.Flow (m ³ /h)	Outlet (inch)
5PM4-SS2-28	300	3900	260	7	1.25"
5PM4-SS3-27	300	3900	175	6.8	1.25"
5PM4-SS5-25	300	3900	158	10.5	1.5"
5PM4-SS8-15	300	3900	105	12.5	2"
5PM4-SS14-6	300	3900	62	22	2"
5PM6-SS17-5	300	3900	48	28	2.5"
5PM6-SS30-2	300	3900	32	52	3"
5PM6-SS46-1	300	3900	20	90	4"
5PM6-SS60-1	300	3900	18	110	4"

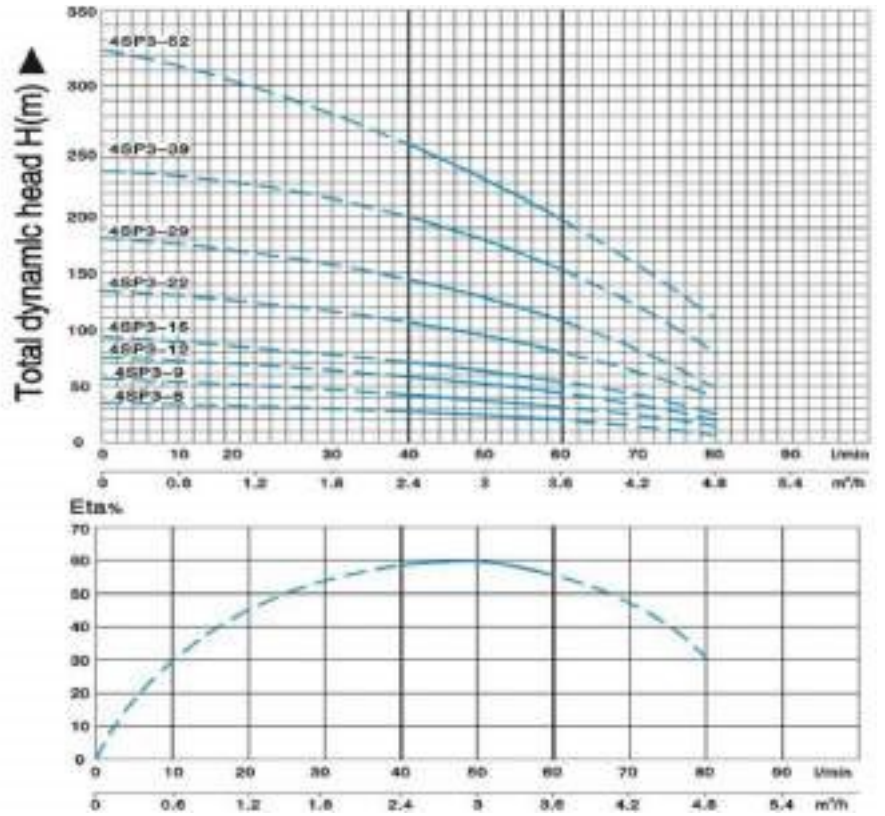
2. BRIGHT SOLAR AC SUBMERSIBLE PUMP SET

i. 4SP3

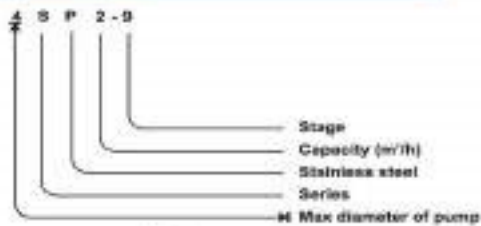


Water-filled type Oil-filled type

ii. MODEL - 4SP2



Type analysis

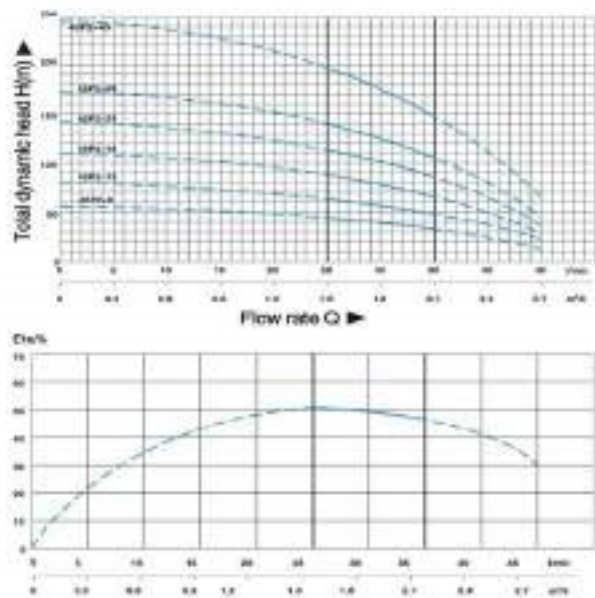


Components	Material
Delivery casing	AISI 304 SS
Check valve	① AISI 304 SS ② AISI 306 SS
Suction lantern	① AISI 304 SS ② AISI 306 SS
Stage casing	① AISI 304 SS ② AISI 306 SS
Impeller	① AISI 304 SS ② AISI 306 SS
Shaft	AISI 316 SS ② AISI 304 SS
Shaft coupling	AISI 316 SS AISI 304 SS
Wear ring	Rubber



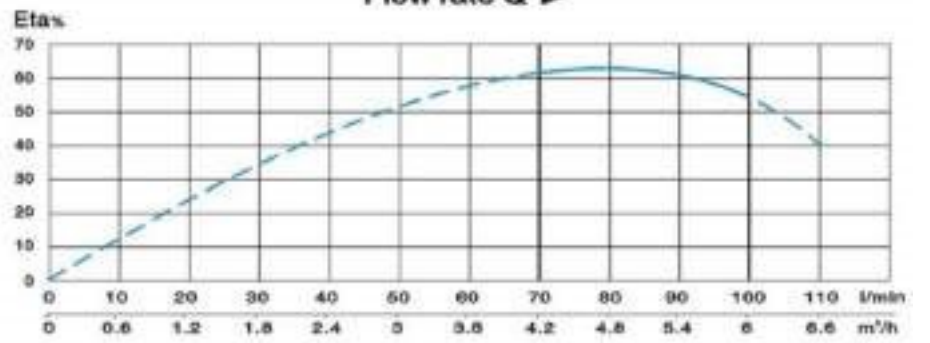
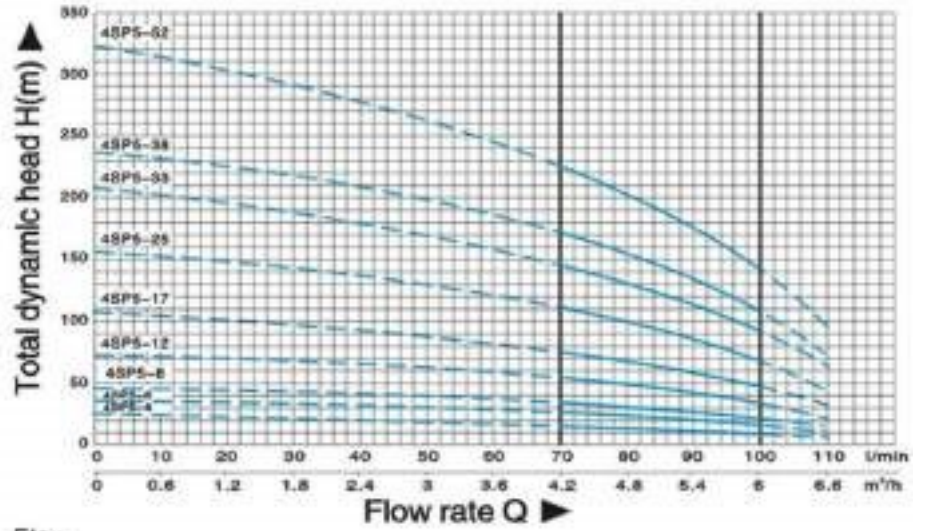
Water-filled type Oil-filled type

iii. 4SP5

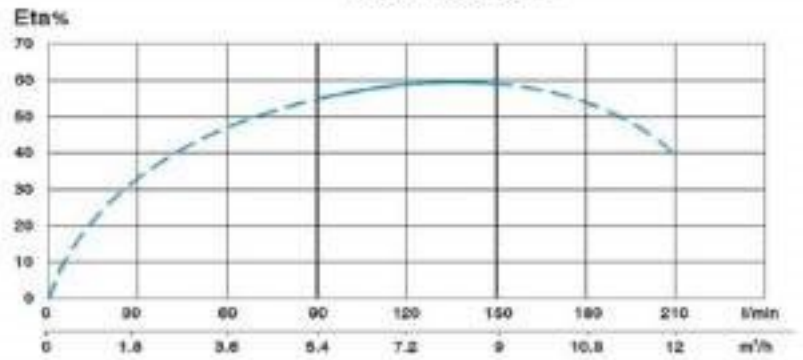
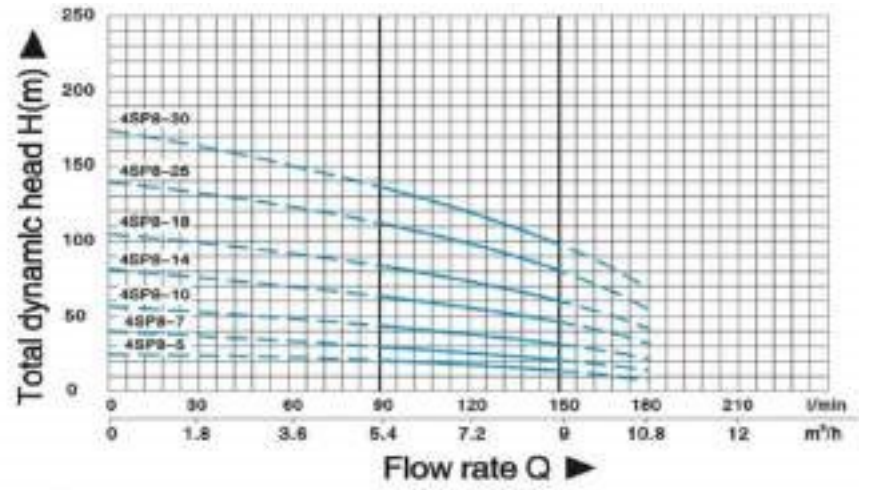




iv. 4SP8

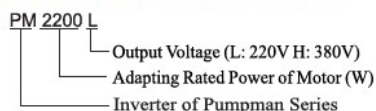


Water-filled type Oil-filled type



3. SOLAR PUMPING CONTROLLER - INVERTER

Definition of Inverter Model:



Model	Maximum Input DC Voltage (V)	Recommended MPP Voltage (V)	Rated Output Current (A)	Output Frequency (Hz)	Output Voltage(V)
PM 750L	430	280-350	5	0-50	3PH220V
PM 1500L	430	280-350	7	0-50	3PH220V
PM 2200L	430	280-350	11	0-50	3PH220V
PM 3700H	750	500-600	9	0-50	3PH380V
PM 5500H	750	500-600	13	0-50	3PH380V
PM 7500H	750	500-600	18	0-50	3PH380V
PM 11000H	750	500-600	24	0-50	3PH380V
PM 15000H	750	500-600	30	0-50	3PH380V
PM 18000H	750	500-600	39	0-50	3PH380V
PM 22000H	750	500-600	45	0-50	3PH380V

REVENUE BREAK UP OF PRODUCTS/SERVICES

The products/services wise break of revenue from operations of our Company during last three years is as follows;

(Rs. In Lakh)

Particulars	For the period ended January 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Assembling and EPC of Solar Water Pumping Systems	2378.42	1500.29	1502.38	4778.70
Sale of Services – Installation of Systems and Consulting of Project Tendering	425.04	302.46	1.04	0.59
Total	2803.46	1802.75	1503.42	4779.29

SUBSIDY FOR OUR PRODUCTS/SERVICES

We provide services of assembling of solar water pumping system to beneficiaries for their captive purpose, the Channel partner Scheme which was run by MNRE in which we had done few projects where subsidy was received by us from MNRE to the tune of Rs. 3,56,94,900/-. However, the scheme was discontinued and now beneficiaries are eligible for claiming subsidy directly from State/Central Government.

OUR COMPETITIVE STRENGTH

1. Timely completion of projects

Our company has completed majorly 19 projects of Design, Supply, Installation & commissioning of Solar PV Water Pumping System of Rs. 10919.53 approximately. Timely completion of the project as per the schedule

and terms of the contract is of utmost importance for us. We have a good track record for timely completion of projects with minimum cost overruns. Timely completion of projects also helps the organization in reducing the possibilities of any penalty or liquidated damage being imposed upon by the clients. Execution of the projects in time also helps the company in maintaining good reputation among the clients and gaining repeated orders. The details of completed projects are as given below:

PROJECTS COMPLETED OF SOLAR WATER PUMPING SYSTEM INTEGRATION & EPC SECTOR:

Sr. No	Name of Projects Completed	Total PV Capacity of PV in Watt	Pump Capacity in H.P. and Total quantity of Pumps	Year of Completion	Contract Amount (Rs. in Lakh)
1.	Design, Demonstrations, Supply, Installation & commissioning of Solar PV DC Water Pumping System to the Salt Farmers. (Agariya) in Little Run of Kutch through Sabras Processing and Marketing Pvt. Ltd.	28,800 Watt	(2 H.P. x 16 Nos.)	2012-13	40.00
2.	Design, Installation & Commissioning of DC Solar Water Pumping System in Districts of Rajasthan through Waaree Energy Pvt Ltd – Bikaner (RHDS -1)	4,65,000 Watt	(3 H.P. x 155 Nos.)	2011-12	87.50
3.	Design, Supply, Installation & commissioning of Solar PV DC Water Pumping System to Gir Forest Department, Gujarat.	19,800 Watt	(1 H.P. x 22 Nos.)	2012-13	129.58
4.	Marketing, Design ,Installation & Commissioning of Solar Water Pumping System in Districts of Rajasthan through Waaree Energy Pvt Ltd – Bikaner (RHDS -2)	4,45,00,000 Watt	(5 & 3 H.P. x 1150 Nos.)	2013-14	2,450.15
5.	Design, Supply, Installation& commissioning of Solar PV Water Pumping System to District Rural Development Agency–Tirunelveli .	96,000 Watt	(3 H.P. x 32 Nos.)	2013-14	120.00
6.	Supply, Installation & commissioning of Solar Water Pumping System with suitable solar pumpset to various locations to Madhya Gujarat Vij Co. Ltd. – Vadodara	11,750 Watt	(5 & 7.5 H.P. x 2 Nos.)	2013-14	13.60
7.	Supply, Installation & commissioning of Solar Water Pumping System with suitable solar pumpset to various locations to Dakshin Gujarat Vij Company Limited – Surat .	10,000 Watt	(5 H.P. x 2 Nos.)	2013-14	11.44
8.	Supply, Installation & commissioning of Solar Water Pumping System with suitable solar pumpset to various locations to Paschim Gujarat Vij Company Ltd – Rajkot	11,750 Watt	(5& 7.5 H.P. x 2 Nos.)	2013-14	13.60
9.	Supply, Installation& commissioning of Solar Water Pumping System with suitable solar pumpset to various locations to Uttar Gujarat Vij Company Ltd – Mehsana	13,500 Watt	(7.5 H.P. x 2 Nos.)	2013-14	15.75
10.	Marketing, Design, Installation & Commissioning of Solar Water Pumping System in 20 Districts of Gujarat state through Ministry of New & Renewable Energy - New Delhi	7,46,600 Watt	(5,3,2 H.P. x 174 Nos.)	2014-15	1,222.32

11.	Supply, Installation, Commissioning & CMC of 5 HP AC Solar Water Pumping system of each 4800 Wp capacity linked with appropriate micro irrigation system to the identified farmers of Tamilnadu State through Agriculture Engineering Department – Chennai.	9,60,000 Watt	(5H.P. x 200 Nos.)	2016-17	879.90
12.	Marketing, Design, Installation & Commissioning of Solar DC Water Pumping System in Districts of Bihar through District Fisheries Department - Patna.	9,000 Watt	(3 H.P. x 3 Nos.)	2015-16	9.00
13.	Design & Supply of Solar PV Water Pumping System to Avian Infrastructure – Patna.	2,86,200 Watt	(2H.P. x 159 Nos.)	2015-16	190.80
14.	Marketing, Design, Installation & Commissioning & CMC of Solar Water Pumping System in Districts of Gujarat & Rajasthan state through various Banks under NABARD-MNRE 30000 scheme.	1,53,600 Watt	(5H.P. x 32 Nos.)	2015-16 & 2016-17	172.80
15.	Supply, Installation & commissioning of Solar Water Pumping System with at various locations of Agriculture purpose through Gujarat UrjaVikas Nigam Limited – Gujarat.	7,50,000 Watt	(5 H.P. x 150 Nos.)	2015-16	588.20
16.	Supply & Installation of Solar Pumping System and Water Treatment Plants in various locations of Bihar through VIA Infra (JV) – Ahmedabad	3,60,000 Watt	(2 H.P. x 200 Nos.)	2016-17	400.00
17.	Design, Construction, Supply, Testing & Commissioning of Water Supply Schemes with Solar Energy Pumping Arrangement as well as India Mark-II Hand Pumps (Dual Pumping System) in 11 IAP Districts of Public Health & Engineering Department – Bihar State	1,26,450 Watt	(1 H.P. x 281 Nos.)	2017-18	2,150.01
18.	Supply, Installation & commissioning & CMC of Solar SHL System through Uttar Gujarat Vij Company Ltd – Mehsana	34,000 Watt	(400 W x 85 Nos.)	2016-17	34.88
19.	Assembling & Supply of Solar PV Water Pump Sets DC & AC from 1 to 10 H.P. Capacity in all over India.	More than 3000 Sets	More than 3000 Sets	2012-18	2,390.00
Total					10919.53

2. Experienced Management and Promoter and having order book of Rs. 9781.91 Lakhs.

Our Chairman and Managing Director cum promoter Mr. Piyushkumar Thumar who is having more than 15 Years of experience in International Trade, Road construction equipment spare parts deals, solar energy systems and projects. Our team also possesses the requisite qualifications and experience in the industry. This team is responsible for the growth in our business operations. Our Company led by our Promoter and management who has helped us in achieving strong revenue and profit growth over the past several years. We are having on hand order book of solar pumping & water supply & sewage projects of Rs. 9781.91 Lakhs the details are as follows:

ON HAND ORDER BOOK OF PROJECTS OF SOLAR PUMPING & WATER SUPPLY & SEWAGE SECTOR INFRA:

Sr. No.	Name of Projects	Year of Commencement	Contract Amount (Rs. in Lakh)
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1.	Design, Supply, Installation & Commissioning of Off-grid Solar water Pumping system in Gujarat	2018-19	682.00
2.	Design, Supply, Installation and CMC of Solar PV Water Pumping System - 10 HP Capacity in Jharkhand State	2018-19	404.25
3.	Turnkey Job of Fluoride / Arsenic & Iron Removal Water Treatment Plant Supply & Installation in Bihar, State.	2018-19	400.00
4.	Underground Sewage System for Diu Town : (1) Construction of sewage Pumping Station Zone-I&II (Sub-Contract) (Oasis-BSL)	2018-19	2072.60
5.	Design, Construction, Supply, Testing, commissioning of Water Supply Schemes with Pumps and Iron Removal Treatment Plant having Technology Adsorption/ Nano Technology of CSIR or certified by CSIR or any other Technology endorsed/ approved by GoI in the Iron affected Habitations/ Wards of Districts of Bihar on turn-key basis with 3 months Trial Run after Commissioning and Comprehensive Operation and Maintenance of 60 months after successful completion of Trial Run Period under Mukhya Mantri Nishchay Quality Affected Yojna on Turn Key basis under P.H. Division, Jamui (Sub-Contract)	2018-19	612.65
6.	Design, Construction, Supply, Testing, commissioning of Water Supply Schemes with Pumps and Iron Removal Treatment Plant having Technology Adsorption/ Nano Technology of CSIR or certified by CSIR or any other Technology endorsed/ approved by GoI in the Iron affected Habitations/ Wards of Districts of Bihar on turn-key basis with 3 months Trial Run after Commissioning and Comprehensive Operation and Maintenance of 60 months after successful completion of Trial Run Period under Mukhya Mantri Nishchay Quality Affected Yojna on Turn Key basis under P.H. Division, Jamui (Sub-Contract)	2018-19	1043.58
7.	Design, Construction, Supply, Testing, commissioning of Water Supply Schemes with Pumps and Iron Removal Treatment Plant having Technology Adsorption/ Nano Technology of CSIR or certified by CSIR or any other Technology endorsed/ approved by GoI in the Iron affected Habitations/ Wards of Districts of Bihar on turn-key basis with 3 months Trial Run after Commissioning and Comprehensive Operation and Maintenance of 60 months after successful completion of Trial Run Period under Mukhya Mantri Nishchay Quality affected Yojna on Turn Key basis under P.H. Division, Jamui (Sub-Contract)	2018-19	639.35
8.	Design, Construction, Supply, Testing, commissioning of Water Supply Schemes with Pumps and Iron Removal Treatment Plant having Technology Adsorption/ Nano Technology of CSIR or certified by CSIR or any other Technology endorsed/ approved by GoI in the Iron affected Habitations/ Wards of Districts of Bihar on turn-key basis with 3 months Trial Run after Commissioning and Comprehensive Operation and Maintenance of 60 months after successful completion of Trial Run Period under Mukhya Mantri Nishchay Quality Affected Yojna on Turn Key basis under P.H. Division, Begusarai (Sub-Contract)	2018-19	3927.48
		Total	9781.91

3. Long term Relationship with the Clients

Our company focuses on providing the customers with the desired and standard quality of work. By providing the desired quality and standards of work we aim to achieve highest level of customer satisfaction. Because of our good reputation with the clients we get positive support from the clients.

4. Quality Assurance

Our products are duly ISO 9001:2015 and ISO 14001:2015 certified. Our Solar water pumps, DC solar pump controllers and solar pump inverters are also STQC certified by Electronics and Quality Development Centre (EQDC), Ghandhinagar. Moreover, our solar pumping system are tested and certified by Solar Energy Centre (Gurgoan). Since, our Company is dedicated towards quality of products, processes and inputs; we are capable of meeting their quality standards, which enables us to maintain brand image in the market. Majority of our products are registered under Trademark Act, 1999. The details of our products registered under Trademark are as follows:

Intellectual Property Rights

As on date of the prospectus the details of Intellectual Property Rights for various products of our Company under Trade Mark Act, 1999 in name of our Company are as follows:

Sr. No.	Authority Granting Approval	Trademark No.	Class of Trademark	Nature of Approvals*	Validity
1.	Trademarks Registry, Ahmedabad	2498265 issued on December 31, 2015	CLASS : 7 Submersible Pumps	Approval for using below mark as registered trade mark 	Valid up to March 19, 2023
2.	Trademarks Registry, Ahmedabad	2330559 issued on July 25, 2017	CLASS : 11 Renewable and Conventional Energy Related Products such as Solar Water Heater, Solar Street Lights, Solar	Approval for using below mark as registered trade mark	Valid up to May 12, 2022
Sr. No.	Authority Granting Approval	Trademark No.	Class of Trademark	Nature of Approvals*	Validity
			Lanterns, Solar Cookers, Solar Home Lighting System, Solar Pump, Wind Mill, etc.		
3.	Trademarks Registry, Ahmedabad	2371268 issued on September 5, 2015	CLASS : 7 Submersible Pumps	Approval for using below mark as registered trade mark 	Valid up to July 27, 2022

* In the name of "Bright Solar Private Limited".

PROCESS OF ASSEMBLING AND DISPATCH OF THE PRODUCT

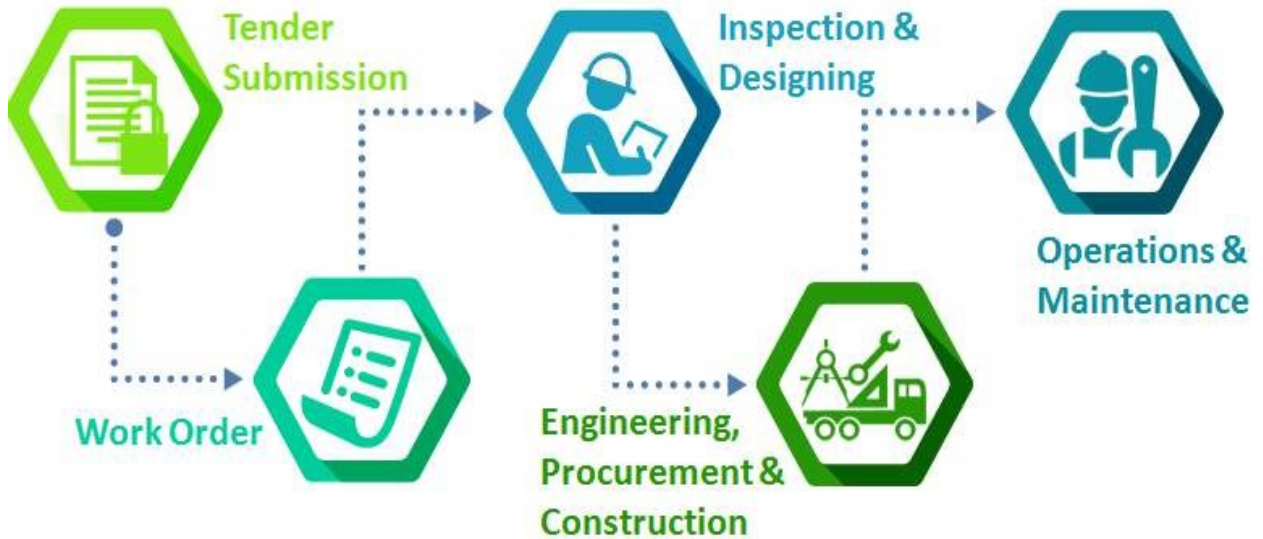
On winning the projects awards, the Company procures the solar water pumps, invertors, solar panels from the manufacturer/suppliers as per the specification given. All the goods are assembled at the Company's assembling cum service centre cum warehouse located at Shed No. 55, Ground Floor, Kalpatru Industrial Estate, Near Torrent Power, S.P Ring Road (Nikol Char Rasta), Nikol, Ahmedabad. The solar water pumps assembled are checked before dispatching; consequently it's packed in corrugated box or in plastic bags. The solar water pumps are dispatched and transported to respective location of project site.

PROCESS FLOW CHART OF EPC PROJECT AND TENDERING



OUR BUSINESS MODEL

BUSINESS MODEL



AWARDS AND ACCREDITATIONS



OUR BUSINESS STRATEGY

1. Improve Performance and Enhance Returns from Our Core Business:

We intend to continue our focus in enhancing project execution capabilities so as to derive multiple benefits of client satisfaction and improvements in skills. We are having 8 projects order book on hand/ongoing of Rs. 9781.91 approximately. Our scope of service is to Design, Supply and Installation & Commissioning of Off-grid solar water pumping system. We will constantly endeavor to leverage our operating skills through our equipment and project management tools to increase productivity and maximize asset utilization in our capital intensive projects. We believe that we have developed a reputation for undertaking and completing such in a timely manner. We intend to continue our focus on performance and project execution ability in order to maximize our operating margins. To facilitate efficient and cost effective decision making, we intend to continue to strengthen our internal systems.

2. Vast Experience of more than Eight (8) years and endeavoring new verticals

Our company and core management team is having vast experience of more than Eight (8) years in executing project from small to large scale ranging between Rs. 9 Lakhs to Rs. 2400 Lakhs. Our core capabilities of assembling of DC/AC Solar Pumps and Solar Pump Systems, Design, Supply, Installation & Commissioning of Off-grid solar water pumping system as well as Operation and Maintenance services (O&M) which makes us one stop solution in EPC services of various kind of solar power. Our Company is also planning to set up water treatment plant assembling unit at Patna (Bihar).

3. Our company is process of setting up Solar Modules manufacturing unit

Our company is in process of acquiring land admeasuring area of 18209 Square meters at Khata No. 338, Survey No. 415-1, Village: Fagvel, Ta:- Kathlal, Dist:- Kheda, Gujarat and on which our company is planning to set up manufacturing unit for solar modules. Our Company has already executed agreement to sale on February 15, 2018 and paid Rs. 43.00 Lakhs towards earnest money for acquisition of land.

4. To Build-up a Professional Organization:

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks, financial institutions etc. We have a blend of the experience and the sufficient staff for taking care of our day to day operations especially providing services to eligible clients for bidding and tendering process. We are a learning organization.

5. Optimal Utilization of Resources:

Our Company constantly endeavours to improve our process, skill up-gradation of our employees, modernization of infrastructure and methods of processing. We regularly analyze our existing process and to identify the areas of bottlenecks and correct the same. This helps us in improving our services so as to reap the optimum satisfaction of our clients.

SWOT ANALYSIS

STRENGTH	OPPORTUNITY
<ul style="list-style-type: none"> <input type="checkbox"/> Executed 19 projects of Rs. 10919.53 Lakhs approximately for supply, installation and commissioning of solar water pumping systems with an aggregate capacity of 14330.30 KWp <input type="checkbox"/> Order book on hand/ongoing projects of approx Rs. 9781.91 Lakhs <input type="checkbox"/> Established and consistent track record of (eight) 8 years in assembling of DC/AC Solar Pumps and Solar Pump Systems under the registered brand name of “PUMPMAN”, “BRIGHT SOLAR”, and “BRIGHT SOLAR WATER PUMP. <input type="checkbox"/> Design, Demonstrations, Supply, installation & commissioning of solar PV DC water pumping system <input type="checkbox"/> Conceiving, developing and operating the large Government projects <input type="checkbox"/> Well networked management in the Solar Power industry; <input type="checkbox"/> Experienced team for design, engineering and execution of small and large scale solar power plants 	<ul style="list-style-type: none"> <input type="checkbox"/> We have been awarded underground sewage system project in DIU of Rs. 2072.60 Lakhs. <input type="checkbox"/> We have started consulting services to eligible clients for tendering and bidding in solar projects; <input type="checkbox"/> Govt's already supported in the form of capital subsidy to the extent of 40% of the capital investment upfront on solar water pumps <input type="checkbox"/> Huge potential for the exports of EPC services as almost all countries are going very aggressively on solar power installation and very few countries have requisite experience.

WEAKNESS	THREAT
<ul style="list-style-type: none"> □ Till now, we are geographically concentrated to Gujarat, Rajasthan, Bihar and with majority of the projects executed in Bihar and Gujarat. □ Relatively small size of operations till last year. 	<ul style="list-style-type: none"> □ Gradually becoming highly competitive due to entry of large number of organized player which are creating disturbance by offering products at unrealistic prices. However, solar and renewable energy market is expected to witness consolidation over a medium term wherein only technically and financially strong players will survive.

UTILITIES AND INFRASTRUCTURE FACILITIES

RAW MATERIAL

Existing:

EPC services/ products	Raw material	Availability/ procurement
INTEGRATION AND EPC OF PV SOLAR PUMPING SYSTEM DC & AC	Solar Panel	Domestic
	Solar Panel Mounting Structure	Domestic
	Solar Pump Set	Domestic
	Solar Pump controller/Invertors	Domestic/ Imported
	HDPE Pipes	Domestic
	Cables	Domestic
	Earthing Kit	Domestic
	Lightning Arrestors	Domestic
	Civil Foundation Material	Domestic
	Other Accessories	Domestic
WATER SUPPLY AND SEWORAGE INFRA PROJECT	Solar Pumping System	Domestic
	Water Treatment Plant	Domestic
	HDPE water Tank	Domestic
	HDPE Pipe	Domestic
	Tube Well	Domestic
	Tube Well and It's Material	Domestic
	Civil Foundation Material	Domestic

In our case, suppliers of the products changes from project to project basis, the company procures our raw material i.e. solar water pumps, invertors, solar panels from the various suppliers who provide the goods as per specification and at best competitive rate. Raw materials that are being used by the company are easily available in the state of Gujarat and the Company also procures raw material from various states situated at nearby location of the project site.

Proposed:

Services/Products	Raw material	Availability/ procurement
WATER TREATMENT PLANT ASSEMBLING	M.S./FRP Vessels	Domestic
	Non return valves	Domestic

	Filter media	Domestic
	Disc filters	Domestic
	Piping & Other accessories	Domestic
	Flow meters	Domestic
	Pressure Meters	Domestic
SOLAR MANUFACTURING – 500 MW CAPACITY	Solar PV Cells	Imported
	Solar Panel Glass	Domestic/ Imported
	Back Sheet	Domestic/ Imported
	EVA	Domestic/ Imported
	Aluminum Frame	Domestic/ Imported
	Junction Box	Domestic/ Imported
	Cables & Connectors	Domestic/ Imported
	Packing Material	Domestic

POWER:

Our Registered office requires power for the normal requirement of the Office for lighting, systems etc. Adequate power is available which is met through the electric supply by Torrent Power Limited and at various sites we arranged it for ourselves through Diesel Generators (DG Sets) and from customer's utility at the time of service and erection.

WATER:

Water is required only for drinking and sanitary purposes and adequate water sources are available at the existing premises.

HUMAN RESOURCES

Human resource is an asset to any industry, sourcing and managing. We believe that our employees are the key to the success of our business so as to complete the projects in timely manner. We focus on hiring and retaining employees who have prior experience in the Solar Energy business, water pumping system and EPC Projects. Our Company constantly endeavours to improve skill up gradation of employees and staff welfare activities etc on regular intervals which results in increase in efficiency of employees. We view this process as a necessary tool to maximize the overall performance of our company.

As on January 01, 2023 we have the total strength of permanent employees excluding contractual labors. The details of which is given below:

Sr. No.	Particulars	Employees
1.	Management	2
2.	Finance	2
3.	Administration	1
4.	Project management	4
5.	Other skilled and unskilled	9

	Total	18
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COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

MARKETING ARRANGEMENT

Being engaged in solar water pumping system and EPC Project, instead of any marketing structure, we have Standard Business Development Model. Our approach is to ensure that the three wings of the process of our company i.e. Marketing, Estimation and Tendering work seamlessly in achieving the objectives. The company maintains a database for rates of various inputs in calculations of the tender estimates. The company has an efficient business development strategy and a coordinated approach to implement the same, which ensures a high success rate in procuring projects.

We have appointed a dedicated person who searches for various tenders work which are published by government/semi governments and public sector units on their official website and other electronic and print media. After screening and identification of qualified (technical and financial criteria) tender, our team starts preparing tender related documents and subsequently submit it online and physical as well. Consequently, government/semi government and public sector units award the contract on lowest bidder based (L1 basis).

The Company's customer's base varies from project to project basis as the company is awarded project on tendering basis. The company's customers are mainly central and state government, semi government, public sectors units and through government and private contractors.

COMPETITION

Competition emerges not only from organized sector and from both small and big regional and National players. In adverse and competitive market scenario also we are able to maintain our growth steadily due to our planned structure of operational policies. The company has accumulated extensive experience of executing contracts of Governments, semi government & Public sector undertaking Projects for the last 7 years and our experience in this business has enabled us to provide quality services in response to customer's demand for best quality of services in timely manner.

CAPACITY AND CAPACITY UTILIZATION

Our Company is engaged in assembling various parts of Solar Water Pumping System and engaged EPC Projects, installed capacity and capacity utilization can not be ascertained.

DETAILS OF IMMOVABLE PROPERTY:

A. Owned Properties

Sr. No.	Description of Property	Name of the Seller	Date of Execution of Agreement	Consideration	Area	Usage
1.	S-8 & S-9, Jay Complex, Nr. Gandhi Baug, Amreli, Gujarat	Vipulbhai Ravjibhai Suhagiya	March 31, 2018	Rs. 29.00 Lakh	225-27 Square Meters	Project Office

*An agreement to sale is executed on February 15, 2018 with Mrs. Naynaben Patel, and for which Rs.43.00 Lakhs are paid as earnest money. However, balance amount of Rs. 343.03 Lakh (including Registration, Stamping and Other Charge) is proposed to be paid from IPO Proceed.

B. Properties taken on lease basis:

Sr. No.	Description of Property	Name Of Lessor / Licensor	Date of Lease Agreement	Period	Consideration (Rent) (in Rs.)	Usage
1.	C-1103, Titanium Square, Thaltej Circle, SG Highway, Thaltej, Ahmedabad 380059.	Mr. Nimish Bhogilal Sanghavi, Mrs. Nina Nimish Sanghavi and Mr. Ashesh Joitaram Patel	Leave and Licence Agreement dated July 28, 2017	11 Months and 29 Days commencing from August 1, 2017 to July 29, 2018.	Rs. 42000/- (Rupees Forty Two Thousand Only) Per Month	Registered Office
2.	Shed No. 55, Ground Floor, Kalpatru Industrial Estate, Near Torrent Power, S.P Ring Road (Nikol Char Rasta), Nikol, Ahmedabad.	Mrs. Jashumatiben Manshukhbhai Chovatiya	Leave and Licence Agreement dated January 30, 2018	Period of 11 months commencing from 1st December 2017.	Rs. 24,200/- (Rupees Twenty Four Thousand Only) Per Month	Assembling cum Service Center cum Warehouse
3.	C-103, Titanium Square, Thaltej Circle, SG Highway, Thaltej, Ahmedabad 380059.	Krishna Consultancy through its Director Mr. Brenal Harishkumar Khatri	Leave and Licence Agreement dated March 9, 2018	11 Months and 29 Days commencing from March 15, 2018.	Rs. 70, 000/- (Rupees Seventy Thousand Only) inclusive of maintenance charges of the society/Association, and charges for AMC Taxes.	Consultancy & Tender Department Office
4.	Flat No. 506, 5th Floor, RC Western Mall, Opposite RPS more, Bailey Road, Patna.	Sri Anand Pratap Singh	Lease Agreement dated November 19, 2015.	11 Months commencing from November 19, 2015 and ending on October 18, 2016.	Rs. 9,000/- (Rupees Nine Thousand Only) excluding maintenance charge.	Branch Office

C. Property under acquisition

Our company has entered into an agreement to sale on February 15, 2018, for acquisition of plot of land situated at Khata No. 338, Survey No. 415-1, Village: Fagvel, Ta:- Kathlal, Dist:- Kheda, State: Gujarat with Mrs. Naynaben Patel, for setting up warehouse and future solar panel Factory. Our Company has paid Rs.43.00 Lakhs as earnest money for acquisition of said plot of land and balance amount of Rs. 343.03 Lakh (including Registration, Stamping and Other Charge) is proposed to be paid from IPO Proceed. For further details, refer the section titled “object of the issue” appearing on page no. 57 of the Prospectus.

Exports & Exports Obligations

There are no direct export sales made by company and as on date of this Prospectus there is no export obligation on the Company.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the few relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain.

The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice.

We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” beginning on page no. 192 of this Prospectus. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the field of value added wax based Performance Additives.

STATUTORY LEGISLATIONS

The Companies Act, 1956

The Act deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational and financial aspects of companies. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made a way to enactment of Companies Act, 2013. The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner.

The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the

Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections

110 have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force.

Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration payable to the directors by the companies is provided under Part II of the said schedule.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWPPR Act”) provides for protection against sexual harassment at the workplace to women and prevention and redressal of

complaints of sexual harassment. The SHWPPR Act defines “Sexual Harassment” to include any unwelcome sexually determined behavior (whether directly or by implication). “Workplace” under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an “Internal Complaints Committee” at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a “Local Complaint Committee” at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

Regulation of Foreign Investment in India

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) which prohibit, restrict and regulate, transfer or issue of securities to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the “automatic route” within the specified sectoral caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of investments in excess of the specified sectoral limits provided under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned passing a resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (“MSMED Act”) seeks to facilitate the development of micro, small and medium enterprises. The Union Cabinet has approved amendment to Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for classifying MSMEs from current investment in plant and machinery criteria to annual turnover criteria. The purpose of amendment to Section 7 of MSMED Act, 2006 is to encourage ease of doing business, make MSME classification norms growth oriented and align them to new indirect tax regime revolving around Goods & Services Tax (GST). This will define units producing goods and rendering services in terms of annual turnover. It will pave the way for increased direct and indirect employment in the MSE sector of the country.

- a. where the annual turnover does not exceed Rupees Five Crore, an enterprise shall be regarded as a micro enterprise;
- b. where the annual turnover is more than Rupees Five Crore but does not exceed Rupees Seventy Five Crore, an enterprise shall be regarded as a small enterprise;
- c. where the annual turnover is more than Rupees Seventy Five Crore but does not exceed Rupees Two Hundred Fifty Crore, an enterprise shall be regarded as a medium enterprise

The amendment empowers Central Government to vary turnover limits, provided not exceeding thrice the limits specified in Section 7 of MSMED Act by issuing notification.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. The submission of the memorandum by micro and small and medium enterprises engaged in rendering services is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities in accordance with Section 8 of the MSMED Act. The MSMED Act ensures that the buyer of goods or services makes payment for the goods supplied or services rendered to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period cannot exceed forty five days from the

day of acceptance of goods or services. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (“Council”). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

The Trademarks Act, 1999

The Act provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Customs Regulations

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory

Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

GST has replaced the following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling. It is applicable on all goods except for alcohol for human consumption and five petroleum products.

GST council has mandated the implementation of e way bill under GST from April 1, 2018 for inter state movement and from 1st June 2018 for Intra- state Movement of Goods. The E-Way Bill under the GST Regime replaces the Way Bill which was required under the VAT Regime for the movement of Goods. The way bill under the VAT Regime was a physical document which was required to be generated for the movement of goods. The physical document under the VAT Regime has now been replaced with an electronically generated document in the GST Regime.

EWay Bill is an electronic way bill for movement of goods which can be generated on the eWay Bill Portal. Transport of goods of more than Rs. 50,000 (Single Invoice/bill/delivery challan) in value in a vehicle cannot be made by a registered person without aneway bill. When an eway bill is generated a unique eway bill number (EBN) is allocated and is available to the supplier, recipient, and the transporter.

A Registered person or the transporter may choose to generate and carry away bill even if the value of goods is less than Rs 50,000.

The requirement of e-way bills for movement of goods within the States /UT will start from 15th April 2018 in a phased manner by grouping the States/UT into four lots. GST Council in the coming days shall announce this arrangement.

Value Added Tax (“VAT”)

The levy of Sales Tax within the state is governed by the Value Added Tax Act and Rules 2008 (“the VAT Act”) of the respective states. The VAT Act has addressed the problem of Cascading effect (double taxation) that were being levied under the hitherto system of sales tax. Under the current regime of VAT the trader of goods has to pay the tax (VAT) only on the Value added on the goods sold. Hence VAT is a multi-point levy on each of the entities in the supply chain with the facility of set-off of input tax- that is the tax paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. Periodical returns are required to be filed with the VAT Department of the respective States by the Company.

Central Sales Tax Act, 1956

In accordance with the Central Sales Tax Act, every dealer registered under the Act shall be required to furnish a return in Form I (Monthly/ Quarterly/ Annually) as required by the State sale Tax laws of the assessee authority together with treasury challan or bank receipt in token of the payment of taxes due.

GENERAL LEGISLATIONS

The Sale of Goods Act, 1930 (Sale of Goods)

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by instalments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Competition Act, 2002

The Competition Act, 2002 prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as „Individuals and „Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

The Consumer Protection Act, 1986 (COPRA)

The Consumer Protection Act, 1986 (COPRA) provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. COPRA protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up by the government such as the National Commission, the State Commission and the District Forums. Such redressal forums have the authority to grant the following reliefs, that is, removal of defects, replacement of

goods, compensation to the consumer, etc. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels.

Shops and Establishments legislations in various States

Our Company is governed by the various Shops and Establishments legislations, as applicable, in the states where it has its branch offices. These legislations regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Transfer of Property Act, 1882 ("TP Act")

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the TP Act. The TP Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. "Specific performance" means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

OTHER APPLICABLE LAWS

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948, as amended from time to time (“Minimum Wages Act”), was enacted to provide for fixing minimum rates of wages in certain employments. The consequences of failure to adhere to the minimum rates of wages fixed under the Minimum Wages Act is in the form of liability to prosecution and punishment in the form of imprisonment of up to six months and/or fines of up to Rupees Five Hundred. Further, employees having earned less than the minimum wage fixed are entitled to the payment of shortfall amounts, in addition to a compensation, which may extend up to ten times the shortfall amount.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936, as amended from time to time (“Wages Act”) is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in payment of wages. It contains provisions in relation to the responsibility for payment of wages, fixing of wage periods, time of payment of wages, and maintenance of registers and records. It applies to the persons employed in a factory, industrial or other establishment or in a railway, either directly or indirectly, through a sub-contractor. Further, the Wages Act is applicable to employees drawing wages up to Rupees Eighteen Thousand per month.

Employees’ Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (“EPF Act”), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. The EPF Act applies to all establishments engaged in any industry specified in Schedule I (of the EPF Act) that employ 20 (twenty) or more persons and to any other establishment employing 20 (twenty) or more persons or class of such establishments which the Central Government may specify by a notification.

Under the EPF Act, the Central Government has framed the “Employees Provident Fund Scheme”, “Employees Deposit Linked Insurance Scheme” and “the Employees Family Pension Scheme”. Liability is imposed on the employer and the employee to contribute to funds mentioned above, in the manner specified in the EPF Act. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments require to be made under the above-mentioned schemes.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965, as amended from time to time (“Bonus Act”), provides for payment of bonus based on profit or based on production or productivity, to persons employed in factories or in establishments employing 20 (twenty) or more persons on any day during an accounting year. It ensures that a minimum bonus is payable to every employee regardless of whether the employer has any allocable surplus in the accounting year in which the bonus is payable. Under the Bonus Act, the employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus equal to 8.33% of the salary or wage earned by the employee during the accounting year or Rupees Hundred, whichever is higher. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. Allocable bonus is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of the Company.

Employees’ State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“ESI Act”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Apprentices Act, 1961

The Apprentices Act, 1961, as amended (the “Apprentices Act”) regulates and controls the programme of training of apprentices and matters connected there with. The term “Apprentice” means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. “Apprenticeship Training” means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

The Workmen Compensation Act, 1923 (“WCA”)

The Workmen Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Equal Remuneration Act, 1976

The Maternity Benefit Act, 1961, as amended from time to time (“Maternity Benefit Act”), is aimed at regulating the employment of women in certain establishments for certain periods before and after child birth and for providing for maternity benefit and certain other benefits. The Maternity Benefit (Amendment) Bill 2016 (the “Amendment Bill”), an amendment to the Maternity Benefit Act, 1961 (“Act”), was passed in Lok Sabha on March 09, 2017, in Rajya Sabha on August 11, 2016 and received an assent from President of India on March 27, 2017.

It applies to all establishments which are factories, mines, plantations, Government establishments, shops and establishments under the relevant applicable legislations, or any other establishment as may be notified by the Central Government. As per the Act, to be eligible for maternity benefit, a woman must have been working as an employee in an establishment for a period of at least 80 days in the past 12 months. In amended act, the period of paid maternity leave (“Maternity Benefit”) that a woman employee is entitled to has been increased to 26 (twenty six) weeks. Further, the Act previously allowed pregnant women to avail Maternity Benefit for only 6 (six) weeks prior to the date of expected delivery. Now, this period is increased to 8 (eight) weeks. Maternity benefit of 26 weeks can be extended to women who are already under maternity leave at the time of enforcement of this Amendment.

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Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition & Regulation) Act, 1986, as amended from time to time (“Child Labour Act”) was enacted to prohibit the engagement of children below the age of fourteen years in certain specified occupations and processes and to regulate their conditions of work in certain other employments. No child shall be required or permitted to work in any establishment in excess of such number of hours, as may be prescribed for such establishment or class of establishments. Every child employed in an establishment shall be allowed in each week, a holiday of one whole day, which day shall be specified by the occupier in a notice permanently exhibited in a conspicuous place in the establishment and the occupier shall not alter the day so specified more than once in three months.

Other Laws

In addition to the above, our Company is also required to comply with the provisions other applicable statutes imposed by the Centre or the State for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as “Bright Solar Private Limited” at Ahmedabad on April 23, 2010, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli, Gujarat, Dadra and Nagar Haveli. Consequently upon the conversion of our Company into public limited company, the name of our Company was changed to “Bright Solar Limited” and fresh Certificate of Incorporation dated January 29, 2018 was issued by the Assistant Registrar of Companies, Ahmedabad.

Founded by Mr. Piyushkumar Thumar in 2010; Bright Solar is an India’s Leading Retail Solar Water Pump Company and we already Design, Supply & Installed over 3000 solar water pumping system in all over India till date.

Since its inception, we have executed 19 projects for supply, installation and commissioning of solar water pumping systems with an aggregate capacity of 14330.30 KWp.

We have also supplied and installed solar water pumping systems with an aggregate capacity of 4930.84 KWp through our retail sales channel. Aggregate capacity of solar water pumping systems installed by us since its inception is more than 18000 KWp.

We have assembled 36 different models of DC and AC solar water pumping systems with capacities ranging from 100W to 9000W (1 HP to 10 HP). DC pumps assemble by us are made of Stainless Steel and hence, they have higher strength and are corrosion free. In house assembling of solar pumps provides us with a control over its system quality. Further we sell our products under the registered brand name of ‘PUMPMAN’ and provide maintenance services to our clientele.

We were a MNRE registered Channel Partner to get direct subsidy for Solar Water Pump System in all over India. We are a System Integrator of Solar PV Water Pumping System. We have all ISO/CE/BEE/IEC certifications and Valid Test Report as per MNRE specifications.

We have well established relationship with leading solar energy players like Waaree, Solex, Kosol, Shivam, El-sol, Vcproject etc. During 2013-14, as a sub-contractor, we executed a project for design, marketing, supply,

installation & commissioning of solar water pumping systems with an aggregate capacity of 2832 KW for Waaree, which was the principal contractor. We are also assigned NSIC-D&B-SMERA Rating of SE 2B which indicates High performance capability and moderate financial strength.

We and our products are ISO 9001:2015 and ISO 14001:2015 certified. Further, Solar water pumps, DC solar pump controllers and solar pump inverters are STQC certified by Electronics and Quality Development Centre (EQDC), Gandhinagar. Our solar water pumping systems are also approved by Ministry of New and Renewable Energy (MNRE), Government of India.

We have System Integration unit of Solar PV Water Pumping Systems (both Alternating Current (AC) and Direct Current (DC)). We have healthy order book position for design, supply, installation and commissioning of solar water pumping systems and water & sewerage infrastructure projects aggregate value of Rs. 97 Crores.

REGISTERED OFFICE:

Registered Office of the Company is presently situated at C-1103, Titanium Square, Thaltej Circle, S G Highway, Thaltej, Ahmedabad – 380 059. The Registered office of our Company has been changed from time to time since incorporation, details of which are given hereunder:

Date of Change of Registered office	Registered Office	
On Incorporation	59/A, Pushpraj Complex, Opp. M. B. Patel Farm House, Nr. Jashodanagar Cross Road, Vatva, Ahmedabad – 382 445.	
	Changed from	Changed to
June 16, 2011	59/A, Pushpraj Complex, Opp. M. B. Patel Farm House, Nr. Jashodanagar Cross Road, Vatva, Ahmedabad – 382 445.	44, Narayan Mill Compound, Opp. Jiviba Party Plot, Nr. Ctm Cross Road, CTM, Ahmedabad – 380 026
May 25, 2012	44, Narayan Mill Compound, Opp. Jiviba Party Plot, Nr. Ctm Cross Road, CTM, Ahmedabad – 380 026	Plot 90, Nathabhai Estate, Nr. Brahmani ICE Factory, Nr Canal, Jashodanagar Road, Amraiwadi, Ahmedabad – 380 026
May 1, 2014	Plot 90, Nathabhai Estate, Nr. Brahmani ICE Factory, Nr Canal, Jashodanagar Road, Amraiwadi, Ahmedabad – 380 026	Plot No. 474, Road No.12, Kathwada GIDC, Ahmedabad – 382 430
August 4, 2017	Plot No. 474, Road No.12, Kathwada GIDC, Ahmedabad – 382 430	C-1103, Titanium Square, Thaltej Circle, S G Highway, Thaltej, Ahmedabad – 380 059

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Change of Name

Date of Amendment	Particulars
January 29, 2018	Bright Solar Limited – Change of name of the Company consequent upon conversion from Private Company to Public Company

Authorized Capital

The following changes have been made in the Memorandum of Association of our Company since its inception:

Date of Amendment	Particulars
March 22, 2013	Increased in authorized capital from Rs. 1 Lakh to Rs. 35 Lakh

December 2, 2014	Increased in authorized capital from Rs. 35 Lakh to Rs. 100 Lakh
March 17, 2015	Increased in authorized capital from Rs. 100 Lakh to Rs. 125 Lakh
January 9, 2016	Increased in authorized capital from Rs. 125 Lakh to Rs. 150 Lakh
January 16, 2018	Increased in authorized capital from Rs. 150 Lakh to Rs. 2000 Lakh
January 30, 2018	Increased in authorized capital from Rs. 2000 Lakh to Rs. 2200 Lakh

Object Clause

Date of Amendment	Particulars
January 16, 2018	<p>Alteration in Clause III –Object Clause by;</p> <p><i>A.</i> Substitution of heading of Clause III(A) as follows;</p> <p style="text-align: center;">THE OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:</p> <p><i>B.</i> Substitution of heading of Clause III(B) as follows;</p> <p style="text-align: center;">MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (III)(A)</p> <p><i>C.</i> Deletion of Other Object Clause III(C)</p> <p style="text-align: center;">The other objects clause (III)(C) comprising of clause 1 to 43 be deleted</p>
January 30, 2018	<p>Alteration in Clause III(A) – Main Object Clause by;</p> <p><i>A.</i> Addition of following sub-clause as sub clause (1) in place of the then existing sub clause (1):</p> <p style="text-align: center;">To provide turnkey or otherwise energy solutions in conventional and/or renewable energy spectrum by way of EPC, PPP or Project Development mode and in solar photovoltaic and Solar Thermal spectrum namely grid tied ground mounted and rooftop solar power plants, Off-grid solar power plants with or without storage, solar water heaters, solar air heaters, solar steam generators, solar desalination plants, solar waste water treatment plants, solar effluent treatment plants, Water supply, Sewerage, Infrastructure projects on EPC & PPP basis and all other applications of solar photovoltaic and solar thermal technology and to provide turnkey or otherwise energy solutions in wind energy spectrum namely design, site selection, land development, supply, transportation, installation, commissioning and operations and Maintenance of wind power plants in EPC or Development mode and to provide energy solutions in Diesel and Gas based generating systems, electric control panels</p>

	<p>and switchgears and solutions in all type of electrification jobs in any voltage range, Energy storage business and provide energy storage solutions, electric vehicles business and provide electric vehicle solutions and to provide solutions in to other types of conventional or renewable energy solutions namely but not limited to base on Coal, Natural Gas, Shale gas, Liquid Fuel (petrol, diesel, FO, Naphtha etc.), Bio-mass, Bio-Gas, Tidal, Hydro, Atomic and MSW etc, all types of water and waste water treatment technologies and to provide solutions and consultancy for renewable energy projects, water & Infrastructure projects and for the business of design, engineering, manufacture, supply, installation, commissioning, operation and maintenance of all type of industrial process and process control equipment and machinery, SCADA, remote monitoring, control panels, instrumentation and valves etc.</p> <p>B. Renumbering of following the then existing sub clause (1) as sub clause (2):</p> <p>To carry on the business of trading, importing, producing of solar energy, renewable energy, bio-gas energy, wind energy and other energy conservation products like solar water heaters, water heating systems, solar water, SVP renewable energy systems, energy and process application, energy plants, machineries include, heating plants, steam generation and steam and eclectic conservation, mechanical and piping systems, heat transfer and recovery projects, dryer drainage, lumber drying, district heating system for industries, commercial domestic, public and other purposes.</p>
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Major Events

The major events of the company since its incorporation in the particular year are as under:

Financial Year	Events
2017-18	Bright started Consultancy Business in Renewable Energy, Water & Infra EPC & PPP Projects
2017-18	Bright started New Water Treatment Plant & Mini Pipe Rural Water Supply Scheme Project on Sub-Contract basis
2017-18	Bright submitted MOU to International Solar Alliance (ISA) For Export of Solar Pumps in Senegal, Benin, Burundi, Cameron, Cape Verde, Congo, Ethiopia, Gambia, Niger and Tanzania.
2015-16	Bright was awarded with one of the biggest Bihar State project for commissioning of 281 Nos. Solar Dual Pump Project (amounting to Rs. 21.50 Crore) in 11 Districts of Bihar State by Public Health Engineering Department.
2015-16	Certificate of Registration issued from The National Small Industries Corporation Limited (NSIC).
2015-16	Bright got approval from Bureau of Energy Efficiency to use the BEE Label in "PUMPMAN" Submersible Pump Set.
2014-15	Rating agency CARE assigned Solar Grading SP2C (High Performance & Moderate Financial) to Bright Solar
2014-15	Bright awarded from Bihar State Fisheries Department to Supply Solar Water Pumps to Fisherman.
2014-15	Bright awarded order from Agriculture Engineering Department - Chennai of 200 nos. (Approx 8.8 Cr.) Solar Water Pumping system for Agriculture purpose in all over Tamilnadu State
2014-15	Bright got sanction of Central Finance Assistance (Subsidy) of Rs. 3.70 Crore from Ministry of New & Renewable Energy (MNRE), for installation of 174 numbers of SPV Power Pumps with agreegate capacity of 746.4kWp in twenty district of Gujarat at a project cost of Rs. 12.32 Crs.
2014-15	NSIC - Ahmedabad entered MOU For Tender Participation with Bright.
2014-15	Bright made Rate Contract with Central Stores & Purchase Organization (CSPO) to Supply Solar U.V. Water Purifier in all over Gujarat State.

2014-15	Factory License granted from Directorate Industrial Safety & Health Gujarat state to Bright.
2014-15	Bright Solar registered as a Manufacturer with Central Stores & Purchase Organization (CSPO).
2014-15	Bright registered as a "1" Class contractor in Bihar State Public Health Engineering Department up to 5 Years.
2014-15	Bright became a Member of Solar Energy Society of India (SESI)
2014-15	Bright became Empanelled Manufacturer for Solar Pumping Programme to be implemented through NABARD.
2013-14	Bright became Accredited Channel Partner of Ministry of New and Renewable Energy (MNRE)
	– New Delhi for Solar PV Systems.
2013-14	Bright Solar become Channel Partner of Tamilnadu Energy Development Agency (TEDAChennai) & NREDCAP - Hyderabad .
2013-14	Gujarat Government 4 Nos. Discoms First Pilot Project of Solar Water Pumping System awarded to Bright Solar.
2013-14	Bright executed Rajasthan RHDS Project - 3, 1150 Nos. solar water pumping system with Waaree energy.
2013-14	Bright started own & first DC Submersible Pump assembling Unit - PUMPMAN Brand with more than 99 Models.
2012-13	Bright executed Sabras – Salt Agariya Project in Little Run of Kutch.
2011-12	Our Promoters took a Solar Systems training at GERMI - Gandhinagar.
2011-12	Bright became authorized Premier Sales & Service Partner of M/s. Lorentz-Germany for DC Solar Pumps till December 31, 2012
2010-11	Bright Solar was incorporated as Bright Solar Private Limited with primary business object of Solar PV Water Pumping System & Solutions.

Subsidiaries/Holdings of the company

Our Company does not have any holding company and nor it has any subsidiary company/(ies)

Raising of Capital in form of Equity

For details of increase in equity capital of our company please refer section “Capital Structure” on page no. 43 of this Prospectus.

Injunction and restraining order

Our company is not under any injunction or restraining order, as on date of filing of the Prospectus.

Managerial Competence

For managerial Competence please refer to the section “Our management” on Page no. 96 of this Prospectus.

Acquisitions / Amalgamations / Mergers/ Revaluation of assets

No acquisitions / amalgamations / mergers or revaluation of assets have been done by the company.

Total number of Shareholders of Our Company

As on the date of filing of this Prospectus, the total numbers of equity shareholders are 41 (Forty One). For more details on the shareholding of the members, please see the section titled “Capital Structure” at page no. 43 of this Prospectus.

Main Objects as set out in the Memorandum of Association of the Company

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To provide turnkey or otherwise energy solutions in conventional and/or renewable energy spectrum by way of EPC, PPP or Project Development mode and in solar photovoltaic and Solar Thermal spectrum namely grid tied ground mounted and rooftop solar power plants, Off-grid solar power plants with or without storage, solar water heaters, solar air heaters, solar steam generators, solar desalination plants, solar waste water treatment plants, solar effluent treatment plants, Water supply, Sewerage, Infrastructure projects on EPC & PPP basis and all other applications of solar photovoltaic and solar thermal technology and to provide turnkey or otherwise energy solutions in wind energy spectrum namely design, site selection, land development, supply, transportation, installation, commissioning and operations and Maintenance of wind power plants in EPC or Development mode and to provide energy solutions in Diesel and Gas based generating systems, electric control panels and switchgears and solutions in all type of electrification jobs in any voltage range, Energy storage business and provide energy storage solutions, electric vehicles business and provide electric vehicle solutions and to provide solutions in to other types of conventional or renewable energy solutions namely but not limited to base on Coal, Natural Gas, Shale gas, Liquid Fuel (petrol, diesel, FO, Naphtha etc.), Bio-mass, Bio-Gas, Tidal, Hydro, Atomic and MSW etc, all types of water and waste water treatment technologies and to provide solutions and consultancy for renewable energy projects, water & Infrastructure projects and for the business of design, engineering, manufacture, supply, installation, commissioning, operation and maintenance of all type of industrial process and process control equipment and machinery, SCADA, remote monitoring, control panels, instrumentation and valves etc.
2. To carry on the business of trading, importing, producing of solar energy, renewable energy, bio-gas energy, wind energy and other energy conservation products like solar water heaters, water heating systems, solar water, SVP renewable energy systems, energy and process application, energy plants, machineries include, heating plants, steam generation and steam and eclectic conservation, mechanical and piping systems, heat transfer and recovery projects, dryer drainage, lumber drying, district heating system for industries, commercial domestic, public and other purposes.

Shareholders' Agreements

Our Company has not entered into any shareholders agreement as on the date of filing this Prospectus.

Other Agreements

As on the date of this Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Prospectus.

Strategic Partners

Our Company is not having any strategic partner as on the date of filing this Prospectus.

Financial Partners

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Prospectus.

OUR MANAGEMENT


Our Articles of Association require us to have not less than 3 Directors and not more than 15 Directors, subject to the applicable provisions of the Companies Act, 2013.

Set forth below are details regarding our Board as on the date of this Letter of Offer.

BOARD OF DIRECTORS

We currently have Five (5) directors on our Board.

Sr. No.	Name	Designation	DIN
1.	Mr. Piyushkumar Thumar	Chairman & Managing Director	02785269
2.	Mr. Ajay Raj Singh	Whole Time Director	07160204
3.	Mrs. Shivangi Bipinchandra Gajjar	Independent Director	07243790
4.	Mr. Jagrutiben Rameshbhai Joshi	Independent Director	07737814
5.	Mr. Viren Rajeshkumar Makwana	Independent Director	09007676

	<p>Mr. Piyushkumar Thumar, aged 37 years is a Promoter Cum Chairman and Managing Director of the Company and has the distinction of leading the Company. He has a Professional Experience of More than 15 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 solar energy projects both big and small, he is advising National and Multinational Companies and has been mentoring start-ups in solar sector.</p>
MR. PIYUSHKUMAR THUMAR	
Age	37 years
PAN	AGRPT9202C
Passport Number	H0133132
Voter Identification No.	WGY1057264
Driving License	GJ/0000293/2018
Name of Bank	ICICI Bank
Bank Account Number	777701056205
Educational Qualification	Senior Secondary Class (SSC)
Present Residential Address	A-30 Gulab Park Society, Near Gulab Tower Sola Road Thaltej Sola Daskroi, Ahmedabad, Gujarat – 380 060

Position/posts held in the past	He is Director cum Promoter – Member of the Company since incorporation, i.e. from April 23, 2010. At present he is Chairman & Managing Director cum Promoter – Member of our Company.
Directorship held	-
Other Ventures	-

Details of current and past directorship(s) of the above Directors in listed companies whose shares have been / were suspended from being traded on any of the stock exchanges, during his/her tenure.

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Letter of Offer, during the term of his/her directorship in such company.

Details of current and past directorship(s) of the above Directors in listed companies which have been/ were delisted from the stock exchange(s), during his/her tenure.

None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are not applicable to us.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

Composition of Board of Directors

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name	Designation	DIN
1.	Mr. Piyushkumar Thumar	Chairman & Managing Director	02785269
2.	Mr. Ajay Raj Singh	Whole Time Director	07160204
3.	Mrs. Shivangi Bipinchandra Gajjar	Independent Director	07243790
4.	Mr. Jagrutiben Rameshbhai Joshi	Independent Director	07737814
5.	Mr. Viren Rajeshkumar Makwana	Independent Director	09007676

Constitutions of Committees

Our company has constituted the following Committees of the Board;

- Audit Committee;**
- Stakeholders Relationship Committee;**
- Nomination and Remuneration Committee;**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder;

- Audit Committee:**

The present constitution of the Audit Committee is as follows:

Sr. No.	Name	Designation
1	Mr. Viren Rajeshkumar Makwana	Chairman
2.	Mr. Piyushkumar Thumar	Member
3	Mrs. Shivangi Bipinchandra Gajjar	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as prescribed in the Companies Act and SEBI LODR, Regulation.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

C. Role and Powers: The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual / quarterly financial statements and auditor's report/ limited review report as the case may be before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - Qualifications in the draft audit report;
5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
6. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any suNSEquent modification of transactions of the listed entity with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
15. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. To review the functioning of the whistle blower mechanism;
18. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate;
19. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
20. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015; and;
22. Any other matter as the Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

D. The Audit Committee shall mandatorily review the following:

The Audit Committee shall mandatorily review the following information.

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Explanation- **“Related Party Transaction”** means a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

“Related Party” means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards: [Provided that any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the listed entity shall be deemed to be a related party].

2. Stakeholders Relationship Committee:

The present constitution of the Stakeholders Relationship Committee is as follows:

Sr. No.	Name	Designation
1	Mr. Viren Rajeshkumar Makwana	Chairman
2.	Mr. Piyushkumar Thumar	Member
3	Mrs. Shivangi Bipinchandra Gajjar	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall inter-alia include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
5. Any other matter as the Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

NAME, DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER IS PRODUCED BELOW:

Name: Mr. Ritendrasinh Kishorsinh Rathod

C/o Bright Solar Limited

C-602, Titanium Square, Near Thaltej Circle, Thaltej,

Tel No.: + 079 489 268 68

Email: compliance@brightsolar.co.in; Web site: www.brightsolarltd.com

Designation: Company Secretary and Compliance Officer

3. Nomination and Remuneration Committee:

The present constitution of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name	Designation
1	Mr. Viren Rajeshkumar Makwana	Chairman
2.	Mr. Piyushkumar Thumar	Member
3	Mrs. Shivangi Bipinchandra Gajjar	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee. The scope and function of the Committee and its terms of reference shall include the following:

Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings: The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

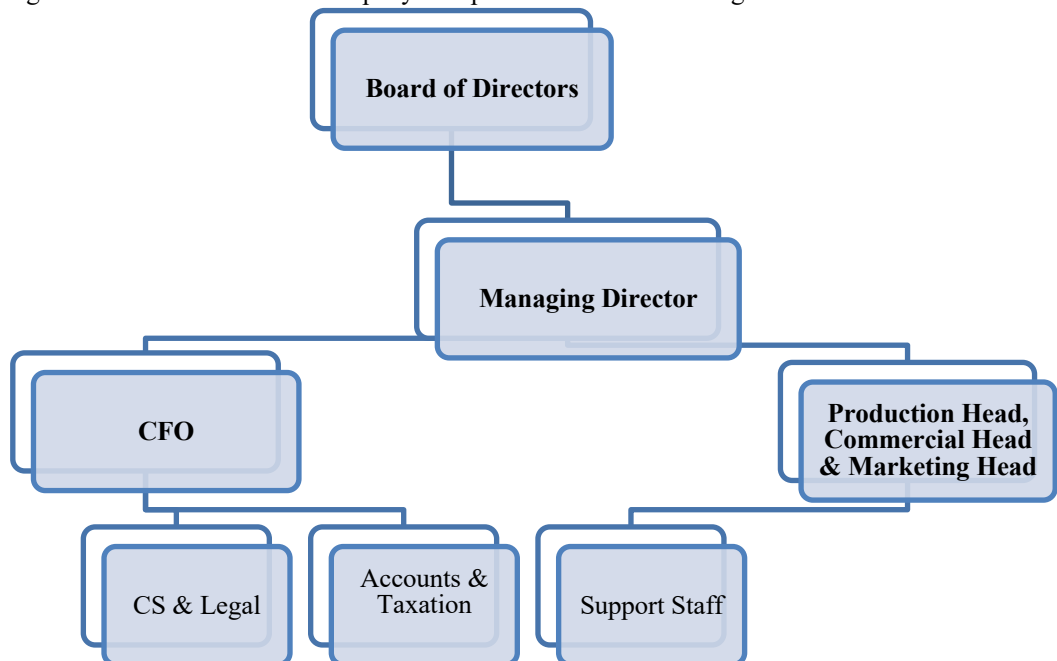
Role of Terms of Reference shall inter-alia include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Devising a policy on diversity of board of directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Recommend to the board, all remuneration, in whatever form, payable to senior management; and;
8. Any other matter as the Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

Management Organization Structure

The Management Organization Structure of the company is depicted from the following chart:



Our Key Management Personnel

The Key Managerial Personnel of our Company other than our Executive Director are as follows:-

Sr. No.	Name of Person	Designation
01	Mr. Ritendrasinh Kishorsinh Rathod C/o Bright Solar Limited C-602, Titanium Square, Near Thaltej Circle, Thaltej, Tel No.: + 079 489 268 68	Company Secretary and Compliance Officer
02	Parth Rameshbhai Jethava C/o Bright Solar Limited C-602, Titanium Square, Near Thaltej Circle, Thaltej, Tel No.: + 079 489 268 68	Chief Financial Officer

Bonus or Profit sharing plan for the Key Management Personnel

Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel.

DIVIDEND POLICY

The declaration and payment of final dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

The Board of Directors of your Company has approved and adopted the Dividend Distribution Policy of the Company on voluntary basis as per SEBI (LODR) Regulation 2015. The Dividend Distribution Policy is available on the website of the company at [Our Company](#) has not declared any Dividend in the Last three financial years.

Dividends are payable within thirty days of approval by the Equity Shareholders at the annual general meeting of our Company and in case of interim dividend within thirty days of declaration by the Board of Directors. When dividend is declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION VI-FINANCIAL INFORMATION



INDEPENDENT AUDITOR'S REPORT

Auditor's Report on Half year and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
**THE BOARD OF DIRECTORS OF
BRIGHT SOLAR LIMITED**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone half yearly financial results of **BRIGHT SOLAR LIMITED** for the half year ended **31st March, 2022** and the year-to-date results for the period from **01st April, 2021 to 31st March, 2022**, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit/loss³ and other comprehensive income and other financial information for the half year ended **31st March, 2022** as well as the year to date results for the period from **01st April, 2021 to 31st March, 2022**.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

[Insert Emphasis of Matter Paragraph]4

Our opinion is not modified in respect of this matter.





Management's Responsibilities for the Standalone Financial Results

These half yearly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.





NIRAV S. SHAH & CO.

CHARTERD ACCOUNTANTS.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

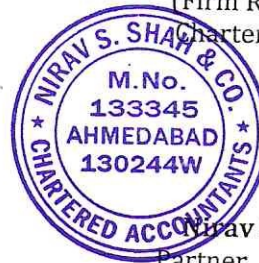
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The Statement includes the results for the half year ended March 31, 2022 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the Half year (September 30, 2021) of the current financial year which were subject to limited review by us. Our report on the Statement is not modified in respect of this matter.

For Nirav S Shah & Co.
(Firm Registration no. 130244W)
Chartered Accountant



Nirav S Shah
Partner

Mem. No. 133345

UDIN: 22133345A9WYFC7989

Place: Ahmedabad

Date: 30/5/2022



NIRAV S. SHAH & CO.

CHARTERED ACCOUNTANTS.

NIRAV SHAH
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Annexure 1 referred to in paragraph 1 of Our Report under "Report on Other Legal and Regulatory Requirements" of even date to the members of BRIGHT SOLAR LIMITED on the accounts of the company for the year ended 31st March, 2022.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
(c) The title deeds of immovable properties are held in the name of the company.
- ii. (a) The Company has conducted physical verification of inventory at regular interval.
(b) No material discrepancy has been noticed on such verification.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us in respect of loans, investments, guarantees and securities, there is adequate compliance of provisions of section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public hence compliance of directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other provisions of the Companies Act, 2013 and the rules framed there under need not be applicable.
- vi. The company is not liable to maintain cost records as prescribes under sub-section (1) of Section 148 of the Companies Act, 2013.
- vii. (a) According to the information and the explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including provident fund, income-tax, goods and service tax, cess and other statutory dues as applicable with the appropriate authorities. There were no undisputed amounts payable in respect of income tax, sales tax, goods and, cess and any other material statutory dues in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

Sr. No.	Description	Amount
1	TDS Payable	1,24,648/-

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Goods and Service Tax, and cess which have not been deposited with the appropriate authorities on account of any dispute. There is an Income tax demand pertaining to following years as under:



Sr. No.	Description	Pending with	Amount
1	A.Y. 2012-13	Hon'ble CIT(A)	1,22,550/-
2	A.Y. 2019-20	Hon'ble CIT(A)	1,08,11,640/-
3	A.Y. 2020-21	Hon'ble CIT(A)	5,02,268/-
4	A.Y. 2020-21	Hon'ble CIT(A)	24,82,898/-
5	A.Y. 2016-17	Hon'ble CIT(A)	3,89,910/-
6	A.Y. 2018-19	Hon'ble CIT(A)	1,56,600/-
7	Case Number 2401105003282022 Dispute with GLE India Solar Private Limited	National Company Law Tribunal (NCLT)	4,02,37,377/-

- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed any term loans from banks and has not issued debentures.
- ix. In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer and any term loans during the year.
- x. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- xi. According to the records of the company examined by us and as per the information and explanations given to us, the company has paid no managerial remuneration.
- xii. As the company is not the Nidhi company, the compliance requirement of net Owned funds to Deposits in the ratio of 1:20 to meet out the liability and maintaining ten percent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability is not Applicable.
- xiii. In our opinion, and according to the information and explanations given to us, section 177 is not applicable to the company and as compliance required under section 188 of companies act,2013 company has not taken any loan from related party except following:

Sr. No.	Description	Amount
1	Piyushkumar Babubhai Thumar	2,32,25,000/-

- xiv. According to the records of the company examined by us and as per the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. In our opinion, and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. (a) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
(d) The Company does not have any CIC as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.





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- xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- xxi. According to the information and explanations given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

Sr. No.	Description	Nature of Relation
1	VC Project BSL (JV)	Joint Venture

For, Nirav-S-Shah & Associates

Chartered Accountants



(Nirav S Shah)

Proprietor

Membership No.# 133345

Firm Registration No.# 130244W

UIN NO:

22133345ASWYFC 7989

Place: Ahmedabad

Date: 30/5/2022



Annexure B to Independent Auditors' Report

(Referred to in paragraph 2(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Bright Solar Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the



ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal





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financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Nirav Shah & Associates
Chartered Accountants

Firm Reg. No. 130244W


Nirav Shah



Place: Ahmedabad(Proprietor)

Date: 30/5/2022

(Membership No. 133345)

UDIN: 22133345AJWYFC7989



Annexure C to the Independent Auditors' Report

Additional Reporting as per Revised Schedule-III of the Companies Act -2013
[Amended on 24th March 2021]

Additional Regulatory Information

1. Title Deeds of Immovable Property not held in the name of the Company

As per the information and explanation given to me, the records examined by me and based on the examination of the conveyance deeds/ registered sale deed provided to me I report that the title deeds comprising all the Immovable Properties of building which are freehold and are held in the name of the Company as at the Balance Sheet date.

2. Revaluation of Property, Plant & Equipments

The Company has not revalued its Property, Plant and Equipments during the current financial year.

3. Loans & Advances to Directors, Promoters KMPs & Related Parties

The Company has not granted any loans or advances in the nature of loan outstanding to any of its Promoters, Directors, Key Managerial Personals and related parties.

4. Capital Work-in-Progress

The Company does not have any Capital Work in Progress Account as at the Balance Sheet Date.

5. Intangible Assets under Development

The Company does not have any Intangible Assets under development as at the Balance Sheet Date.

6. Details of Benami Property held

The Company does not hold any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.





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7. Wilful Defaulter

As informed by the management, the name of the Company and any of its directors does not appear under the list of wilful defaulter.

8. Relationship with Struck off Companies

The Company does not have any transactions with the Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

9. Registration of charges or satisfaction with Registrar of Companies

The Company does not require to create/modified/satisfied charge on the assets of the Company during the financial year.

10. Compliance with number of layers of Companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017.

11. Financial Ratios FY 2021-22

As per Schedule 27

12. Compliance with approved Scheme(s) of Arrangements

There is not any scheme of arrangements has been approved by the competent authority in terms of section 230 to 237 of the Companies Act, 2013 during the current financial year.

13. Utilization of Borrowed funds and Share Premium

[A] The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall

- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries





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[B] The Company has not received any funds from any persons(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

14. Undisclosed Income

The Company does not have any transaction which was not recorded in the books of accounts in earlier years & that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

15. Corporate Social Responsibility

The Company is not covered under section 135 of the Companies Act, 2013.

16. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year.



NOTE 27

ADDITIONAL REGULATORY INFORMATION

Ratios

Ratio	Numerator	Denominator	Current Year	Previous Year
(a) Current Ratio (In Times)	Total Current assets	Total Current liabilities	2.36	2.79
(b) Debt-Equity Ratio (In Times)	Total Debt (Consists of Long Term Borrowings and Short Term Borrowings)	Shareholder's Fund	0.12	0.01
(c) Debt Service Coverage Ratio (In Times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service = Interest + Principal repayment	-143.99	9.13
(d) Return on Equity Ratio (in %)	Profit for the year	Average Net Worth	-21.62%	0.47%
(e) Inventory turnover ratio (In Times)	Cost of Goods Sold (Cost of Material Consumed + Purchases + Changes in Inventory + Manufacturing Expenses)	Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	2.23	2.17
(f) Trade Receivables turnover ratio (In Times)	Revenue from operations	Average Trade Receivable	0.97	1.83
(g) Trade payables turnover ratio (In Times)	Purchases of Goods/Services + Cost of Fixed Assets Purchases and Other expenses	Average Trade Payables	1.92	3.30
(h) Net capital turnover ratio (In Times)	Revenue from operations	Average working capital = Total current assets less Total current liabilities)	0.44	1.15
(i) Net profit ratio (In %)	Profit for the year	Revenue from Operations	-98.44%	0.71%
(j) Return on Capital employed (In %)	Profit before taxes and Finance Cost	Capital Employed = Net worth + Deferred tax liabilities + Long Term Borrowing	-23.39%	1.00%
(k) Return on Investment (In %)	Income generated from invested funds	Average invested funds	6.43%	8.31%

Explanation for change in the ratios by more than 25%:

- a) Increase in the Debt Equity Ratio is due to the additional short term borrowing from related party taken in current year
- b) Debt Service Coverage ratio turned negative due to the loss suffered in the current year
- c) Return in Equity is Negative due to the increases in the Cost of Goods Sold
- d) Trade Receivables Turnover Ratio has decreased due to the decrease in the Revenue from Operation as well as delay in the collection from outstanding debtors
- e) Trade Payables Turnover Ratio has decreased due to the decrease in the Purchases and Other Expenses as well as delay in the payments to outstanding creditors
- f) Net Capital Turnover Ration has decreased due to decrease in the Revenue from Operation in the current year
- g) Net Profit Ratio is negative due to the losses suffered majorly due to the increase in the Cost of Goods Sold
- h) Return on Capital Employed is negative due to the losses suffered in the current year



STATEMENT OF PROFIT AND LOSS

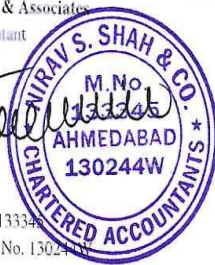
PARTICULARS	Note No	(' thousands)	
		Audited For the year ended 31st March 2022	Audited For the year ended 31st March 2021
I Revenue From Operations	18	71,868.33	245,239.41
II Other Income	19	3,043.80	2,551.88
III Total Income	A	<u>74,912.13</u>	<u>247,791.29</u>
IV Expenditure			
(a) Cost of Goods Sold	20	129,153.47	210,259.52
(b) Employee Benefit Expenses	21	5,911.93	8,782.60
(c) Finance Cost	22	627.38	995.32
(d) Depreciation and Amortisation Expenses	23	4,007.69	4,040.54
(e) Other Expenses	24	8,965.02	20,861.57
V Total Expenditure	B	<u>148,665.49</u>	<u>244,939.55</u>
VI Profit / (Loss) before exceptional and extraordinary items and tax	C (A-B)	-73,753.36	2,851.75
VII Extraordinary items			
VIII Profit / (Loss) on sale of fixed assets	D	0.00	0.00
IX Profit / (Loss) before tax	E (C-D)	<u>-73,753.36</u>	<u>2,851.75</u>
X Tax Expense:			
(a) Tax Expense for Current Year		0.00	1,193.33
(b) Deferred Tax	10	-9.15	-104.46
XI Net Current Tax	F	<u>-9.15</u>	<u>1,088.88</u>
XII Profit/(Loss) for the Year	G (E-F)	<u>-73,744.21</u>	<u>1,762.87</u>
XIII Earning Per Share (Face Value `10/- per share)			
Basic	25	(3.61)	0.09
Diluted	25	(3.61)	0.09
See accompanying notes to Financial Statements	27		
Debt Equity Ratio		0.12	0.01
Debt Service Ratio		(100.30)	2.64
Interest Service/Coverage Ratio		(116.56)	3.87

For, Nirav Shah & Associates
Chartered Accountant

Nirav Shah
Proprietor

Membership No. 133346
Firm Registration No. 130244W
UDIN: 22133345AJWYFC7989

Place: Ahmedabad
Date: 30th May, 2022



For and On Behalf of the Board of Directors of Bright Solar Limited

Piyushkumar Babubhai Thumar
Chairman & Managing Director
DIN: 02785269

J. R. Joshi
Jagrutiben Rameshbhai Joshi
Director
DIN: 07737814

Date: 30th May, 2022

BRIGHT SOLAR LIMITED
C-103, TITANIUM SQUARE, THALTEJ CROSS ROAD
S.G HIGHWAY, THALTEJ, AHMEDABAD
CIN: L51109GJ2010PLC060377

CASH FLOW STATEMENT

PARTICULARS	Year ended 31st March 2022	Year ended 31st March 2021
(thousands)		
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	-73,753.36	2,851.75
Add:		
(a) Depreciation	1,125.12	1,157.97
(b) Miscellaneous Expenses (Amortized)	2,882.57	2,882.57
(c) Finance & Interest Expenses	627.38	995.32
	4,635.07	5,035.85
Deduct:		
(a) Interest income	1,013.16	1,642.75
(b) Profit From JV	926.58	516.25
	1,939.74	2,159.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	-71,058.03	5,728.60
Add/Deduct:		
(a) Increase/Decrease in Short Term Provisions	-42.83	-1,233.95
(b) Increase/Decrease in Trade Payables	-14,999.59	-51,222.39
(c) Increase/Decrease in Other Current Liabilities	-34,641.42	28,262.95
(d) Increase/Decrease in Inventories	72,275.10	5,637.16
(e) Increase/Decrease in Trade Receivables	27,333.65	89,990.87
(f) Increase/Decrease in Short Term Loans & Advances	1,037.74	-78,070.08
(g) Increase/Decrease in Other Current Assets	3,314.77	7,864.61
(h) Increase/Decrease in Short Term Borrowing	29,175.48	1,454.70
Total Working Capital Adjustment	83,452.90	2,683.86
CASH GENERATED FROM OPERATIONS	12,394.87	8,412.46
Deduct:		
Direct Taxes Paid (Net)	-2,152.15	-7,006.91
NET CASH FROM OPERATING ACTIVITIES	10,242.73	1,405.55
B CASH FLOW FROM INVESTING ACTIVITIES:		
(a) Purchase of Fixed Assets	-1,748.93	-62.30
(b) Interest income	1,013.16	1642.75
(c) Change in Long Term Bank Deposits	-309.07	-922.42
(d) Change in Long Term Deposits and Advances	1,077.00	-101.40
(e) Change in Other Non Current Assets	-6,677.41	-9170.46
(f) Investment in JV	-6,592.28	-536.25
(g) Profit from JV	926.58	516.25
NET CASH USED IN INVESTING ACTIVITIES	-12,310.96	-8,633.83
C CASH FLOW FROM FINANCING ACTIVITIES:		
(a) Increase/Decrease in Borrowings	1,908.42	-1,197.45
(b) Finance & Interest Expenses	-627.38	-995.32
(c) Dividend and Dividend Distribution Tax Paid	-204.00	-2,040.00
NET CASH USED IN FINANCING ACTIVITIES	1,077.04	-4,232.77
NET INCREASE IN CASH AND CASH EQUIVALENTS	-991.20	-11,461.04
OPENING BALANCE- CASH AND CASH EQUIVALENT	5,888.37	17,349.41
CLOSING BALANCE- CASH AND CASH EQUIVALENT	4,897.17	5,888.37

For, Nirav Shah & Associates
Chartered Accountants

Nirav Shah
Proprietor
Membership No. 133524
UDIN: 22133345AJWYF67900



Place: Ahmedabad
Date: 30th May, 2022

For and On Behalf of the Board of Directors
of Bright Solar Limited

Piyushkumar Babubhai Thumar
Chairman & Managing Director
DIN: 02785269

J.A. Joshi
Jagrutiben Rameshbhai Joshi
Director
DIN: 07737814
Date: 30th May, 2022

BRIGHT SOLAR LIMITED
C-103, TITANIUM SQUARE, THALTEJ CROSS ROAD
S.G HIGHWAY, THALTEJ, AHMEDABAD
CIN: L51109GJ2010PLC060377

BALANCE SHEET

PARTICULARS	Note No	(' thousands)	
		Audited As at 31st March 2022	Audited As at 31st March 2021
EQUITY AND LIABILITIES			
I. Shareholders' Funds	1	204,000.00	204,000.00
(a) Share Capital	2	103,727.17	177,675.37
(b) Reserves & Surplus	(A)	<u>307,727.17</u>	<u>381,675.37</u>
II. Non Current Liabilities	3	5,556.17	3,647.75
(a) Long Term Borrowings	(B)	<u>5,556.17</u>	<u>3,647.75</u>
III. Current Liabilities	4	30,630.18	1,454.70
(a) Short Term Borrowings	5	8,117.66	6,754.55
(b) Trade Payables	5	19,636.18	35,998.89
- (A) Total outstanding dues of micro enterprises and small enterprises	5	19,636.18	35,998.89
- (B) Total outstanding dues of creditors other than micro enterprises and small enterprises	6	31,266.44	65,907.86
(c) Other Current Liabilities	7	6,089.78	8,284.76
(c) Short Term Provisions	(C)	<u>95,740.24</u>	<u>118,400.75</u>
Total	(A+B+C)	<u>409,023.58</u>	<u>503,723.87</u>
ASSETS			
I. Non Current Assets			
(a) Property, Plant & Equipment and Intangible Assets	8	43,948.08	43,190.99
i) Property, Plant & Equipment	8	223.31	356.59
ii) Intangible Assets	(D)	<u>44,171.39</u>	<u>43,547.58</u>
(b) Non-Current Investment	9	9,420.63	2,828.34
(c) Deferred Tax Assets (Net)	10	630.46	621.31
(d) Long Term Deposits and Advances	11	76,217.32	77,294.32
(e) Other Non Current Assets	12	52,722.96	48,928.12
	(E)	<u>138,991.37</u>	<u>129,672.09</u>
II. Current Assets	13	21,895.72	94,170.81
(a) Inventories	14	63,348.34	90,681.99
(b) Trade Receivables	15	29,085.68	29,767.80
(c) Cash and Bank Balances	16	105,809.84	106,847.58
(d) Short-Term Loans and Advances	17	5,721.24	9,036.01
(e) Other Current Assets			
	(F)	<u>225,860.82</u>	<u>330,504.20</u>
Total	(D+E+F)	<u>409,023.58</u>	<u>503,723.87</u>
Contingent liabilities and commitments	26	30,868	24,266
See accompanying notes to Financial Statements	28		

For and On Behalf of the Board of Directors of Bright Solar Limited

For, Nirav Shah & Associates
Chartered Accountants

Nirav Shah
Proprietor
Membership No. 135
Firm Registration No. 130244W
UDIN: 22133345AJWYFC7989



P.B.
Piyushkumar Babubhai Thumar
Chairman & Managing Director
DIN: 02785269

J.R. Joshi
Jagrutiben Rameshbhai Joshi
Director
DIN: 07737814
Date: 30th May, 2022

Place: Ahmedabad
Date: 30th May, 2022

BRIGHT SOLAR LIMITED
Notes Forming Part of Balance Sheet

Note 1

Share Capital

Authorised

2,20,00,000 Equity Shares of `10/- each
(P.Y 2,20,00,000 Equity Shares of `10/- each)

Issued, Subscribed And Paid Up

2,04,00,000 Equity Shares of `10/- each

Add: Issued during the year

2,04,00,000 Equity shares of ` 10/- each

	As at 31st March 2022	As at 31st March 2021
	(` thousands)	(` thousands)
	220,000.00	220,000.00
	<u>220,000.00</u>	<u>220,000.00</u>
	204,000.00	204,000.00
	0.00	0.00
	<u>204,000.00</u>	<u>204,000.00</u>

A) Terms/rights attached to equity shares:

Equity Shares

i. The company has only one class of shares referred to as equity shares having a par value of `10/-. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

B) Reconciliation of the number of shares outstanding

Particulars	As at 31st March 2022	As at 31st March 2021
Number of Shares at the beginning of the year	20,400,000.00	20,400,000.00
Number of Shares at the end of the year	<u>20,400,000.00</u>	<u>20,400,000.00</u>

C) Details Of Shares In The Company Held By Each Shareholder Holding More Than 5% Shares:

Name Of Shareholder	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Piyushkumar Babubhai Thumar	9,000	0.04%	12,636,000	61.94%
	<u>9,000</u>	<u>0.04%</u>	<u>12,636,000</u>	<u>61.94%</u>

D) Out of the Total Fully Paid 2,04,00,000 Equity Shares 1,35,00,000 Equity Shares of Rs. 10/- were allotted as Fully paid bonus shares during the Financial Year 2017-18

E) Details of Shareholding of Promoters: -

Shares held by promoters as at March 31, 2022 is as follows:

Promoter Name	As at 31st March, 2022		As at 31st March, 2021		% Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Mr. Piyushkumar Babubhai Thumar	9,000	0.04%	12,636,000	61.94%	-61.90%
Total	<u>9,000</u>	<u>0.04%</u>	<u>12,636,000</u>	<u>61.94%</u>	<u>-61.90%</u>

Shares held by promoters as at March 31, 2021 is as follows:

Promoter Name	As at 31st March, 2022		As at 31st March, 2021		% Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Mr. Piyushkumar Babubhai Thumar	12,636,000	61.94%	14,223,000	69.72%	-7.78%
Total	<u>12,636,000</u>	<u>61.94%</u>	<u>14,223,000</u>	<u>69.72%</u>	<u>-7.78%</u>

Note 2

Reserves & Surplus

A) Securities Premium

---Opening Balance

---Closing Balance

B) Surplus

Opening Balance

Add: Net Profit for the current year

Less: Dividend & DDT Paid

Closing Balance

	As at 31st March 2022	As at 31st March 2021
	(` thousands)	(` thousands)
	140,400.00	140,400.00
	<u>140,400.00</u>	<u>140,400.00</u>
	37,275.37	37,552.50
	-73,744.21	1,762.87
	204.00	2,040.00
	<u>-36,672.83</u>	<u>37,275.37</u>
	<u>103,727.17</u>	<u>177,675.37</u>



Note 3

Long Term Borrowings

Secured Loans

Hundai I10 Car Loan - ICICI Bank
 Less: Repayable in the next twelve months
 Toyoto Innova Car Loan - Toyoto Finance
 Less: Repayable in the next twelve months

Unsecured Loans

(I) From Related Parties ('Promoters' and 'Promoter Group Companies')

From Directors

(II) From Others

Bajaj Finserve
 Less: Repayable in the next twelve months
 ICICI Business Loan
 Less: Repayable in the next twelve months
 G.L.E. India Solar Private Limited

	As at 31st March 2022 (` thousands)	As at 31st March 2021 (` thousands)
	164.85	296.24
		-131.39
	0.00	70.16
	0.00	-70.16
	<u>164.85</u>	<u>164.85</u>
	0.00	1,253.14
	0.00	-1,253.14
	2,386.75	0.00
	-729.11	0.00
	<u>3,733.67</u>	<u>3,482.90</u>
	<u>5,391.32</u>	<u>3,482.90</u>
	<u>5,556.17</u>	<u>3,647.75</u>

i) Hundai I10 Car Loan - ICICI Bank was taken during the year carrying 8.59% rate of interest. The tenure of loan is 60 months and is secured by the hypothecation of Hyundai I10 (Fixed Asset).

ii) Toyoto Innova Car Loan - Toyoto Finance was taken during the year carrying 8.89% rate of interest. The tenure of loan is 36 months and is secured by the hypothecation of Toyoto Innova (Fixed Asset). The amount of principle repayable within the next 12 months is treated as Short Term Borrowing.

iii) Bajaj Finserve Loan was taken during the year 2017-18 carrying 18% rate of interest. The tenure of loan is 48 months. The amount of principle repayable within the next 12 months is treated as Short Term Borrowing.

iv) Unsecured Loan from G.L.E. India Solar Private Limited was taken during the previous year carrying 8% rate of interest. Term of the loan is 8 months, with consecutive renewal until termination by either of the parties

Note 4

Short Term Borrowings

Loans and Advances from Related Parties
 Current Maturities of Long Term Debt

	As at 31st March 2022 (` thousands)	As at 31st March 2021 (` thousands)
	29,901.07	0.00
	729.11	1,454.70
	<u>30,630.18</u>	<u>1,454.70</u>

Note 5

Trade Payables

(A) Total outstanding dues of micro enterprises and small enterprises
 (B) Total outstanding dues of creditors other than micro enterprises and small enterprises

	As at 31st March 2021 (` thousands)	As at 31st March 2021 (` thousands)
	8,117.66	6,754.55
	19,636.18	35,998.89
	<u>27,753.84</u>	<u>42,753.44</u>

Ageing for Trade Payables outstanding as at 31st March, 2022

Trade Payables Ageing Schedule

Total outstanding dues of micro enterprises and small enterprises
 Total outstanding dues of creditors other than micro enterprises and small enterprises
 Disputed Dues of micro enterprises and small enterprises
 Disputed Dues of creditors other than micro enterprises and small enterprises

Less than 1 year	Outstanding for following periods from due date of payment				Total
	1-2 years	2-3 years	More than 3 years	Total	
1,135	2,780	2,158	2,045	8,118	
2,927.24	2,660.12	2,219.91	510.11	8,323.38	
0.00	0.00	0.00	0.00	0.00	
0.00	610.83	10,701.98	0.00	11,312.81	
<u>4,061.85</u>	<u>6,051.33</u>	<u>15,080.02</u>	<u>2,560.64</u>	<u>27,753.84</u>	

Ageing for Trade Payables outstanding as at 31st March, 2021

Trade Payables Ageing Schedule

Total outstanding dues of micro enterprises and small enterprises
 Total outstanding dues of creditors other than micro enterprises and small enterprises
 Disputed Dues of micro enterprises and small enterprises
 Disputed Dues of creditors other than micro enterprises and small enterprises

Less than 1 year	Outstanding for following periods from due date of payment				Total
	1-2 years	2-3 years	More than 3 years	Total	
2,446	557	1,507	2,165	6,755	
11,199.19	529.97	4,747.10	673.37	17,149.63	
0.00	0.00	0.00	0.00	0.00	
0.00	1,969.95	16,681.87	197.44	18,849.26	
<u>13,644.90</u>	<u>3,057.40</u>	<u>23,015.78</u>	<u>3,035.35</u>	<u>42,753.44</u>	



Note 6**Other Current Liabilities**

Advances From Debtors
Audit Fees Payable
Salaries and Wages
Statutory Dues
Dividend Payable
Security Deposits
Other Current Liabilities

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
7,684.99	34,132.54
536.00	736.00
1,123.23	1,300.66
21.93	36.17
12.04	8.40
21,763.25	29,604.08
125.00	90.00
31,266.44	65,907.86

Note 7**Short Term Provisions**

Provision For Expenses
Provision For Income Tax (Net of TDS)
TCS Payable
TDS Payable

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
0.00	0.00
6,065.19	8,217.34
0.00	8.20
24.59	59.22
6,089.78	8,284.76

Note 9**Non- Current Investments**

VC Project BSL (JV)

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
9,420.63	2,828.34
9,420.63	2,828.34

Note 10**Deferred Tax Assets**

Opening Balance
-For the year
Closing Balance

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
621.31	516.85
9.15	104.46
630.46	621.31

Note 11**Long Term Deposits and Advances**

EMD
Rent Deposit
Project Advances

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
968.00	1,668.00
130.00	507.00
75,119.32	75,119.32
76,217.32	77,294.32

Note 12**Other Non Current Assets**

Deferred Revenue Expenditure
Other Non Current Assets
Security Deposit

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
2,190.48	5,073.05
22,102.52	22,102.52
28,429.96	21,752.55
52,722.96	48,928.12

* Other Non Current Assets Includes Trade Receivables from PGVCL, UGVCL, MGVCL, and DGVCL which is due for more than one year and is under dispute. Arbitration Award was in favour of our company, however MGVCL & PGVCL has filed an appeal against Arbitration order dated 20.01.2019 in Small court of Ahmedabad. Currently, case is pending in the concern court..

Note 13**Inventories**

Finished Goods
-Solar Water Pumping and Other System Stock
Work In Progress Diu Project
Work In Progress Bihar Project
Work In Progress Assam Project

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
12,094.01	12,254.70
0.00	0.00
0.00	11,052.64
3,487.94	60,668.69
6,313.77	10,194.78
21,895.72	94,170.81



Note 14

Trade Receivables

(Unsecured And Considered Good)
- From Related Parties
- From Others

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
0.00	6,579.41
63,348.34	84,102.57
63,348.34	90,681.99

Ageing for Trade Receivable as at 31st March, 2022

Trade Receivables Ageing Schedule

Undisputed Trade Receivables - Considered Good
Undisputed Trade Receivables - Considered Doubtful
Disputed Trade Receivables - Considered Good
Disputed Trade Receivables - Considered Doubtful

Outstanding for following periods from due date of payment						Total
Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years		
72.64	0.00	33.27	169.83	0.00	275.74	
0.00	0.00	0.00	0.00	0.00	0.00	
0.00	0.00	1,577.39	11,387.99	49,958.09	62,923.47	
0.00	149.13	0.00	0.00	0.00	149.13	
72.64	149.13	1,610.66	11,557.82	49,958.09	63,348.34	

Ageing for Trade Receivable as at 31st March, 2021

Trade Receivables Ageing Schedule

Undisputed Trade Receivables - Considered Good
Undisputed Trade Receivables - Considered Doubtful
Disputed Trade Receivables - Considered Good
Disputed Trade Receivables - Considered Doubtful

Outstanding for following periods from due date of payment						Total
Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years		
20,331.66	64.48	376.86	0.00	0.00	20,773.00	
0.00	0.00	0.00	0.00	0.00	0.00	
2,502.26	347.64	13,532.32	29,682.47	23,844.41	69,908.99	
0.00	0.00	0.00	0.00	0.00	0.00	
22,833.92	412.01	13,909.18	29,682.47	23,844.41	90,681.99	

Note 15

Cash And Bank Balances

Balance With Banks
Cash in Hand
Cash and Cash Equivalents (As per AS- 3)
Bank Deposits (With more than twelve months maturity)*

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
4,758.17	3,999.96
139.00	1,888.41
4,897.17	5,888.37
24,188.51	23,879.44
29,085.68	29,767.80

* Bank Deposits (With more than twelve months maturity) are given as guarantee to various customers for contract commitments

Note 16

Short Term Loan & Advances

(Unsecured and Considered Good unless otherwise stated)
Advances to Creditors

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
105,809.84	106,847.58
105,809.84	106,847.58

Note 17

Other Current Assets

Subsidy Receivable
Balance with Government Authorities
Other Current Assets

As at 31st March 2022	As at 31st March 2021
(` thousands)	(` thousands)
1,772.17	6,574.75
3,941.23	2,461.27
7.85	0.00
5,721.24	9,036.01

Note 26

Contingent Liabilities and commitment

The company's pending litigation comprise of claims by the company towards debtors pertaining to proceedings pending with other authorities. The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The company does not expect the outcome of these proceedings to have a materially adverse effects on its financial statement

26,844	24,266
26,844	24,266



Property, Plant & Equipment (thousands)

Note 8

Sr. No.	Particulars	Rate %	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK		
			As at 01-Apr-21	Additions	Deductions	As at 31-Mar-22	Up to 01-Apr-21	For the year	Up to 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21		
	Tangible Assets												
1	Building	4.87%	3,175.00	0.00	0.00	3,175.00	441.64	133.11	574.76	2,600.24	2,733.36	91.20	
2	Computers and Accessories	63.16%	644.88	25.78	0.00	670.66	553.67	61.97	615.64	55.02	59.07		
3	Furniture & Fixtures	25.89%	385.15	1,525.42	0.00	1,910.57	326.08	215.47	541.54	1,369.03	85.79		
4	Office Equipment	45.07%	346.87	197.73	0.00	544.59	261.08	77.20	338.28	206.31	963.15		
5	Plant & Machinery	18.10%	2,326.41	0.00	0.00	2,326.41	1,363.26	174.33	1,537.59	788.82	1,055.93		
6	Vehicle	31.23%	3,138.22	0.00	0.00	3,138.22	2,082.29	329.77	2,412.06	38,202.50	38,202.50		
7	Land	0.00%	38,202.50	0.00	0.00	38,202.50	0.00	0.00	0.00	43,948.08	43,190.99		
	Sub Total		48,219.02	1,748.93		49,967.94	5,028.03	991.84	6,019.87				
	Intangible Assets												
1	Computer Software	25.00%	533.12	0.00	0.00	533.12	176.53	133,280.00	133,456.53	-132,923.81	356.59		
	Total		48,752.13	1,748.93		50,501.06	5,204.55	134,271.84	139,476.40	-88,975.73	43,547.58		



Bright Solar Limited
Notes Forming Part of Profit & Loss Account

Note 18

Revenue From Operations

Solar Water Pumping & Other System Sales
Consultancy Income
Infra- Project Sales

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
1,861.57	118,739.0
2,400.00	0.0
67,606.76	126,500.3
71,868.33	245,239.4

Note 19

Other Income

FD Interest
Misc. Income
Commission Income
Profit From VC Project BSL (JV)

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
1,013.16	1,642.7
1,104.06	147.3
0.00	245.5
926.58	516.2
3,043.80	2,551.7

Note 20

Cost of Goods Sold

Opening Stock
Add: Work in Progress Diu Project
Add: Work in Progress Bihar Project
Add: Work in Progress Assam Project
Add: Purchases
Add: Other Direct Expenses
Less: Closing Stock
Less: Work in Progress Diu Project
Less: Work in Progress Bihar Project
Less: Work in Progress Assam Project

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
12,254.70	38,395.
11,052.64	41,240
60,668.69	20,172
10,194.78	0
47,453.62	191,470
9,424.75	13,151
12,094.01	12,254
0.00	11,052
3,487.94	60,668
6,313.77	10,194
129,153.47	210,251

Note 21

Employee Benefit Expenses

Director's Remuneration
Labour Welfare Fund Exps
ESIC Expenses
PF Expenses
Professional Tax Expenses
Salaries and Wages
Staff Welfare Expenses

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
	-3,88
0.53	
65.80	17
287.68	62
5,066.81	11,0
491.12	8
5,911.93	8,7

Note 22

Finance Costs

Bank Charges
Processing Charges
Interest Expense

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
60.24	
86.09	
481.05	
627.38	



Note 23
Depreciation And Amortization Expense
 Depreciation
 Amortization
 Deferred Revenue Expenditure

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
991.84	1,024.61
133.28	133.21
2,882.57	2,882.57
4,007.69	4,040.51

Note 24
Other Expenses
 Advertisement Exp.
 Audit Fees
 Commission Exp.
 Compliance Expenses
 Computer Repair and Maintenance
 Conveyance
 Director's Meeting Sitting Fees
 Electricity & Electric Expenses
 Factory Expenses
 GST Expenses
 Insurance Expenses
 Interest and Late Filing Fees
 Labour Welfare Cess
 Legal and Professional Expenses
 Misc Expenses
 Office Expenses
 Penalty Charges
 Postage & Courier Expenses
 Printing & Stationery Exp.
 Rent
 Repair & Maintenance Exp.
 Royalty Expenses
 Software Exp.
 Telephone Exp
 Tender Fees
 Transportation Exp.
 Travelling Exp. -- Foreign
 Travelling expense
 VAT Expenses
 Vehicle Repair and Maintenance

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
100.31	962.11
300.00	462.01
0.00	431.61
340.00	266.81
2.00	0.61
637.09	929.21
270.00	300.01
73.36	219.71
300.00	48.61
0.00	652.31
42.47	204.51
19.20	2,037.51
754.05	1,377.51
1,397.68	1,120.11
189.96	189.11
1,373.40	738.11
0.00	2,854.11
46.80	75.11
76.80	423.11
1,840.10	2,402.11
77.00	27.11
59.16	317.11
22.97	23.11
88.40	248.11
10.62	101.11
219.29	2,674.11
0.00	0.11
617.24	979.11
0.00	639.11
107.14	15.11
8,965.02	20,861.11

Note 25
Earning Per Share

Basic
 Net Profit attributable to equity shareholders
 The weighted average number of Equity Shares for Basic Earnings Per Share (Nos.)
 Par Value Per Share (in `)
 Basic Earnings Per Share (in `)

Diluted
 Net Profit attributable to equity shareholders
 The weighted average number of Equity Shares for Diluted Earnings Per Share (Nos.)
 Par Value Per Share (in `)
 Diluted Earnings Per Share (in `)
 Weighted Avg Number of Shares

Year Ended March 31, 2022	Year Ended March 31, 2021
(` thousands)	(` thousands)
-73,744.21	1,761.11
20,400,000	20,400,000
10	
-3.61	
(73,744)	
20,400,000	20,400,000
10	
-3.61	



ote 26

Contingent Liabilities and commitment

The company's pending litigation comprise of claims by the company towards debtors pertaining to proceedings pending with other authorities. The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The company does not expect the outcome of these proceedings to have a materially adverse effects on its financial statement.

2. As per Case Number 2401105003282022 dispute with 3LE India Solar Private Limited - National Company Law Tribunal - NCLT .

As at 31st March 2022 (` thousands)	As at 31st March 2021 (` thousands)
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26,844	24,266
<u>26,844</u>	<u>24,266</u>

4024	0
30868	24266



BRIGHT SOLAR LIMITED
 C-103, TITANIUM SQUARE, THALTEJ CROSS ROAD
 S.G HIGHWAY, THALTEJ, AHMEDABAD
 CIN: L51109GJ2010PLC060377

Additional Information, as required under Schedule III to the Companies Act, 2013 to be read along with Rule 6 of The Companies (Accounts) Rules, 2014, of Enterprises Consolidated As Subsidiary / Associates / Joint Ventures

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities as on 31st March, 2022		Share in profit or loss for the year ended 31st March, 2022		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (' thousands)	As % of consolidated profit or loss	Amount (' thousands)	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent Bright Solar Limited	96.94%	298,307	101.26%	-74,671	99.26%	381,675	70.72%	1,247	99.40%	381,952,503	97.28%	5,157,564
Joint Ventures (as per proportionate consolidation)												
Indian VC Project BSL (JV)	3.06%	9,421	-1.26%	927	0.74%	2,828	29.28%	516	0.60%	2,292,090	2.72%	144,380
TOTAL	100%	307,727	100%	-73,744	100%	384,504	100%	1,763	100%	384,244,593	100%	5,301,944



BRIGHT SOLAR LIMITED
C-103, TITANIUM SQUARE, THALTEJ CROSS
ROAD
S.G HIGHWAY, THALTEJ,
AHMEDABAD
CIN: L51109GJ2010PLC060377

Note No.: 28

Notes forming part of Financial Statements

1. Background

Bright Solar Limited is engaged in assembling of DC/AC Solar Pumps and Solar Pump Systems under the registered brand name of "PUMPMAN", "BRIGHT SOLAR", and "BRIGHT SOLAR WATER PUMP". Our company is also engaged in EPC contracts of Solar Photo voltaic Water pumps which include supplying, installing and commissioning of the pump system along with comprehensive maintenance contract for a specific period of 1-5 years. In solar pump system we are having wide range of products of DC Solar Pump, Solar Pump Inverted and AC Solar Pump.

In the year 2017-18, we had started providing consultancy services for acquiring projects and tender bidding after identifying competent client on tender to tender basis. In addition, we have also been added water supply, sewerage and infra project in our service portfolio.

To sum up, we are into assembling of DC/AC Solar Pumps and Solar Pump Systems, EPC contracts of Solar Photo voltaic Water pumps, consulting of Projects and tenders, Water supply and Sewerage Infra Project. We are planning to commence Solar Module manufacturing and water treatment plant assembling unit.

2. Significant Accounting Policies

a. Basis of Preparation of Accounts:-

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules there under and other accounting principles generally accepted in India. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Previous year's figures were re-grouped/re-classified wherever necessary.

b. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

c. Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



d. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

e. Tangible/Intangible Fixed Assets:

An item is classified as fixed asset only if it satisfies the recognition criteria stated in AS 11(i.e.) is probable that future economic benefits will flow to the company and the cost of such item could be measured. Stores and Spares fulfilling the above conditions are also classified as fixed assets. Fixed assets are initially recognized at its purchase price including all costs directly attributable to bring the asset in a ready to use condition. All subsequent cost incurred such as day to day running expenses, repair and maintenance expenses are treated as revenue expenses except when such expenditure satisfied the recognition criteria stated above. Cost Model is followed after initial recognition i.e. Fixed Assets are carried at cost less accumulated depreciation/amortization/impairment.

Depreciation: Fixed assets are depreciated using the Written Down Value method. Useful lives of assets necessary for calculation of depreciation rates are taken as specified in Schedule II of Companies Act, 2013.

Intangible assets are amortized on written down value method over their estimated useful life or 4 years, whichever is lower.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

Capital Work-in-Progress: Projects under which tangible fixed assets are not yet ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs.

f. Impairment of Assets

The carrying value of assets/cash generating units at each balance sheet date is reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.



g. Leases:

Where the Company as a lessor leases asset under finance leases, such amounts are recognized as receivables at an amount equal to the net investment in the lease and the finance income is recognized based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized in the Statement of Profit and Loss on a straight-line basis, over the lease term.

h. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase and other costs net of recoverable taxes incurred in bringing them to their respective present location and condition.

Valuation of work in progress: -

Work in Progress has been valued on basis of the incurred costs less the cost of progressive billing of the projects.

i. Taxes on Income

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the reserves directly. In such cases, the tax is also recognized in the reserves.

- Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

j. Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

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



All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

k. Provisions

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

l. Revenue recognition

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Interest income

Interest income and guarantee commission is accounted on an accrual basis.

Dividends

Revenue is recognized when the Company's right to receive the payment has been established.

m. Provisions, Contingent Liabilities and Contingent Assets.

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present values and are determined based on the best estimate required to settle the obligations at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements and are disclosed in the Notes. A Contingent asset is neither recognized nor disclosed in the financial statements.

n. Earnings Per Share

Basic earnings per share is computed by dividing the profit/loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.



o. Related Party Disclosure

Disclosure as required by Accounting Standard-18 (AS-18) – “Related Party Disclosures” are as follows

Nature of Relationship	Name of Parties
Other related party	Bright Solar Inverter Private limited
Director	Piyushkumar Babubhai Thumar
Director	Jagrutiben Rameshbhai Joshi
Director's Relative	Hitesh Thumar
KMP	Sahul Natavarbhai Jotaniya
KMP	Keyur Muchhala
KMP	Mukesh Tolia
Director's Relative	Naynaben Piyushkumar Thumar
Other related party	VC Project BSL (JV)

Details of Transactions with related parties: -

Name of Parties	Transaction Type	Amount (in Rs.)
Piyushkumar Babubhai Thumar	Short Term Borrowings from Director	Rs. 2,32,25,000/-
Mrs. Jagrutiben Rameshbhai Joshi	Sitting fee	Rs. 1,00,000/-
Mr. Viren Makwana	Sitting fee	Rs. 1,00,000/-
Mr. Sahul Natvarbhai Jotaniya	Salary	Rs. 6,78,000/-
Piyushkumar Babubhai Thumar	Loan Repayment	Rs. 14,77,652/-

- p. The company has during the year created deferred tax assets of Rs.9,153/- due to timing difference arising on account of depreciation which in current year is lower under Income Tax act compared to books of accounts.
- q. Balances of creditors, Loans & Advances and Debtors are subject to confirmation by the parties concerned.
- r. As per Management, in respect of goods and service tax / income tax liability company does not expect any more liability than provided in the books of accounts.
- s. Value of stock and work in progress at the yearend is taken, valued and certified by the management of the company.
- t. As explained by management, goods are received mostly on F.O.B basis.
- u. Sundry Balances written off / written back or transferred through journal entry from one account to another account includes amount no more payable / receivable from the parties whose accounts are adjusted but the same are subject to confirmation from respective parties.
- v. The nature of business of company is of assembling and as per the information provided by the management, it is not possible to maintain quantities details of as the Raw material purchased are not in the same unit of the finished product namely Solar Pump/solar rooftop.
- w. The closing stock of work in progress is certified by and calculated by management and we are unable to comment on its computation due to non availability of its working at the time of audit.



x. Following Arbitration Award is disputed in concerned department with higher forum:

Sr. No	Arbitration Petition No.	Basic amount of an Award	Interest Period
1	Petition no. 61/16	50,97,168.00	From 01.03.2016 to till realization of amount
2	Petition no. 62/16	3,51,10,000.00	From 12.02.2016 to till realization of amount
3	Petition no. 63/16	1,86,54,490.00	From 12.02.2016 to till realization of amount
	Total	5,88,61,658.00	

y. Dividend

For the year ended 31st March, 2022, the Board has not recommended any dividend

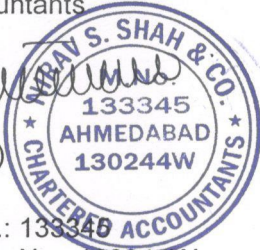
FOR, Nirav S. Shah & Co
Chartered Accountants

FOR AND ON BEHALF OF
THE BOARD

(Nirav S. Shah)

Proprietor

Membership No.: 133345
Firm Registration No.: 130244W
UDIN: 22133345AJWYFC7989



Place: Ahmedabad
Date: 30/05/2022

 P.B.

Piyushkumar Babubhai Thumar
Chairman and Managing Director
DIN: 02785269

 J. R. Joshi

Jagruti Rameshbhai Joshi
Director
DIN: 07737814

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

Global Economy

The year 2022 was full of peaks and troughs for the global economy. While the world was preparing to recover from the pandemic-induced losses at the start of the fiscal year, the second wave of the pandemic was nerve-racking both for the people and businesses across the world. Lockdowns, pressure on the medical system, loss of life, restriction movements, supply-chain hurdles had a deep and lasting impact all over the world. While the economies slowly inched towards recovery, the Omicron wave put a partial pause. However, this turned out milder than expected and as the world prepared itself for opening of businesses, we stood face to face with one of the worst humanitarian crises as Russia waged a war on Ukraine. The war coupled with rising cases and downturn in China and the country's Zero-Covid Policy pushed back any economic recovery the world had made.

As per the International Monetary Fund (IMF), the global economic outlook is fairly uncertain and gloomy as it downgrades its projections for the next two years. With surging commodity and fuel costs along with supply-chain challenges from the war are a major catalyst for this forecast. The agency's baseline growth forecast of 6.1% last year has further slowed down to 3.2% for 2022 and 2.9% for the year 2023. This, along with China's economic slowdown, has had severe negative spillovers with worldwide peaking, it is making , decisions for policymakers between promoting growth and containing pricing pressures even more challenging.

As per Euromonitor, inflation is forecast to reach 7.9% in 2022, and towards 5.0% in 2023, compared with 2001-2019 average annual global inflation of 3.8%. This has made central banks across the world to tighten their monetary policies by increasing interest rates. Since March'22, the Federal Reserve has raised interest rates by 1.5%, one of the steepest increases in last decade and signalling more rises to combat this inflation that is running at a 40-year high. The series of interest rate hikes has led to stronger exchange rate in favour of the U.S. dollar and making other currencies weaker.

Against the above tough backdrop, the world economy is anticipated to undergo its greatest downturn in many decades. Global growth is projected to slow from 5.7% in 2021 to 2.9% in 2022 and average 3% in 2023-24, as per World Bank estimates.

Source: International Monetary Fund (IMF) Euromonitor

Indian Economy

India has emerged as one of the fastest-growing major economies in the world. India is primarily a domestic demand-driven economy with consumption and investments contributing 70% to the country's economic activity. However, the country faced headwinds from global disruptions, geopolitical volatility, high commodity prices and supply chain disturbances. With central banks increasing the interest rates that has resulted in higher demand for US dollars, the rupee witnessed significant depreciation. Consequently, the country saw large portfolio outflows of ~\$28bn in FY22 followed up by \$13.3bn during the current financial year so far. However, India's factory output, measured by the Index of Industrial Production (IIP) and 8 core industries point towards strengthening of industrial activity, while PMI Manufacturing touched an 8-month high in July 2022 with marked gains in growth of new business and output. As per the IMF, with strong and resilient fundamentals, India is expected to be amongst the fastest growing economies during 2022-23 according to the IMF, with signs of inflation moderating over the course of the year. The RBI anticipates the Indian GDP to grow at 7.2% in FY23 which is in-line with S&P Global rating's forecast of 7.3%.

Source: International Monetary Fund (IMF), Reserve Bank of India

Solar Power Industry

Solar energy, a renewable, clean source relies on solar panels converting sunlight into electricity and light. In 2021, the renewable energy industry remained remarkably resilient. With rapid technology improvements and decreasing costs of renewable energy resources, along with the increased competitiveness of battery storage, the renewables has become of the most competitive energy sources in many areas. Renewable energy growth is poised to accelerate in 2022, as concern for climate change and support for environmental, social, and governance (ESG) considerations grow and demand for cleaner energy sources from most market segments accelerates.

Despite suffering from supply chain constraints, increased shipping costs, and rising prices for key commodities, capacity installations remained at an all-time high. Wind and solar capacity additions of 13.8 GW in the first eight months of 2021 were up 28% over the same period in 2020. Many cities, states, and utilities set ambitious clean energy goals, increasing renewable portfolio standards and enacting energy storage procurement mandates.

India is endowed with a very vast solar energy potential with most parts of the country receiving about 300 sunny days and an average solar radiation incident over the land in the range of 4-7 kWh per day. Solar energy sector in India has emerged as a significant player in the grid connected power generation capacity over the years. It supports the Government's agenda of sustainable growth, while, emerging as an integral part of the solution to meet the nation's energy needs and an essential player for energy security.

Solar energy has taken a central place in India's National Action Plan on Climate Change with National Solar Mission as one of the key Missions. Launched on 11th January 2010, National Solar Mission (NSM) is a major initiative of the Government of India with active participation from States to promote ecological sustainable growth while addressing India's energy security challenges. It

will also constitute a major contribution by India to the global effort to meet the challenges of climate change. In support of above mission, Government of India have launched various schemes to encourage generation of solar power in the country like Solar Park Scheme, VGF Schemes, CPSU Scheme, Defence Scheme, Canal bank & Canal top Scheme, Bundling Scheme, Grid Connected Solar Rooftop Scheme etc. With the gigantic renewable upcoming energy requirement, several big players are venturing into solar manufacturing.

Source: Ministry of New & Renewable Energy (MNRE) Government of India

Solar EPC Market Outlook

In the Solar Industry, Engineering, Procurement and Construction (EPC) is a term used for providing end-to-end solar services from designing the system, procuring the components, and installing the project.

The global solar EPC market has been displaying a robust growth owing to the renewable integration targets, investment subsidies, and self-consumption scheme, over the last few years. Factors such as the increase in industrial operations and several government initiatives to provide electricity to all people in the country are likely to drive the India power EPC market. However, the low domestic investments and slow processing of projects are expected to restrain the India power EPC market. New and efficient technologies like supercritical and ultra-supercritical coal power plants, along with the government initiative to increase renewable energy share is likely going to create several opportunities for the India power EPC market in the future.

Source: Mordor Intelligence

Policy Initiatives

The Union Budget 2022 allocated ₹ 19,500 crore to boost manufacturing of solar modules with priority to fully integrate manufacturing units to solar PV modules under the government's flagship Production Linked Incentive (PLI) scheme. This will facilitate domestic manufacturing for the Government's ambitious goal of 280 GW of installed solar capacity by 2030, while strengthening the domestic solar manufacturing ecosystem, reducing India's import dependence, create jobs, attract investments, and enable the Make in India vision.

Electric Vehicle (EV) Industry

While the electric vehicle (EV) revolution has been top-of-mind for quite some time, FY 2021-22 saw an uptick in EV demand finally materialize. Sales of EVs doubled in 2021 from the previous year to a new record of 6.6 million. Back in 2012, just 120 000 electric cars were sold worldwide. In 2021, more than this number are sold each week. Nearly 10% of global car sales were electric in 2021, four times the market share in 2019. Global sales of electric cars have kept rising in 2022, with 2 million sold in the first quarter, up 75% from the same period in 2021.

The success of EVs is being driven by multiple factors such, primarily with sustained policy support. Public spending on subsidies and incentives for EVs nearly doubled in 2021 to nearly USD 30 billion. A growing number of countries have pledged to phase out internal combustion engines or have ambitious vehicle electrification targets for the coming decades. Meanwhile, several carmakers have plans to electrify their fleets that go further than policy targets. Five times newer EV models were available in 2021 than in 2015, increasing the attractiveness for consumers.

The case for immediate electrification of consumer transport is undeniable. The transport sector accounts for about 17% of global greenhouse gas emissions and stimulating supply and demand for electric-vehicle (EV) adoption in the mass market will be pivotal for Asian countries to meet national emissions goals and a global 1.5-degree climate change target. EVs are gaining attention across EV ecosystem development is a major opportunity to seize significant growth through new green business-building endeavours. Global EV sales reported 11 million units in 2021 and expected to grow at CAGR of 28% by 2026.

Source: India Business Economy Forum (IBEF), Mordor Intelligence

India's EV Market

The Indian automobile industry is expected to become the third largest by 2030. Despite, the EV industry being at a nascent stage in the country. It stands at less than 1% of the total vehicle sales against global share of 8.3%.

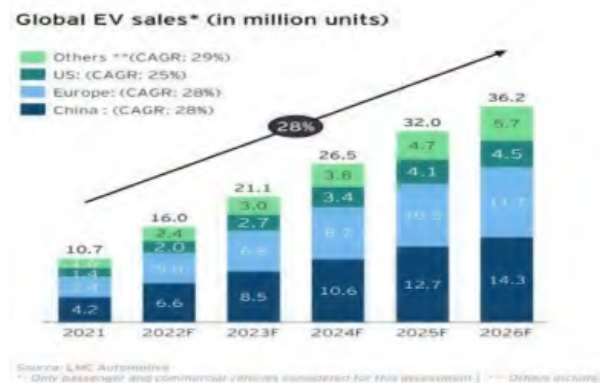
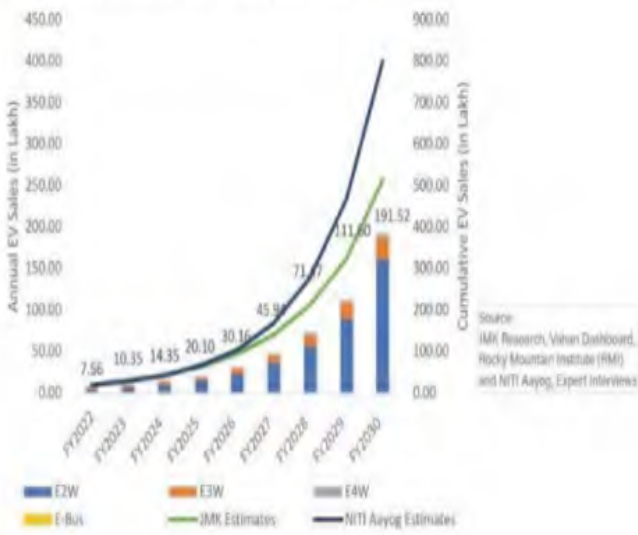


Fig. 11: Actual and Projected EV Sales (Annual & Cumulative)



So far, the growth in India's EV market was primarily attributed to progressive state policies and encouraging incentives under FAME-II. Going ahead, however, when FAME-II ends in 2024 and most of the state-driven policies end by 2025, the market will grow on its own on the foundation of a strong EV ecosystem. India's EV adoption will then vary widely based on the type, end-use, and price of the vehicle in the market.

It is expected that the early wave of electric mobility in India (till FY 2025) will be driven by public and shared mobility, including last-mile connectivity services, and not by private cars. It is with this assumption, and the overall development of charging infrastructure, that estimates cumulative EV sales to reach approximately five crores by FY 2030.

The Government of India's think-tank NITI Aayog's analyses of the success of FAME II and other measures shows that India could realize EV sales penetration of 30% of private cars, 70% of commercial cars, 40% of buses and 80% of two and three-wheelers by 2030. Against this, our growth projections indicate

that at the current growth rates and projected CAGR of 49.79% in annual sales till FY 2030, India may only achieve 5 crore EV sales. To achieve higher sales penetration, more policy, infrastructure and industry support is needed.

The EV push in India opens a plethora of business opportunities across three key segments – mobility, infrastructure, and energy. These prospects, among others, include those in the battery infrastructure, solar vehicle charging, EV OEM market, EV franchising, and battery swapping technologies. NITI Aayog estimates that a total investment of US\$ 267 billion (Rs. 19.7 lakh crore) in EVs, battery infrastructure, and charging infrastructure is needed to make the full transition to Evs.

Despite this, EVs have a long road ahead due to the challenges of high battery prices, inadequate charging infrastructure, cost of overall electric vehicle much higher than the existing internal combustion engine (ICE) vehicles, among others. However, the limelight the space is getting along with the billions of dollars of investment worldwide, the technology is evolving every day and EVs are likely to become a norm sooner than later.

Source: India Business Economy Forum (IBEF), Mordor Intelligence

Growth Drivers for EV market in India

- Favorable TCO
 - Evs Total Cost of Ownership (TCO) expected to be lower than their (Internal Combustion Engine) ICE counterparts within in next 2-3 years

Business Overview

The Company Bright Solar Limited is a renewable- energy solutions provider with a prime focus on end- to end solar engineering, procurement, and construction (“EPC”) projects. The Company has carved a niche in commercial and industrial (C&I) category of consumers, whose pure focus rests on optimizing power costs. The company designs, engineers and manages all aspects of project execution from conceptualizing to commissioning for solar projects envisaged for development by the C&I consumers.

The Company has in-house, qualified, and competent engineering and project managements teams that, with their deeply rooted domain expertise, ensure that only solar power projects stamped with impeccable quality are raised. The Company's massive domain experience that stems from a decade-long hard work and an immutable focus on quality of materials, compliance to safety and engineering standard helps it raise solar assets that outmatch their contracted parameters.

The Company's closed-loop policy, which it employs in managing its vendors relations and, thus, the entire procurement process has help it tide over the turbulence created by the steaming commodity markets and the plunging Indian currency. Clarity of the process and polished oversight of the management has kept it afloat in these murky waters and come out profitable.

Segment Overview

The total revenue from operations of the Company stands at ₹ 1604.1 million as against ₹ 639.7 million in the Financial Year 2020-21, reflecting a growth of over 150% on a YoY basis. The Company's EBITDA stood at ₹174.8 million compared to ₹67.2 million in the previous fiscal. The Company reported a total profit after tax of ₹ 110.9 million as against a profit after tax of ₹ 31.9 million in the Financial Year 2020-21.

The company's growth was driven mainly by a sustainable improvement in the delivery of services, amid commodity inflation and sliding Indian currency.

Review of Financial Performance for the Year

(Rs. Million)	FY 22	FY 21
Revenue from Operations (Net)	1604.1	639.7
Other income	19.8	6.3
Total Income	1624	646
Operating Profit (EBITDA)	174.8	67.2
EBITDA Margin (%)	10.90%	10.50%
EBIT	161.7	53.7
EBIT Margin (%)	10.08%	8.39%
Net Profit	110.9	31.9
Net Profit Margin (%)	6.91%	4.99%

Key Ratios (Consolidated)

Particulars	FY 22	FY 21
EBITDA to Sales (%)	10.90%	10.50%
PAT to Sales (%)	6.91%	4.99%
Total Debt to Equity	1.77	0.29
Net Debt to EBITDA	4.08	0.25
Return on Capital Employed (%)	20.40%	16.90%

Capital Expenditure

Total capital expenditure incurred for the year was Rs. 500.7 million majorly includes purchase of four-wheel electric cars which are further leased-out to ride hailing platform.

Risk Management

The Company has a robust and comprehensive risk management framework commensurate with the nature of business. Well-defined internal processes enable timely identification and analysis of both internal as well as external risk factors. With business continuity in focus, the risk management framework ensures timely mitigation or curtailment of foreseeable risks through well devised strategies. Based on existing market presence, market size, growth opportunity and geopolitical risks, the Company's Risk Management team thoroughly assesses and analyses the risks and accordingly suggest appropriate mitigation measures.

Risk	Business Impact	Mitigation measures
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<p>Supplier Concentration Risk</p>	<p>With limited number of reputed local and global suppliers, the Company faces the risk of delayed supply or unavailability of desired quality of key raw materials. This may impact timely completion of projects or may lead to increase in cost for the Company.</p>	<p>Over the years, the Company has established long-lasting relationships with most suppliers. The robust vendor selection process ensures all its suppliers have a strong history of supplying high quality materials, with a strong financial strength and market reputation. Periodic supplier audits and good market monitoring throughout the entire supply chain enables the Company to keep a check on timely supply of desired quality raw materials.</p>
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Risk	Business Impact	Mitigation measures
Competitive Risk	<p>The lucrative growth of the market exposes the Company to an increased threat from competition both domestic and international. This may impact the successful bidding and winning of projects.</p>	<p>The Company's rich experience of more than one decade in the solar industry has built a strong brand equity. Its unique offering of providing innovative, technically advanced, complete end to- end solutions at competitive cost sled by it s widespread operations gives it a significant edge over competition.</p>
Operational Risk	<p>Operational risks may result from inadequate control on internal processes, people, and systems. External factors also pose threat to business operations.</p>	<p>Business operations are carried out b asis well-defined policie s , operational processes, and systems and are regularly subjected to systems audits. Strong HR practices and a people-friendly approach helps to keep motivational levels high and ensure a high retention rate.</p>
Module Price Hike Risk and Commodity Risk	<p>In case of a sharp increase in the price of polysilicon, a key input for cell and module manufacturers, the price of solar modules may increase. Higher solar module prices will likely impact the returns of solar power project developers.</p> <p>The Company has a diverse business with operations spread across geographies. The Company faces risk related to change in the price and other terms of commodities which may have a bearing on its profitability.</p>	<p>The Company closely monitors price of all products it uses and maintains inventory accordingly.</p>
Cyber Fraud Risk	<p>With higher adoption of work from home and increased use of technology to redefine business especially in the post Covid -19 era, cyber risk has emerged as one of the big threats for businesses.</p>	<p>The Company's cyber security team assesses, analyses and monitor the various risks related to increased use of technology. The Company has developed cyber risk management strategies in the enterprise and emerging technologies as they are deployed.</p>

Human Resources Overview

Our people are the most prized assets of our business. The well-being of employees is of high priority to the Company. The Company's HR initiatives primarily focus on the physical and psychological concerns of the employees. The training initiatives are focused on up-skilling, re- skilling, and cross skilling to leverage human resources, as well as to identify and focus upon specific areas of role-based skills-building. The Company strives to uphold a culture of close- connect with people, build sustainability and talent retention. Development initiatives that serve these objectives include cross-business synergy, focus on individual leadership, synergy and cohesiveness, and building leaders as mentors. Enabling all-round leadership accountability and commitment to personal growth as a leader, being a role model for the teams below are focus areas on a top-down approach which enable building of a deeper learning focused momentum.

The Company initiated several measures to keep its employees safe, engaged, and productive during the pandemic. The Company rolled out a remote working facility wherever applicable, while maintaining utmost safety of onsite employees. Several diverse training and development initiatives were conducted.

These HR initiatives have helped reinforce the Company's commitment to bridging the crisis response to the new normal by laying a solid foundation to recover and thrive.

Environment Health and Safety

The Company is invested in creating resilient occupational safety and health systems by drawing on past experiences and learning. The Company is now certified both for ISO 45001:2018 & ISO 9001:2015 for its Health Safety & Environmental Management system at par with global practices.

The Company has always endeavored to harmonize health and safety at its workplaces with that of the surrounding habitat. The management's prompt efforts ensured zero loss of business due to the pandemic across sites worldwide.

Internal Controls and their Adequacy

Internal Financial Controls are an integrated part of the risk management process, addressing financial risks and financial reporting risks. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

An extensive program of internal audits and management reviews supplement the process of internal financial control framework. Documented policies, guidelines and procedures are in place for effective management of internal financial controls. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively considering the nature of our industry and are operating as intended.

The Audit Committee comprises of professionally qualified Directors, who interact with the Statutory Auditors, Internal Auditors, and management in dealing with matters within its terms of reference. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

CAUTIONARY STATEMENT

The statements in the 'Management Discussion and Analysis' describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning applicable to securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand or supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes and other incidental factor.

MARKET PRICE INFORMATION

The Equity Shares are listed on the NSE and CSE. The Rights Equity Shares will be listed on the Stock Exchanges pursuant to the Issue. For further details, please see "*Terms of the Issue*" on page 152. We have received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchanges to be issued pursuant to the Issue from the NSE by letter dated 31/03/2023. Our Company will also make application to NSE to obtain the trading approval from the stock exchange for the Rights Entitlements as required under the SEBI Rights Issue Circulars

For the purpose of this section, unless otherwise specified:

1. Year is a Financial Year;
2. Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case maybe;
3. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity Shares, for the year, the month, or the week, as the case may be; and

4. In case of two days with the same high/low/closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

- a) The following table sets forth the high, low and average market prices of the Equity Shares recorded on the NSE during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded.

Year**	Date of High	High (₹)	Volume on date of High (No. of Equity Shares)	Total volume traded on date of high (in Rs.)	Date of low	Low (₹)	Volume on date of Low (No. of Equity Shares)	Total volume traded on date of high (in Rs.)	Average price for the year (Rs.)*
2022	12/01/2022	9.9	1494000	1,40,20,500.00	20/06/2022	3.9	9600	391050	6.84
2021	05/03/2021	15.55	81000	12,47,850.00	24/08/2021	4.6	141000	664800	6.57
2020	01/02/2020	14.75	6000	88,500.00	22/05/2020	4.7	5400	266550	8.24

*Sum of total turnover for the period divided by number of shares traded during the period.

** Year means January to December

- b) Monthly high and low prices for the six months preceding the date of filing the Letter of Offer with NSE Limited:

Month	Date of High	High (₹)	Volume on date of High (No. of Equity Shares)	Total volume traded on date of high (in Rs.)	Date of low	Low (₹)	Volume on date of Low (No. of Equity Shares)	Total volume traded on date of high (in Rs.)	Average price for the month (Rs.)*
July, 2022	12/07/2022	4.75	72000	305550	29/07/2022	4	99000	422250	4.34
August 2022	26/08/2022	5.85	123000	658350	22/08/2022	4.15	66000	281550	4.89
September 2022	12/09/2022	6.5	411000	2540250	07/09/2022	4.2	111000	550500	5.51
October 2022	06/10/2022	5.45	159000	845100	12/10/2022	4.5	102000	513000	5.12
November, 2022	21/11/2022	7.3	255000	1643700	01/11/2022	4.8	21000	102000	5.96
December 2022	05/12/2022	5.8	207000	1184400	23/12/2022	4.8	105000	516600	5.27

The Issue Price is Rs. 10/- per Rights Equity Share and has been arrived at by our Company prior to the determination of the Record Date

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, and its Promoters and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by our Company, default in creation of full security as per terms of issue/other liabilities, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part 1 of Schedule XIII to the Companies Act, 1956 or Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, its Promoters, and its Directors. In terms of the Materiality Policy, other than outstanding criminal proceedings, actions taken by any statutory or regulatory authority and claims for any direct or indirect tax liabilities mentioned here in this chapter.

Unless stated to the contrary, the information provided in this section is as of the date of this Letter of Offer. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.

1. LITIGATION INVOLVING OUR COMPANY

i. Litigation against our Company:

1. Criminal Proceedings

Nil

2. Civil Proceedings:

Case No.	Ref./	Complainant	Defendant	Court	Claim Amt. In Rs.	Stage	Date
COMM CMA - 229/2021		(1) MADHYA GUJARAT VIJ COMPANY LIMITED (2) CHIEF ENGINEER (PROJECT)	The Company	CITY CIVIL, AHMEDABAD	50,97,168	FINAL ARGUMENT	10-02-2023
COMM CMA - 224/2021		(1) MADHYA GUJARAT VIJ COMPANY LIMITED (2) CHIEF ENGINEER (PROJECT)	The Company	CITY CIVIL, AHMEDABAD	3,51,10,000	FINAL ARGUMENT	10-02-2023
COMM CMA - 225/2021		(1) MADHYA GUJARAT VIJ COMPANY LIMITED (2) CHIEF ENGINEER (PROJECT)	The Company	CITY CIVIL, AHMEDABAD	1,86,54,490	FINAL ARGUMENT	10-02-2023
CP(IB)/66(AHM)2022		GLE INDIA SOLAR PRIVATE LIMITED	The Company	NCLT Ahmedabad	4,02,37,377	Hearing	31/01/2023
RCS NO. 175/2020		VIRAJ SPUN PIPE	The Company	ADDITIONAL CIVIL JUDGE, BOTAD	7,69,933	Hearing	07-02-2023

3. Actions taken by Statutory/Regulatory Authorities

Nil

4. Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(Rs. in Lakhs)

Particulars	Number of cases	Amount involved*
	Indirect Tax	
NIL	NIL	NIL

*To the extent quantifiable

5. Other Material Litigations: NIL

6. Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals
Nil

ii. Litigation by our Company:

1. Criminal Proceedings

Nil

2. Civil and other Material Litigations

Nil

2. Litigation Involving Our Promoter

i. Cases filed against our Promoter

1. Criminal Proceedings

Case Ref./ No.	Complainant	Defendant	Court	Claim Amt. In Rs.	Stage	Date
CC/117176/2019 & CC/117181/2019	ANKIT MAHESHBHAI SHAH & JHOLIBEN ANKIT SHAH	PIYUSHKUMAR THUMAR	METROPOLITAN MAGISTRATE	2,19,95,200	Hearing	23/01/2023
CC/5344/2015	GUDDI DEVI	PIYUSHKUMAR THUMAR	J M F C - CHITTORGADH	7,00,000	Hearing	15/02/2023

2. Civil Proceedings: Nil

3. Actions taken by Statutory/Regulatory Authorities

Nil

4. Tax Proceedings: Nil

5. Other Material Litigations: Nil

6. Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals

Nil

ii. Cases filed by our Promoter

1. Criminal Proceedings: NIL

2. Civil Proceedings: NIL

3. Other Material Litigations: NIL

3. LITIGATION INVOLVING OUR DIRECTORS

i. Cases filed against our Directors

1. Criminal Proceedings

Nil

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings: NIL

a)

4. Other Material Litigations

Nil

5. Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals

Nil

ii. Cases filed by our Directors

1. Criminal Proceedings

Nil

2. Other Material Litigations

Nil

4. LITIGATION INVOLVING OUR SUBSIDIARIES: NIL

5. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS: NIL

6. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWER

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or Fraudulent Borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or Fraudulent Borrower issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

7. MATERIAL DEVELOPMENT.

Except as stated above, since the date of the last financial statements disclosed in this Letter of Offer, there have not arisen, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled “Management’s Discussion and Analysis of Financial Position and Results of Operations”.

8. Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

9. Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies’ enactment in the last 5 (five) years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies’ enactment in the last 5 (five) years against our Company.

10. Material Fraud against our Company in the last 5 (five) years

There has been no material fraud committed against our Company in the last 5 (five) years.

11. Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of this Letter of Offer for the Company for default or outstanding defaults except SOP Fine of 56.91 Lacs is levied by NSE Limited on Company for non-filing/delay in filing in Compliances related to SEBI LODR Regulations 2015 for prior or during CIRP Period.

12. Non-Payment of Statutory Dues

Except as mentioned in the ‘*Financial Statements*’ beginning at page 109 of this Letter of offer there have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Letter of Offer) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Offer and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Letter of Offer.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business..

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THIS ISSUE

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on January 11, 2023 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Our Board in its meeting held on January 11, 2023 has resolved to issue upto 46,00,000 Equity Shares to the Eligible Equity Shareholders on Right Issue Basis and then after Management Committee (authorized by Board) in their Meeting held on January 11, 2023 approved issue of Equity Shares on Right Issue Basis at ₹ 10 per Equity Share (including premium of ₹ Nil per Equity Share), in the ratio of 2 Equity Shares for every 9 Equity Share as held by Public Shareholders on the Record Date. The Issue Price of ₹ 10 per Equity Share has been arrived at prior to determination of the Record Date.

Our company has received **“In-Principle Approval”** from NSE vide their letter dated 31/01/2023.in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue. Our Company will make application to NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE684Z20010 for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see **“Terms of the Issue”** beginning on page 152 of the Letter of Offer.

ASSOCIATION OF OUR DIRECTORS WITH SECURITIES MARKET

We confirm that none of our Director(s), Promoter(s) or Promoter Group are associated with the securities market in any manner except for trading on day to day basis for the purpose of investment.

PROHIBITION BY SEBI AND OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoter, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer.

Neither our Promoters, nor any of our Director(s) or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any securities market regulator in any other jurisdiction or any other authority/ court. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

None of our Directors or Promoter is associated with the securities market in any manner.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

PROHIBITION BY RBI

Neither our Company, nor our Promoter, and Directors have been categorized or identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

COMPLIANCE WITH COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Our Promoter and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent it may be applicable to them as on date of this Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on NSE Limited and CSE. Our Company undertakes to make an application to NSE Limited for listing of the Rights Equity Shares to be issued pursuant to this Issue.

COMPLIANCE WITH REGULATIONS 61 AND 62 OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges and has received their **“In-Principle Approvals”** for listing of the Rights Equity Shares to be issued pursuant to this Issue. NSE Limited is the Designated Stock Exchange for this Issue.

COMPLIANCE WITH PART B-1 OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below;

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the websites of NSE; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

However, in terms of Clause (3) of Part B of Schedule VI of the SEBI ICDR Regulations, following issuers shall mandatorily make disclosures in the draft letter of offer/letter of offer as specified in Part B-1 of this Schedule:

- a) an issuer whose management has undergone any change pursuant to acquisition of control in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable and is making a rights issue of specified securities for the first time NSE to such change and a period of three full years has not elapsed since such a change;
- b) an issuer whose specified securities have been listed consequent to the relaxation granted by the Board under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 for listing of its specified securities pursuant to a scheme sanctioned by a High Court under sections 391 to 394 of the Companies Act, 1956 or approved by a tribunal under sections 230-234 of the Companies Act, 2013, as applicable, and is making a rights issue of specified securities for the first time NSE to such listing and a period of three full years has not elapsed since such listing.

DISCLAIMER CLAUSE OF SEBI

Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is not exceeding Rs. 5,000.00 Lakhs, however this letter of offer will be filed with SEBI for dissemination purpose.

DISCLAIMER FROM OUR COMPANY AND OUR DIRECTORS

Our Company accept no responsibility for statements made otherwise than in the Draft Letter of Offer/Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company, and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Ahmedabad, India only.

DISCLAIMER CLAUSE OF NSE

As required, a copy of the Letter of Offer has been submitted to the NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of the Letter of Offer is set out below:

“NSE Limited (“the Exchange”) has given vide its letter dated March 31, 2023 permission to this Company to use the Exchange’s name in this Letter of Offer as the stock exchange on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- i) Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
- ii) Warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- iii) Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of the Issue is NSE Limited.

LISTING

Our Company will apply to NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

SELLING RESTRICTIONS

This Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of Offer is not to be reproduced or distributed to any other person.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE’s shall be issued to public shareholders only and promoters and members of promoter group shall forgo their entitlement to equity shares, that may arise from present Rights Issue.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will not be dispatch to the promoter and members of promoters group. In addition, promoters and members of promoter group shall not directly or

indirectly participate in the present Rights Issue. The present Rights Issue is open for subscription to PUBLIC SHAREHOLDERS ONLY.

The distribution of this Letter of Offer, Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons in to whose possession this Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and oNServe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Public Equity Shareholders of our Company and will dispatch the Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer has been filed with SEBI and NSE.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date here of or the date of such information or that the information contained herein is correct as of any time suNSequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIESACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALEINT HE UNITED STATES OR AS A SOLICITATION THERE IN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BEFOR WARDED TO OR TRANSMITTED IN OR IN TO THE UNITED STATES AT ANYTIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be post marked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States

when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed “Overseas Shareholders” to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may in fringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS AN INDICATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANYTIME.

CONSENTS

Consents in writing of: our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor, Bankers to the Company, the Registrar to the Issue and the Bankers to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn upto the date of this Letter of Offer.

PERFORMANCE VIS-À-VIS OBJECTS—PUBLIC/RIGHTS ISSUE OF OUR COMPANY

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Letter of Offer.

PERFORMANCE VIS-À-VIS OBJECTS—LAST ISSUE OF LISTED SUBSIDIARIES OR ASSOCIATES

As of the date of this Letter of Offer, our Company does not have any subsidiary or associate company.

STOCK MARKET DATA OF THE EQUITY SHARES

Our Equity Shares are listed and traded on NSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled “**Market Price Information**” on page 141 of this Letter of Offer.

FILING

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with NSE and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with NSE and CSE.

STATUS OF OUTSTANDING INVESTOR COMPLAINTS

As on the date of this Letter of Offer, there were no outstanding Investor complaints. As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company. The average time taken by the Registrar to the Issue for attending to routine grievances will be within 15(Fifteen) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI LODR Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Bigshare Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or the B-WAP process may be addressed to the Registrar, with a copy to the SCSBs(in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photo copy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the B-WAP process). For details on the ASBA process and B- WAP, see "**Terms of the Issue**". The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue Investors may contact the Registrar to the Issue at

Registrar to the Issue

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, India
Telephone: 011-40450193-197
Email: ipo@skylinerta.com
Investor Grievance Email: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Ms. Rati Gupta
SEBI Registration Number: INR000003241
CIN: U74899DL1995PTC071324

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment /share certificates/demat credit/Refund Orders etc.

Ritendrasinh Kishorsinh Rathod Company Secretary and Compliance Officer.

SECTION VIII: ISSUE INFORMATION TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA facility.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Final Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA alongwith rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent / dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Final Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Final Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at www.brightsolarltd.com ;
- (ii) The Registrar at www.skylinerta.com ;
- (iii) (iii) The Stock Exchanges at www.nseindia.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.brightsolarltd.com).

Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non - availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" below.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein:

- i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the

SCSB; or

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online / electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "- Grounds for Technical Rejection" below. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" below.

Options available to the Eligible Equity Shareholders:

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- a) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- b) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- e) Renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

A shareholder, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Shareholders applying through ASBA:

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Shareholders applying through ASBA:

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- a) Name of our Company, being 7NR Retail Limited;
- b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- c) Folio Number (in case of Eligible Equity Share holders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
- d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- e) Number of Equity Shares held as on Record Date;
- f) Allotment option – only dematerialized form;
- g) Number of Equity Shares entitled to;
- h) Number of Equity Shares applied for within the Rights Entitlements;
- i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- j) Total number of Equity Shares applied for;
- k) Total amount paid at the rate of Rs. 1.40/- per Equity Share;
- l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- n) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- p) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulations, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.

I/ We acknowledge that the Company, our affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. "

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Shareholders. The plain paper Application form at will be available on the website of the Registrar at www.skylinerta.com

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account alongwith copy of self- attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two working days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts atleast one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in "Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "-Basis of Allotment" mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- i) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- ii) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and / or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

- iii) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.
- iv) Applications should be (i) submitted to the Designated Branch of the SCSB or made online / electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- v) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- vi) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- vii) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and / or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants.

The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- viii) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- ix) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his / her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- x) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID / Folio number should match the demat account details in the records available with Company and / or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or in accurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- xi) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- xii) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first / sole Applicant, Folio number (for Eligible

- Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form. xiii) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- xiv) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- xv) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground. xvi) Avoid applying on the Issue Closing Date due to risk of delay / restrictions in making any physical Application.
- xvii) Do not pay the Application Money in cash, by money order, pay order or postal order.
- xviii) Do not submit multiple Applications.
- xix) No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.
- xx) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- i) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- ii) A detail of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- iii) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB. iv) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- v) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- vi) Account holder not signing the Application or declaration mentioned therein.
- vii) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- viii) Multiple Application Forms, including cases where a Shareholder submits Application Forms along with a plain paper Application.
- ix) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- x) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories. xi) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- xii) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and this Letter of Offer.
- xiii) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.
- xiv) Application Forms accompanied by stock invest, out station cheques, post-dated cheques, money order, postal order or outstation demands.
- xv) If an Shareholders is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.

- xvi) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and / or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- xvii) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- xviii) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Applications by non-resident Shareholders.

- a. Payment from third party bank accounts.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with / without using additional Rights Entitlement will not be treated as multiple applications. A separate application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "*Procedure for Applications by Mutual Funds*" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) a Shareholder submits Application Form along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event(i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as

Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among otherthings, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an

approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are in eligible to participate in this Issue under applicable securities laws. As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Shareholders"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) Networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is 16/03/2022, i.e., Issue Closing Date. Our Board or any committee there of may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as maybe extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned below.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5:00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

A Shareholder who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Shareholders applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as setout in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.brightsolarltd.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is **INE684Z20010**. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in the irrespective details along with other security control measures implemented there at.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialized form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two working days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e* www.skylinerta.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, 7NR Retail Limited Rights Issue Suspense Escrow Demat account) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non- institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client mastersheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two working days prior to the Issue Closing Date, i.e., by 16th September, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (**the "On Market Renunciation"**); or (b) through an off-market transfer (**the "Off Market Renunciation"**), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited / lying in his / her

own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading / selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE413X20019 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from 6th September, 2022 to 15th September, 2022 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE413X20019 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE413X20019, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through (i) ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agree to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds asset for thin this Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSCBC42/24.47.00/2003-04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents / NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed

from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR / NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialized form and on the register of members of our Company in respect of our Equity Shares held in physical format the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "The Issue" beginning on mentioned above.

Fractional Entitlements

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1:1 (One) Equity Shares for every 1 (One) Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares.

Ranking

The Equity Shares to be issued and allotted pursuant to this Issue shall be subject to the provisions of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and allotted under this Issue shall rank pari passu with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in principle approval from the BSE through letter bearing reference number DCS/RIGHT/VJ/FIP/2292/2022-23 dated 7th June, 2022. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 540615) under the ISIN: INE413X01027. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing / trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means / unblock the respective ASBA Accounts, the entire monies received / blocked within four days of receipt to intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded / unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "Capital Structure – Intention and extent of participation by our Promoter" mentioned above.

Rights of the Rights Equity Shareholders

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the jointholders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the jointholders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholder holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialized form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent / dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation and one Gujarati language national daily newspaper with wide circulation being the regional language of Ahmedabad, where our Registered Office is situated.

This Final Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders / Shareholders

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters / letters of Allotment / Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at Cameo Corporate Services Ltd, Subramanian Building, 1 Club House Road, Chennai - 600002. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and Our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been de recognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholder being an OCB is required not to be under the adverse notice of RBI and in

order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting the irrespective copies of self-attested proof of address, passport, etc. at priya@cameoindia.com

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE

Issue Schedule

Event	Indicative Date
Issue Opening Date	Monday, April 03, 2023
Last Date for On Market Renunciation of Rights	Friday, April 06, 2023
Issue Closing Date*	Monday, April 10, 2023
Finalizing the basis of allotment with the Designated Stock Exchange (on or about)	Thursday, April 13, 2023
Date of Allotment (on or about)	Monday, April 17, 2023
Date of credit (on or about)	Thursday, April 20, 2023
Date of listing (on or about)	Friday, April 28, 2023

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

* Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 15 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two working days prior to the Issue Closing Date, i.e., Monday April 10, 2023 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, atleast one day before the Issue Closing Date, i.e., Monday April 10, 2023.

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at

the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

- (c) Allotment to Renounees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a) and (b) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b) and (c) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application; ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

ALLOTMENT ADVICE OR REFUND / UNBLOCKING OF ASBA ACCOUNTS

Our Company will send / dispatch Allotment advice, refund intimations or demat credit of securities and / or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and / or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and / or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and / or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid / blocked shall be refunded / unblocked.

The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of over subscription or failure to list or otherwise would be done through any of the following modes.

Unblocking amounts blocked using ASBA facility.

NACH–National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is other wise disclosed as eligible to get refunds through NEFT or Direct Creditor RTGS.

National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

Direct Credit – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

RTGS– If there fund amount exceeds Rs. 2,00,000/- the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Shareholders's bank receiving the credit would be borne by the Shareholders.

For all other Shareholders, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole / first Shareholders and payable at par.

Credit of refunds to Shareholders in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

Receipt of the Equity Shares in Dematerialized Form

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step. ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories. iii) The responsibility for correctness of information filled in the Application Form *vis-à-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant. iv) If in complete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form / with IEPF authority / in suspense, *etc.*). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.

Non-transferable Allotment advice / refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.

- vi) Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending upto five years or a fine of an amount extending upto Rs. 0.5 crore or with both.

UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an

appropriate separate head in the balancesheet of our Company indicating the purpose for which such monies have been utilised; and

- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balancesheet of our Company indicating the form in which such unutilized monies have been invested.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- i) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within seven working days off inalization of Basis of Allotment.
- iii) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- vi) Adequate arrangements shall be made to collect all ASBA Applications.
- vii) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "7NR Retail Limited – Rights Issue" on the envelope and post marked in India or in the e-mail) to the Registrar at the following address:

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, India

Telephone: 011-40450193-197

Email: ipo@skylinerta.com

Investor Grievance Email: grievances@skylinerta.com

Website: www.skylinerta.com

Contact Person: Ms. Rati Gupta

SEBI Registration Number: INR000003241

CIN: U74899DL1995PTC071324

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online / electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar www.skylinerta.com. Further,

helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties faced by the investors +011-40450193-197.

(i) The Shareholders can visit following links for the below-mentioned purposes:

4. Frequently asked questions and online / electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.skylinerta.com
5. Updation of / e-mail address / phone or mobile number in the records maintained by the Registrar or our Company: <https://rights.cameoindia.com/7nrretail>
6. Updation of Indian address by way of sending an email to grievances@skylinerta.com
7. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.skylinerta.com
8. Submission of self-attested PAN, client mastersheet and demat account details by non-resident Eligible Equity Shareholders: grievances@skylinerta.com

a) This Issue will remain open for a minimum 15 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy upto any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion)("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Circular 2020**"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the nonresident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Final Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available at the registered office of the Company from the date of this Letter of Offer until the Issue Closing Date.

A. Material Contracts for the Issue

1. Registrar Agreement 25 January 2023., entered into between our Company and the Registrar to the Issue.
2. Bankers to the Issue Agreement dated February 21, 2023, amongst our Company, the Registrar to the Issue and the Bankers to the Issue.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.
2. Annual Reports of the Company for the year ended March 31, 2022, 2021 and 2020 and limited review report for the period ended September 30, 2021.
3. Resolution of the Board of Directors dated January 13, 2022 in relation to the Issue and other related matters.
4. Resolution of the Committee dated February 28, 2023 approving and adopting this Letter of Offer.
5. Consents of our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Legal Advisor to the Issue, the Registrar to the Issue, Bankers to Company and Bankers to Issue, Corporate Advisor to the Issue to include their names in this Letter of Offer and to act in their respective capacities.
6. In-Principle approval dated January 31, 2023 issued by NSE.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Name and Designation

Signature

Mr. Piyushkumar Thumar

Mr. Ajay Raj Singh

Mrs. Shivangi Bipinchandra Gajjar

Mr. Jagrutiben Rameshbhai Joshi

Mr. Viren Rajeshkumar Makwana

Mr. Piyushkumar Thumar

SIGNED BY THE CHIEF FINANCIAL OFFICER AND THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

SD/-

SD/-

Ritendrasinh Kishorsinh Rathod

Parth Rameshbhai Jethava

Company Secretary and Compliance Officer

Chief Finance Officer

Place: - Ahmedabad

Date: - March 01, 2023.