



ANNUAL

REPORT

2017-18

BUSINESS VERTICALS

“

We are proud to have started several new operations in the fields of solar energy, water management and Sewerage.



SOLAR MODULES/
PANELS



EPC CONTRACTS FOR
SOLAR WATER PUMPS



SOLAR PUMPS
ASSEMBLING



WATER TREATMENT
PLANT ASSEMBLING UNIT



CONSULTING OF
PROJECTS AND TENDERS



WATER SUPPLY &
SEWERAGE



2010

Incorporated as Bright Solar Private Limited, by Piyushkumar B. Thumar

2011

Authorized partner of Lorentz GmbH & Co. KG – Germany for Solar Pumps

2013

Started own and only Solar DC Pump Mfg. unit in Gujarat & also got MNRE Accreditation.

2014

First Pilot Project of Solar Water Pumping System by Govt. of Gujarat to Bright Solar.

2015

Got 5 Star rated Pumps approval from BEE & Solar Grading of SP2C from CARE.

2016

Bright Solar Private Limited become a Member of Solar Energy Society of India (SESI)

2017

MOU with International Solar Alliance (ISA) For Export of Solar Systems

2018

IPO Listing on NSE Emerge Platform.



OUR PHILOSOPHY

“
आः नो भद्राः
क्रतवो यन्तु
विश्वतः



Quality and Energy Conscious



Customer Responsive



Socially Responsive



Investor Rewarding



Employee Friendly



Sustainable Organisation

Bright Vision

All Our efforts, innovations, technology and R&D are focused to provide our customers optimum satisfaction out our products. We are fully committed to deliver on time and extend effective service to the customers besides maintaining the quality levels. We always try to put ourselves into customer's shoes to comprehend as to what are the customer's exact requirements. This is very reason we keep on innovating and improving.

Bright Mission

Making energy together: our wide range of products and services delivers tailored solutions for our customers. Our competence in consulting services and systems technology is compelling. Through our commitment, we create value for our customers, partners, employees and shareholders.

BRIGHT SOLAR = BRIGHT FUTURE





The biggest development in Bright Solar Limited's financial structure took place this year. We were enormously pleased by the success of our IPO which was oversubscribed 1.76 times.

Bright Solar's major accomplishments for FY 17-18 include completion of projects worth more than ₹ 30 crore.

We have been the beneficiaries of these developments and have been awarded a number of projects that have helped Bright Solar Limited expand its operations.



Dear Shareholders,

I feel extremely excited to present to you the 8th Annual Report of Bright Solar and the first as a listed company. Over the last year we reached multiple milestones, which we believe will be critical in shaping our company's future.

The biggest development in Bright Solar Limited's financial structure took place this year. We made our Initial Public Offering (IPO) between June 26th and June 29th, 2018 with shares worth Rs 19.44 crore to be made available for public trading. We were enormously pleased by the success of our IPO which was oversubscribed 1.76 times.

This marked the largest fundraising effort in the history of Bright Solar Limited. We were officially listed on National Stock Exchange's NSE Emerge platform on July 9th and the occasion was marked with a bell ringing ceremony.

The financial year 2017-18 brought an increased momentum to our company's growth rate as we entered new and uncharted territory setting several benchmarks on the way. This positive growth was facilitated mainly through the faith and support of customers, employees and shareholders.

Bright Solar's major accomplishments for FY 17-18 include completion of projects worth more than Rs 30 crore. During this period, we also launched successful bids for projects of costs up to Rs 41.55 crore and on July 25th, 2018, we signed an MoU under the SWACH project of Govt of Rajasthan, for our first new project for the new financial year 2018-19.

The Solar Industry is booming, growing at an exponential rate. The demand for solar power has increased rapidly with the government investing heavily in this domain. We have been the beneficiaries of these developments and have been awarded a number of projects that have helped Bright Solar Limited expand its operations.

We excitedly look forward to the next financial year in this new phase of our company. We thank you, fellow shareholders, and hope to have your unrelenting support through the next financial year as well.



Piyushkumar Babubhai Thumar
Chairman & Managing Director



AWARDS

“

We are honoured and blessed to have our work recognized and appreciated through these awards.





Mr. Piyushkumar Babubhai Thumar Chairman & Managing Director

Being considered amongst Global Solar Leaders, Mr Thumar is India's leading environmentalist and technocrat known for his social and environmental concerns. He is the Founder, Chairman & Managing Director of Bright Solar Limited, Ahmadabad.

Apart from his hands-on experience of implementing solar energy projects both big and small, he is advising renowned National and Multinational Companies and has been mentoring start-ups in solar sector.



Mr. Dwarkadas Thumar Executive Director

Mr. D.B. Thumar is an Graduate civil engineer. He Appointed as Executive Director of the Company. He has earned nearly 14 years of professional experience. This includes highway projects funded by the World Bank, the ADB and NHAI in India which were implemented under FIDIC contract conditions.



Mr. M S V Chalapathi Independent Director

Mr M Satya Venkata Chalapathi Is Appointed as an Independent Director. He has earned Nearly 23 years of professional experience. He has excellent analytical, planning and organizational skills with a very proactive approach for achieving Organizational objectives. He experienced in people management, mentoring and performance appraisal systems.



Mr. Phoolkumar Saluja Independent Director

Mr Phoolkumar Saluja is appointed as Independent Director of the Company. He is an Certified Associate of the Indian Institute of Bankers (CAIIB). Also he had done M Com, M A (Sociology),Diploma in Personnel Management & Labour Welfare, also Chartered Financial Analyst (CFA).



Ms Jagruti Joshi Non Executive Director


Jagrutiben Rameshbhai Joshi is appointed as Non Executive Director of the Company. She's 41 Years old. She had completed her Graduation (B.A). Over the years, she has continually worked on developing global corporate governance reform tools to help implement best practices. She is been continuously participating in Social Activities.



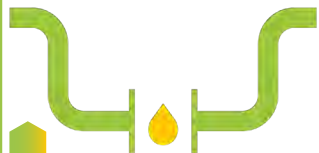
FUTURE PROSPECTS




We constantly looking to innovate and expand out oprations. Here is a look at our plans for the future.



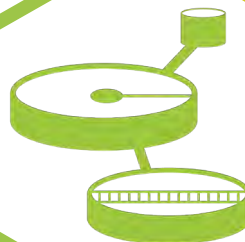
Planned set up of 500 MW Solar PV Module/Panel Manufacturing Unit, Solar PV Water Pumps DC & AC fully auto production plant



With the Addition of New Resources focusing on Infrastructure projects specifically in water supply chain.

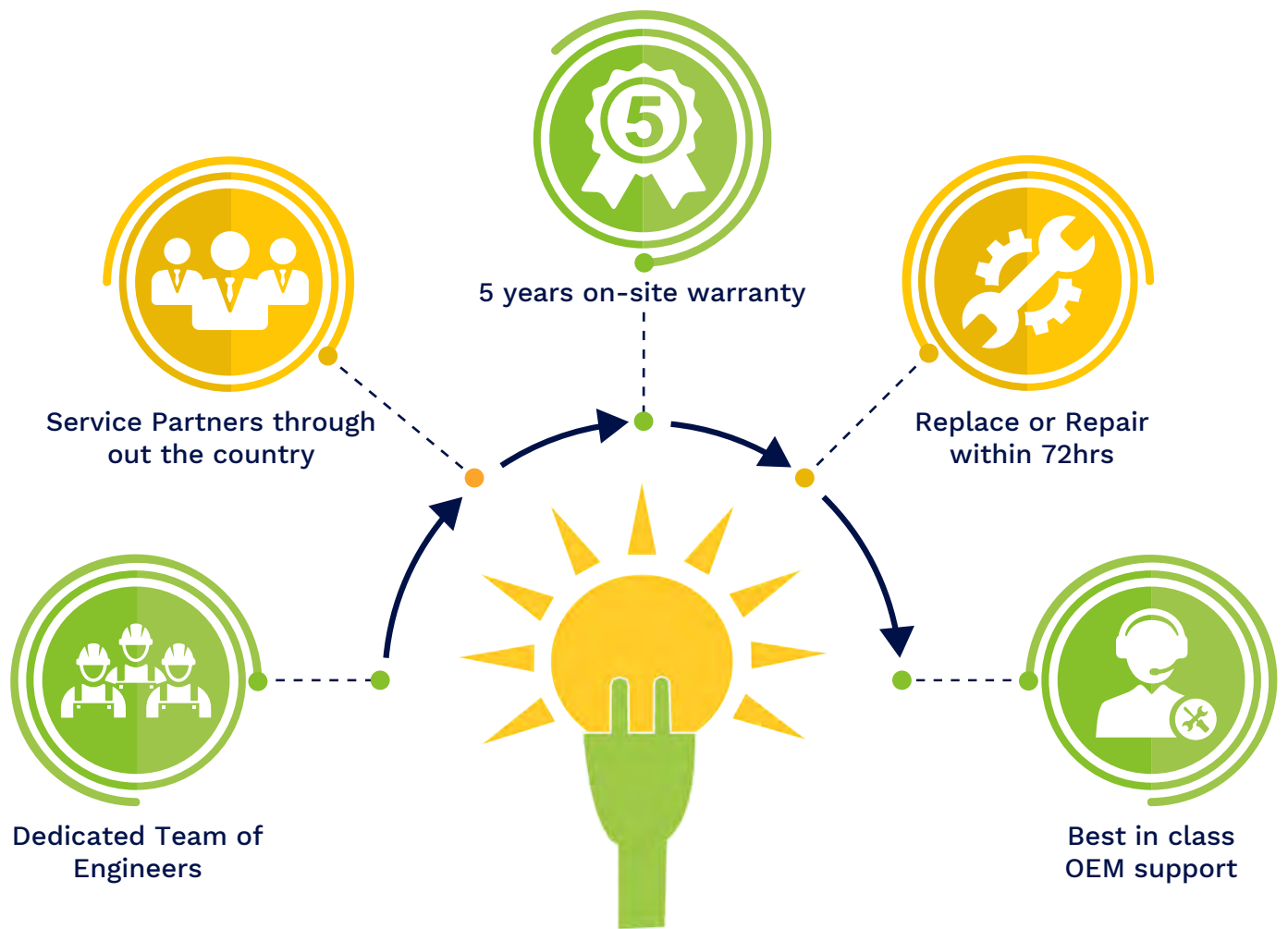


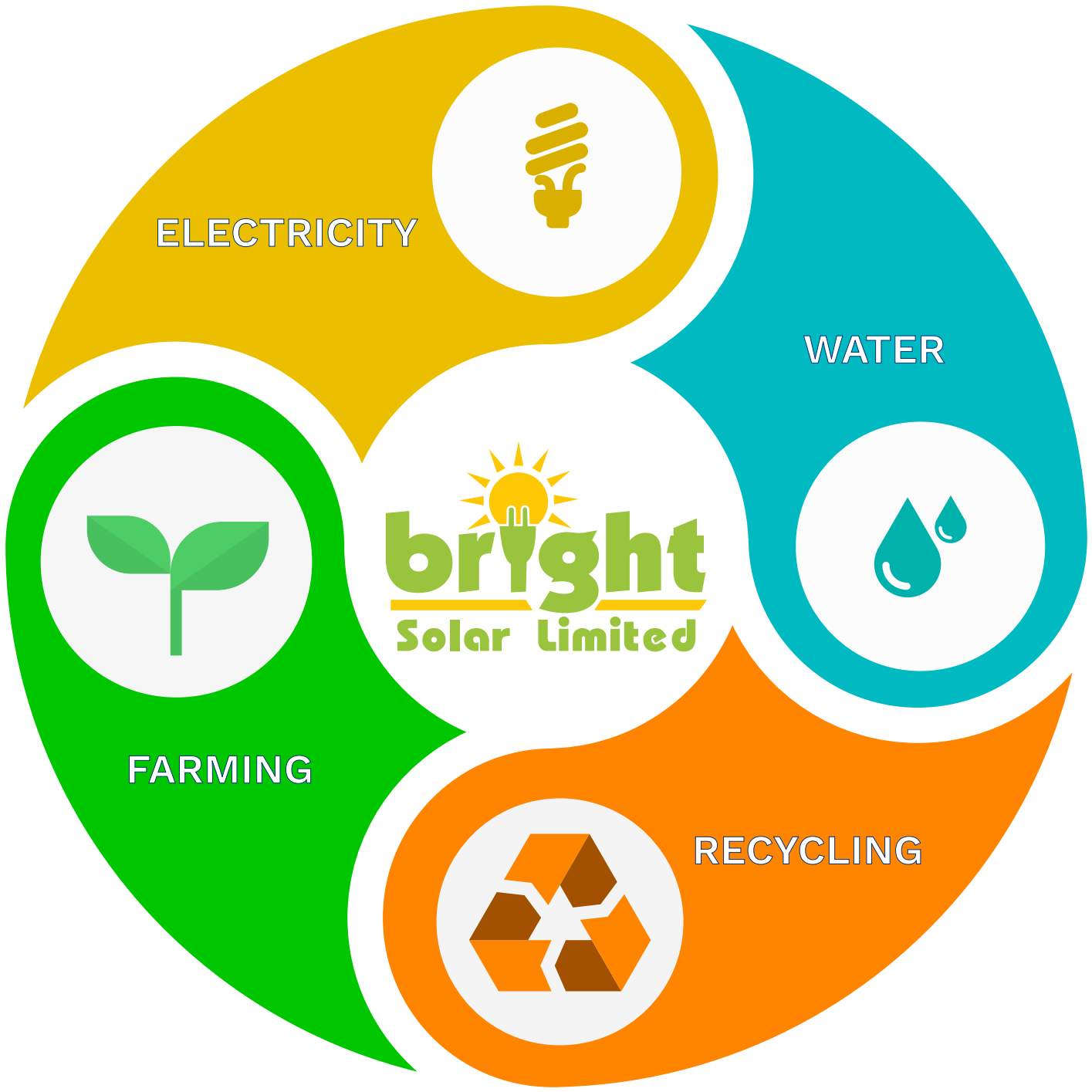
Water Treatment Plant and Water Purification Supply Chain for fresh drinking waters in every village.



Bright Solar Mart - an E-commerce Portal dedicated to solar industry having more than 100 products since inception.







ELECTRICITY



WATER



FARMING



RECYCLING



BRIGHT SOLAR = BRIGHT FUTURE

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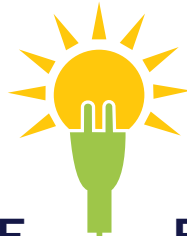
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BRIGHT SOLAR LIMITED

NOTICE TO THE 8TH ANNUAL GENERAL MEETING



REGISTERED OFFICE

Bright Solar Ltd,
C-103, Titanium Square,
Thaltej Circle, S.G.Highway,
Ahmedabad - 380059,
Gujarat (India)

BRANCH OFFICE

506, 5th floor,
RC Western Mall,
Opp. RPS More, Bailey Road,
Danapur, Patna- 801503,
Bihar (India)



NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighth Annual General Meeting of the **BRIGHT SOLAR LIMITED** will be held on the 28th day of September, 2018 at 10:30 a.m. at Hotel Pragati, Near Zydus Hospital, Hebatpur Road, S. G. Highway, Thaltej, Ahmedabad, Gujarat 380059 to transact the following business:

Ordinary business:

1. To receive, consider and adopt;
 - the audited Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon;
2. To declare Dividend on equity shares for the financial year ended on 31st March, 2018.
3. To Re-appoint Mr. Dwarkadas Babubhai Thumar (DIN: 08038990), Whole-Time Director, who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special business:

4. To Consider and if thought fit, to pass with or without modification(s), the following

resolution as an Ordinary Resolution:

Regularize appointment of Mrs. Jagrutiben Joshi (DIN: 07737814)

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies act, 2013 ("the act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (LODR) Regulations, 2015, including any modification or amendment thereof, Mrs. Jagrutiben Joshi (DIN: 07737814), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Act, and who holds office as such upto the date of this Annual General Meeting, is hereby appointed as a Non-Executive Director of the Company.

5. To Consider and if thought fit, to pass with or without modification(s), the following



resolution as an ORDINARY RESOLUTION:

Increase Borrowing limit of the Company under Section 180(1)(C) of Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; approval of the Company be and is hereby accorded to authorize the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 crores (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or

immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

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

6. To Consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

Approval OnMaterial Related Party Transaction

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto,



consent of the members be and is hereby accorded to the Company in respect of material related party transaction(s) for sale of details of sale item by the company to name of related party in ordinary course of business and at arm's length basis for a consideration estimated to Rs.5,00,00,000/- for the financial year 2018-19 and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto"

For, **BRIGHT SOLAR LIMITED**

Sahul Jotaniya
Company Secretary
(ACS No: A43006)

Ahmedabad, 25th Aug, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (A.G.M.) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A

MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

2. The Explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") concerning the Special Business under Item No.5 to 17 in the Notice is annexed hereto and forming part of this Notice. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.
3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance



slip sentherewith, duly filled-in for attending the Annual General Meeting.

4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 14th September, 2018 to Friday, 28th September, 2018 (both days inclusive) for determining the entitlement of the members to the payment of Dividend for the purpose of payment of dividend and Annual General Meeting.
7. The notice of 8th Annual General Meeting of the Company and Annual Report 2017-18,

circulated to the members, will be made available on the Company's website at www.brightsolar.in.

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

9. GREEN INITIATIVE

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



10. In terms of Section 101 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read together with the Rule 11 of the Companies (Accounts) Rules, 2014 and regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same.
11. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize their shares held by them in physical form.
12. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
13. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
14. Members are requested to intimate their Email IDs to our R&TA for correspondence and quicker response to their queries.
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
16. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/ Depository Participant. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 is being sent in the permitted mode. Members who have not registered their email addresses, so far, are requested to register their email



addresses in respect of electronic holdings with the Depository Participants.

17. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of

the high cost of paper and printing.

18. Route Map showing directions to reach to the venue of the 8th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

For, **BRIGHT SOLAR LIMITED**

Sahul Jotaniya
Company Secretary
(ACS No: A43006)

Ahmedabad, 25th Aug, 2018



ANNEXURE TO NOTICE**(ANNEXURE I)****EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013****For ITEM no. 4****To regularize appointment of Mrs. Jagrutiben Joshi (DIN: 07737814)**

Pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013("the Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof) read with the Listing Regulations, Mrs. Jagrutiben Joshi (DIN: 07737814) who was appointed as an Additional Director of the Company with effect from 05th day of January, 2018 and whose term expires at ensuing general meeting is proposed to be appointed as a Non-Executive Director of the Company. Except Mrs. Jagrutiben Joshi (DIN: 07737814), being appointee none of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no 4. of the Notice.

For ITEM no. 5**To Increase Borrowing power of Board of Directors of the Company**

The Shareholders of the Company by way of special resolution passed in 8th Annual General Meeting of the company had authorized the Board of Directors to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities any

other debt instrument upto a limit of **Rs.100 cr.** excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

With a view to meet the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities and the existing approved limit may likely be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company **up to Rs.100 cr.**

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders to the borrowing limits of **Rs.100 cr.** (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives is, in



any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

For ITEM no. 6

Approval on Material Related Party Transaction

During the Financial Year 2017-18, the company has entered into certain business transactions with M/s. Sarasiya Solar Limited and M/s Bright

Solar Inverter Private Limited, which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013. The Corporation is also proposed to enter into certain business transactions with M/s. Sarasiya Solar Limited and M/s Bright Solar Inverter Private Limited during Financial Year 2018-19. These transactions are worth Rs.10.95 Crores for F.Y. 2017-18& estimated at RS.5 Crores for F.Y. 2018-19 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of such transactions are given below:-

Transactions during 2017-18:

| Name of Parties | Nature of Transaction | Amount (in Rs.) |
|---------------------------------------|-----------------------|-----------------|
| Sarasiya Solar Limited | Purchase | 82,225,500/- |
| Bright Solar Inverter Private limited | Purchase | 27,231,000/- |

Transactions during 2018-19:

| Name of Parties | Nature of Transaction | Estimated Amount (in Rs.) |
|---------------------------------------|-----------------------|---------------------------|
| Sarasiya Solar Limited | Purchase | 10,00,00,000/- |
| Bright Solar Inverter Private limited | Purchase | 1,00,00,000/- |

For, **BRIGHT SOLAR LIMITED**

Sahul Jotaniya
Company Secretary
(ACS No: A43006)

Ahmedabad, 25thAug, 2018



(ANNEXURE II)
Details of the Directors seeking appointment at the forth coming Annual General Meeting
Annexure of Item No: 03

| | |
|--|--|
| Name of Director | Mr. Dwarkadas Babubhai Thumar |
| DIN | 08038990 |
| Designation | Whole- Time Director |
| Date of Birth | 02/07/1975 |
| Directorship held in Other Companies | Nil |
| Committee Position held in other Companies | Nil |
| No. of Equity Shares held in the Company as on 31/03/2018 | 22,500 shares |
| Expertise in specific functional areas and Experience | <p>Mr. D.B. Thumar is a Graduate Civil Engineer from Gujarat Technological University. He serves as the Executive Director of the Company.</p> <p>He has almost 18 years of professional experience in different domains of Civil Construction and Government Tendering. He has 5 years of experience in highway projects funded by the World Bank, the ADB, and NHAI, implemented under FIDIC contract conditions.</p> <p>He is familiar with relevant standards, specifications, contract procedures, designs and quality control etc. He has good experience in understanding and implementing environmental Litigation measures on large scale projects.</p> |



Annexure of Item No: 04

| | |
|--|--|
| Name of Director | Mrs. Jagrutiben Joshi |
| DIN | 07737814 |
| Designation | Additional Director (Non-Executive) |
| Date of Birth | 20/04/1976 |
| Directorship held in Other Companies | Sarasiya Solar Limited - Director |
| Committee Position held in other Companies | Nomination and Remuneration Committee |
| No. of Equity Shares held in the Company as on 31/03/2018 | 00 shares |
| Expertise in specific functional areas and Experience | <p>Mrs. Jagrutiben Rameshbhai Joshi holds a Bachelor Degree in Arts and serves as Non-Executive Director in the company. She is been part of numerous Social Activities working towards the elevation of Working Women in society and Child Rights for education, nutrition, and opportunities.</p> <p>She is an active member of SEWA (Self Employed Women Association), a trade union for self-employed women, where she works for the rights of low-income, independently-employed female workers.</p> <p>Over the years, she has continually worked on developing global corporate governance reform tools to help implement best practices. At Bright Solar, she looks after the Anti Harassment and CSR Committee.</p> |

For, **BRIGHT SOLAR LIMITED**

Sahul Jotaniya
Company Secretary
(ACS No: A43006)

Ahmedabad, 25thAug, 2018



DIRECTOR'S REPORT**Dear Members,**

Your Directors are pleased to present the 8th Annual Report of your Company

along with the Audited Financial Statements of the Company for the year ended 31st March, 2018.

FINANCIAL RESULTS AT A GLANCE:

(Rs in Lakhs)

| Sr.No | Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|--------------|---------------------------|--|--|
| 1 | Revenue from operation | 3957.93 | 1802.75 |
| 2 | Other Income | 29.28 | 10.25 |
| 3 | Total Income | 3987.21 | 1813.00 |
| 4 | Profit Before Tax | 955.13 | 255.61 |
| 5 | Less: Income tax expenses | (334.82) | (84.54) |
| 6 | Profit After Tax | 620.31 | 171.07 |

OPERATIONAL REVIEW/STATE OF THE COMPANY'S AFFAIRS:

During the year under review, the Company has achieved turnover of Rs. 3957.93Lacs compared to the previous of Rs.1802.75 Lacs. The total income on for the F.Y. 2017-18 was Rs.3987.21 Lacs, increased by 120 % compared to the total income of the previous year, while the profit after tax for the year was Rs.620.31Lacs, also increased by 262 % compared to the previous year.

DIVIDEND:

The Directors are pleased to recommend a dividend of Rs.0.10per Equity Share having face value of Rs.10.00 each (i.e.

1% on the paid-up capital) for the financial year ended on 31st March 2018. The total dividend pay-out for the F.Y. 2017-18 shall be Rs.24.55Lacs comprising of dividend amounting to Rs.20.40Lacs and dividend tax of Rs.4.15Lacs.

TRANSFER TO RESERVES:

The Company has not transferred any amount to the General Reserve and the same is retained in the Profit and loss account.

FINANCE

During the Financial Year 2017-18, the Company has availed long term



borrowing of Rs. 25.05 lakhs from Bajaj Finserv at 18% rate of interest.

DEPOSITS:

During the year under review, your Company has not accepted any deposits from the shareholders and public within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or reenactment(s) for the time being in force).

CAPITAL STRUCTURE:

During the year under review, the Authorized Share Capital of the Company was Rs.22,00,00,000/- (Rupees Twenty-Two Crores) divided into 2,20,00,000 (Two crores Twenty Lakh) Equity Shares of Rs. 10 each as on March 31, 2018.

- (i) An Extra Ordinary General Meeting (E.G.M) was held on January 16, 2018, the Authorized Share capital was increased from Rs. 1,50,00,000 (Rupees: One Crore Fifty Lacs) divided into 15,00,000 (Fifteen Lacs) equity shares of Rs.10 each to Rs.20,00,00,000 (Rupees: Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10 each.

- (ii) Again, an Extra Ordinary General Meeting (E.G.M.) was held on January 30, 2018, the Authorized Share Capital was increased from Rs.20,00,00,000 (Rupees: Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of Rs.10 each to Rs.22,00,00,000/- (Rupees: Twenty-Two Crores) divided into 2,20,00,000 (Two crores Twenty Lacs) Equity Shares of Rs. 10 each.

At the starting of the financial year 2017-18, the paid-up share capital of the company was Rs.1,50,00,000/- (Rupees: One Crore Fifty Lacs) divided into 15,00,000 (Fifteen Lacs) Equity shares of Rs. 10 each. The paid-up share capital of the company was increased from Rs. 1,50,00,000/- (One Crore Fifty Lacs) divided into 15,00,000 (Fifteen Lacs) Equity shares of Rs. 10 each to Rs.15,00,00,000/- (Rupees: Fifteen Crores) divided into 1,50,00,000 (One crore fifty lacs) Equity shares of Rs. 10 each due to Bonus issue of 1,35,00,000 fully paid up equity shares in the ratio of 9:1 (i.e. Allotted Nine Bonus shares for every one Equity share held) as on 14th Day of February, 2018.

BONUS:

In the Financial year 2017-18, the Company had allotted 1,35,00,000 fully



paid up equity shares of face value of Rs.10/- each to the Shareholders of the Company in proportion of 9:1 (i.e. Allotted Nine Bonus shares for every one Equity share held). The Bonus allotment has been made by capitalizing credit balance of Securities and Premium Account to the extent of Rs.380.40 Lacs and credit balance of Surplus Account to the extent of Rs.969.60 Lacs.

SUBSIDIARIES/HOLDINGS OF THE COMPANY:

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

CHANGES IN NATURE OF BUSINESS:

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 AC &DC Solar Pump, Solar Pump Inverter.

In the year 2017-18, The Company has started providing consultancy services

for acquiring projects and tender bidding after identifying competent client on tender to tender basis. In addition, the company has added water supply, sewerages and infra project in its service portfolio. The Company also been awarded water supply and sewerages projects.

The Company is in process of acquiring land admeasuring area of 18,209 Square meters at Khata No. 338, Survey No. 415-1, Village: Fagvel, Ta: -Kathlal, Dist:- Kheda, Gujarat and on which company is planning to set up manufacturing unit for Solar PV modules/panels. The Company has already executed agreement to sale on February 15, 2018 and paid Rs. 43.00 Lakhs towards earnest money for acquisition of land. The Company is also planning to set up water treatment plant assembling unit at Patna (Bihar).

To sum up, the company is 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. Now, The Company is planning to commence Solar Module manufacturing and water treatment plant assembling unit.

NAME OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE



SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

At the end of the financial year under review, none of the Company have become or ceased to be subsidiaries, joint ventures or associate Companies.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM:

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

RELATED PARTY TRANSACTIONS:

All transactions that were entered into with the related party/parties during the financial year 2017-18 were on an arm's length basis and were in the ordinary course of business. As per Section 134

(3) (h) of the Companies Act, 2013 ("Act") and Rules made thereunder, disclosure of particulars of transactions entered by the Company with related parties are annexed herewith in **Form AOC 2as "Annexure - A"**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Your company has not given any loans or guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2017-18.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A) Directors

As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of Mr. Dwarkadas B. Thumar (DIN: 08038990) Director, seeking re-appointment at ensuing Annual General Meeting is annexed to the notice convening 8th Annual General Meeting.

During the year, Mr. Dwarkadas B. Thumar was appointed as a Whole Time Director of the Company w.e.f. 25.01.2018 liable to retire by rotation, Mr. Chalapathi Satya Venkata Mogalapalli and Mr. Phool Kumar Saluja were appointed as Independent



Directors of the Company w.e.f. 30th January, 2018 and Mrs. Jagrutiben R. Joshiwas appointed as an Additional Director of the Company w.e.f. 5th January, 2018.

During the year under review, Mr. Balamurugan Muthusamy Pillai has resigned from the Directorship w.e.f. 25.01.2018.

Performance Evaluation of Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. The way the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration as recommended by the Nomination & Remuneration Committee. The Remuneration Policy is incorporated in the Corporate Governance Report.

The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put upon the website of the Company.

B) KEY MANAGERIAL PERSONNEL

During the year, Mr. Dwarkadas B. Thumar was appointed as a Whole Time Director of the Company w.e.f. 25.01.2018, Mr. Gaurav B. Nawab was appointed as a Chief Financial Officer of the Company w.e.f. 19.03.2018 and Mr. Sahul N. Jotaniya was appointed as a Company Secretary & Compliance officer of the Company w.e.f. 01.02.2018.

MEETING OF BOARD OF DIRECTORS:

During the Financial year 2017-18, Total 14 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The details of the meetings of the Board of Directors of the Company convened during the financial year 2017-18 are given in the Corporate Governance Report which forms part of this Annual report.

AUDIT COMMITTEE

As provided in Section 177(8) of the Companies Act, 2013, the information



about Audit Committee and its details are given in the Corporate Governance Report. The Board has accepted the recommendations of Audit Committee. Presently, Mr. Phool Kumar Saluja is the Chairman of the Committee and Mr. Chalpathi Satya Venkata Mogalapalli, Mr. Piyushkumar Babubhai Thumar are the members of the Committee.

AUDITORS:

A) Statutory Auditors:

M/s. Chirag Shah & Co., Chartered Accountant Firm (Firm Reg. No. 118791W) was appointed as Statutory Auditor of the company to hold office from 30th September, 2016 till conclusion of the Sixth Annual General Meeting. M/s. Chirag Shah & Co., have confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

The Auditor's Report for the financial year ended March 31, 2018 on the financial statements of the Company is a part of this Annual Report. The Auditor's Report for the financial year ended March 31, 2018 does not contain any qualification, reservation or adverse remark.

B) Internal Auditor

The Company Continues to engage **M/s. V C A N & Co., Chartered Accountant** as Internal Auditor of Company, During the year, the company continued to implement his suggestions and recommendations to improve the control environment, their scope of works includes, review of processes for safeguarding the assets of the company, review of operational efficiency, effectiveness the assets of the Company, review of operational efficiency, effectiveness of systems and process, and assessing the internal control strengths in all areas.

C) Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed **M/s. Nirav Soni & Co., Company Secretaries in practice** as the Secretarial Auditors of the Company to conduct an audit of the secretarial records, for the financial year 2018-19. Your Company has received consent from M/s. Nirav Soni & Co., Company Secretaries in practice to act as the Secretarial Auditors for conducting audit of the secretarial records for the financial year ending on 31st March, 2019.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE



FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

During the financial year 2017-18, your Company is entered into new segment of Business in the Consultancy Business in Renewable Energy, Water & Infra EPC & PPP Projects. In more, Your Company started New water Treatment Plant & Mini Pipe Rural water supply scheme project on Sub-Contract basis.

Your Company has 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.

Your Company is entered into Agreement for Sale on February 15, 2018 for 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 your company is planning to set up manufacturing unit for Solar PV modules/panels. Your Company has already paid Rs. 43.00 Lakhs towards earnest money for acquisition of land. Your Company is also planning to set up water treatment plant assembling unit at Patna (Bihar).

This Positive initiative of the Company has led to increase cash inflow of capital and increased financial capability of the company. After entering into new Segment of Business, the Turnover and Net worth of the company pushed up in the positive direction.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as **"Annexure - B"**.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **"Annexure - C"**.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013:



- (i) That in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- (iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual financial statements have been prepared on a going concern basis;
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

- (vi) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DISCLOSURE OF EMPLOYEES REMUNERATION:

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the employees of the company has received remuneration above the limits specified in the Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2017-18.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as **"Annexure-D"**.

CORPORATE GOVERNANCE

The Corporate Governance Report of the Company regarding Compliance of the Conditions of Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **"Annexure E"**.



The Board has framed Code of Conduct for all Board members and Senior Management of the Company and they have affirmed the compliance during the year under review.

The Board has also framed "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The Code casts obligations upon the Directors and Officers of the Company to prevent / preserve Price Sensitive Information, which may likely to have a bearing on the share price of the Company. Those who are in the knowledge of any such information are prohibited to use such information for any personal purpose. Similarly, the Code also prescribes how such information needs to be handled, disclosed or made available to the Public through Stock Exchanges, Company's website, Press, Media, etc. The Company Secretary & Compliance Officer has been entrusted with the duties to ensure compliance.

The Board has received CEO/CFO Certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report and the Secretarial Auditors' Certificate regarding compliance of conditions of

Corporate Governance are attached and forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as "**Annexure F**".

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established and Chairman of the Audit Committee is responsible for issue pertaining to same.

The Company has formulated and approved policy on Whistle Blower/ Vigil Mechanism in its Board Meeting held as on 1st day of August, 2018. The Policy is available to all the Stakeholders on the website www.brightsolar.in of the company.

The link is here:
<http://www.brightsolar.in/media/1354/whistle-blower-policy.pdf>

SECRETARIAL STANDARDS:



Pursuant to clause 9 of the revised Secretarial Standard – 1, your company has complied with applicable secretarial standards issued by the Institute of Company Secretaries of India, during the financial year under review.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case filled or registered with the Committee during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe environment for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

The Company is not required to maintain cost records as specified by the Central Government under sub-section

(1) of Section 148 of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

APPRECIATION:

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of India, various State Government departments, Banks and various stakeholders, such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to the continued support of all stake holders in future also.

For and on behalf of the Board of Directors

**Place: Ahmedabad
Date: 25th August, 2018**

**Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)**



ANNEXURE TO DIRECTOR'S REPORT:

ANNEXURE A Disclosure of Related Party Transactions

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Details of contracts or arrangements or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship

| <i>Name of the related party</i> | <i>Nature of Transaction</i> | <i>Nature of relationship</i> |
|----------------------------------|------------------------------|-------------------------------|
| Sarasiya Solar Limited | Purchase | Group Company |
| Bright Solar inverter Pvt. Ltd. | Purchase | Group Company |

(b) Nature of contracts/arrangements/transactions

| <i>Name of the related party</i> | <i>Nature of Transaction</i> | <i>Amount in Rs. In Lakhs</i> |
|----------------------------------|------------------------------|-------------------------------|
| Sarasiya Solar Limited | Purchase | 822.25 lakhs |
| Bright Solar inverter Pvt. Ltd. | Purchase | 272.31 lakhs |

(c) Duration of the contracts/arrangements/transactions

| <i>Name of the related party</i> | <i>Nature of Transaction</i> | <i>Duration, Date of approval by Board</i> |
|----------------------------------|------------------------------|---|
| Sarasiya Solar Limited | Purchase | Not Require as transaction are on arm's length basis. |
| Bright Solar inverter Pvt. Ltd. | Purchase | |

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 25th August, 2018

Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)



ANNEXURE B

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

(A) CONSERVATION OF ENERGY

- Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
- Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
- Various on-going measures for conservation of energy includes:
 - use of energy efficient lighting and better use of natural lighting,
 - reduction of energy loss, and

-replacement of outdated energy intensive equipment.

(B) TECHNOLOGY ABSORPTION

1. The efforts made towards technology absorption: N. A.
2. The Benefits derived like product improvement, cost reduction, product development or import substitution: N. A.
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Nil
4. The expenditure incurred on Research and Development.

During the year under review, no expenditure has been incurred in Research and Development activities.



(C) FOREIGN EXCHANGE EARNING AND OUTGO:**Total foreign exchange used and earned:**

(Rs. in Lakhs)

| Particulars | Current year 2017-18 | Previous year 2016-17 |
|---------------------------------|---------------------------------|----------------------------------|
| Foreign Exchange Earnings (FOB) | 0.00 | 0.00 |
| Foreign Exchange Outgo | 14.33 | 1.40 |

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 25thAugust, 2018

Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)



ANNEXURE C

FORM MGT- 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2018

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | |
|---|---|
| CIN: | U51109GJ2010PLC060377 |
| Registration Date: | 23/04/2010 |
| Name of the Company: | BRIGHT SOLAR LIMITED |
| Category / Sub-Category of the Company | Company limited by Shares/ Non-Govt company |
| Address of the Registered Office and contact details | C-103, TITANIUM SQUARE, THALTEJ CROSS ROAD, S.G HIGHWAY, THALTEJ, AHMEDABAD GUJARAT-380059 INDIA |
| Whether listed company | LISTED ON NSE EMERGE SME PLATFORM w.e.f 09.07.2018 |
| Name, address and contact details of Registrar and Transfer Agent, if any | ACCURATE SECURITIES AND REGISTRY PRIVATE LIMITED SEBI Registration Number: INR000004173 Address: Accurate Securities and Registry Private Limited, 23, Sarthik Complex, Nr. Fun Republic, Iscon Cross Road, Satellite, Ahmedabad – 380015. Tel No.: 9033009602 Contact Person: Mr. Dixit Parikh |



II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| Sr.No. | Name and Description of main products / service | NIC Code of the Product/ service* | % to total turnover of the company |
|--------|---|-----------------------------------|------------------------------------|
| 1. | Electric power generation using solar energy | 35105 | 89.00% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sr. No. | Name and address of the company | CIN/GLN | Holding/ subsidiary / associate | % of shares held | Applicable section |
|---------|---------------------------------|---------|---------------------------------|------------------|--------------------|
| N. A. | | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | %Change during the year |
|--------------------------|---|----------|---------|-------------------|---|----------|----------|-------------------|-------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter's | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | -- | 1498500 | 1498500 | 99.90 | -- | 14513000 | 14513000 | 96.75 | (3.15) |
| b) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) Bodies Corp. | -- | -- | -- | -- | -- | -- | -- | -- | -- |



| | | | | | | | | | |
|---|----|----------------|----------------|--------------|----|-----------------|-----------------|--------------|---------------|
| e) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Any other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (A) (1):- | -- | 1498500 | 1498500 | 99.90 | -- | 14513000 | 14513000 | 96.75 | (3.15) |
| (2) Foreign | | | | | | | | | |
| a)NRIs- Individuals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Other- Individuals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) Bodies Corp. | -- | | | | | | | | |
| d) Banks/FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| e) Any Other... | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (A) (2):- | -- | | | | | | | | |
| Total Shareholding of Promoter (A) = (A)(1)+(A)(2) | -- | 1498500 | 1498500 | 99.90 | -- | 14513000 | 14513000 | 96.75 | (3.15) |
| B. Other Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| e) Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Insurance Companies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| g) FIs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| h) Foreign Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Others (specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(1):- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| | | | | | | | | | |



| | | | | | | | | | |
|--|----|-------------|-------------|-------------|----|---------------|---------------|-------------|-------------|
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| ii) Overseas | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | -- | 1500 | 1500 | 0.10 | -- | 6000 | 6000 | 0.04 | (0.06) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | -- | 0 | 0 | 0 | -- | 481000 | 481000 | 3.21 | 3.21 |
| c) Others (specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Non Resident Indians | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Overseas Corporate Bodies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Nationals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Clearing Members | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Trusts | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Bodies - D R | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(2):- | -- | 1500 | 1500 | 0.10 | -- | 487000 | 487000 | 3.25 | 3.15 |
| Total Shareholding (B)=(B)(1)+ (B)(2) | -- | 1500 | 1500 | 0.10 | -- | 487000 | 487000 | 3.25 | 3.15 |



| | | | | | | | | | |
|--|----|---------|---------|-----|----|----------|----------|-----|------|
| C. Shares held by Custodian for GDRs & ADRs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Grand Total (A+B+C) | -- | 1500000 | 1500000 | 100 | -- | 15000000 | 15000000 | 100 | 0.00 |

NOTE:

- As on 01.04.2017 the Company's Authorized capital was Rs.15,00,000 and Paid-up Share capital was Rs.15,00,000.
- As on 31.03.2018 the Company's Authorized Capital got increased from Rs.15,00,000 to Rs.2,20,00,000 and Paid up capital increased from Rs.15,00,000 to Rs.1,50,00,000 due to issue of Bonus shares of 1,35,00,000 on February 14, 2018.

ii. Shareholding of Promoter-

| Sr. no. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|---------|--------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Mr.Piyushkumar Babubhai Thumar | 1498500 | 99.90% | -- | 14513000 | 96.75 % | -- | (3.15) |

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

| Sr. No. | Name | Shareholding | | | Cumulative Shareholding during the year (01/04/2017 to 31/03/2018) | | | |
|---------|------|---|--------------------------|------------------------------------|--|--------|--------------|--------------------------|
| | | No of Shares at the beginning of the year | % of total shares of the | Date of opening/ closing/ transfer | Increase / Decrease in share holding | Reason | No of shares | % of total shares of the |
| | | | | | | | | |



| | | (01/04/17) / end of the year (31/03/18) | company | | | | | company |
|---|---|--|--------------|-------------------|----------|------------------|-----------------|--------------|
| 1 | Mr. Piyushkum ar Babubhai Thumar | 1498500 | 09.99% | 01/04/2017 | - | - | 1498500 | 09.99% |
| | | | 0.075% | 05/01/2018 | (11250) | Transfer | 1487250 | 9.915% |
| | | | 0.015% | 01/02/2018 | (2250) | Transfer | 1485000 | 9.90% |
| | | | 89.1% | 14/02/2018 | 13365000 | (Bonus Issue) | 14850000 | 99.00% |
| | | | 2.25 % | 29/03/2018 | (337000) | | 14513000 | 96.75% |
| | | 14513000 | 96.75 | 31/03/2018 | | | 14513000 | 96.75 |

iv.) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | Name | Date | Shareholding | | Increase/D ecrease in share- holding | Reason | Cumulative Shareholding during the year (01-04-17 to 31-03-18) | |
|---------|--|------------|--|---|---|--------|---|---|
| | | | No. of Shares at the beginning (01-04-17 / end of the year (31- 03-18) | % of total shares of the Company | | | No. of Share | % of total shares of the Company |
| 1 | MS. ANJU J BOTHRA | 29.03.2018 | 111000 | 0.74 | -- | -- | 111000 | 0.74 |
| | | 31.03.2018 | 111000 | 0.74 | -- | -- | 111000 | 0.74 |
| 2 | MR. SANJAY BADRILALPUNGLIY A | 29.03.2018 | 56000 | 0.37 | -- | -- | 56000 | 0.37 |
| | | 31.03.2018 | 56000 | 0.37 | -- | -- | 56000 | 0.37 |
| 3 | MR. MAHESH KUMAR KEWALANI | 29.03.2018 | 50000 | 0.33 | -- | -- | 50000 | 0.33 |
| | | 31.03.2018 | 50000 | 0.33 | -- | -- | 50000 | 0.33 |
| 4 | MR. SATISHBHAI JADAVBHAI RUPAV ATIYA | 29.03.2018 | 40000 | 0.27 | -- | -- | 40000 | 0.27 |
| | | 31.03.2018 | 40000 | 0.27 | -- | -- | 40000 | 0.27 |
| 5 | MS. SONIA BHUTERIA | 29.03.2018 | 36500 | 0.24 | -- | -- | 36500 | 0.24 |
| | | 31.03.2018 | 36500 | 0.24 | -- | -- | 36500 | 0.24 |
| 6 | MR. SUDARSHAN R | 29.03.2018 | 31000 | 0.21 | -- | -- | 31000 | 0.21 |



| | | | | | | | | |
|----|----------------------------------|------------|-------|------|----|----|-------|------|
| | GOLECHA | 31.03.2018 | 31000 | 0.21 | -- | -- | 31000 | 0.21 |
| 7 | MR. VIPUL RAVJIBHAISUHAGIYA | 29.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| | | 31.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| 8 | MR. RITESH HARISHBHAI PARIKH | 29.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| | | 31.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| 9 | MR. BALAMURUGAN MUTHUSAMY PILLAI | 29.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| | | 31.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| 10 | MR. SIDDABATHULA SUBHASH CHANDRA | 29.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |
| | | 31.03.2018 | 22500 | 0.15 | -- | -- | 22500 | 0.15 |

V) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | Name | Date | Shareholding | | Increase/Decrease in shareholding | Reason | Cumulative Shareholding during the year (01-04-2017 to 31-03-2018) | |
|---------|---------------------------------|------------|--|----------------------------------|-----------------------------------|---------------|--|----------------------------------|
| | | | No. of Shares at the beginning (01-04-2017) end of the year (31-03-2018) | % of total shares of the Company | | | No. of Share | % of total shares of the Company |
| 1 | Mr. Piyushkumar Babubhai Thumar | 01.04.2017 | 1498500 | 99.90 | -- | -- | 1498500 | 99.90 |
| | | 05/01/2018 | | 0.075% | (11250) | Transfer | 1487250 | 9.915 % |
| | | 01/02/2018 | | 0.015% | (2250) | Transfer | 1485000 | 9.90% |
| | | 14/02/2018 | | 89.1% | 13365000 | (Bonus Issue) | 14850000 | 99.00 % |
| | | 29/03/2018 | | 2.25 % | (337000) | | 14513000 | 96.75 % |
| | | 31.03.2018 | 14513000 | 96.75 | -- | -- | 14513000 | 96.75 |
| 2 | Mr. Dwarkadas Babubhai Thumar | 01.04.2017 | 0 | 0 | -- | -- | -- | -- |
| | | 31.03.2018 | 22500 | 0.15 | | Purchase | 22500 | 0.15 |



V. INDEBTEDNESS

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

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|-------------|--------------------|
| Indebtedness at the beginning of the financial year (01.04.2017) | | | | |
| i) Principal Amount | 12.16 | 55.13 | 0.00 | 67.74 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total (i+ii+iii) | 12.16 | 55.13 | 0.00 | 67.74 |
| Change in Indebtedness during the financial year | | | | |
| Addition | 25.20 | 207.38 | 0.00 | 232.58 |
| Reduction | 12.31 | 146.61 | 0.00 | 158.92 |
| Net Change | 12.89 | 60.77 | 0.00 | 73.66 |
| Indebtedness at the end of the financial year (31.03.2018) | | | | |
| i) Principal Amount | 25.05 | 115.90 | 0.00 | 140.95 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total (i+ii+iii) | 25.05 | 115.90 | 0.00 | 140.95 |

(Rs. in Lakhs)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:


(Rs. In lakhs)

| Sr.No. | Particulars of Remuneration | Name of MD/WTD/Manager | | Total Amount |
|--------|---|--------------------------|----------------------|--------------|
| | | Mr. Piyushkumar B Thumar | Mr. Dwarkadas Thumar | |
| 1. | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 10.00 | 8.00 | 18.00 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| 2. | Stock Option | 0.00 | 0.00 | 0.00 |
| 3. | Sweat Equity | 0.00 | 0.00 | 0.00 |
| 4. | Commission - As % of Profit - Others, specify | 0.00 | 0.00 | 0.00 |
| 5. | Others, please specify Performance Bonus Yearly Bonus | 0.00 | 0.00 | 0.00 |
| | TOTAL (A) | 10.00 | 8.00 | 18.00 |
| | Ceiling as per the act | 95.51 | 95.51 | 95.51 |

B. REMUNERATION TO OTHER DIRECTORS:

| Sl. No. | Particulars of Remuneration | Fee for attending board / committee meetings | Commission | Others, please specify | Total Amount |
|---------|--|--|------------|------------------------|--------------|
| 1 | Independent Directors | - | - | - | - |
| | Mr. Phoolkumar Saluja | Nil | Nil | Nil | Nil |
| | Mr. Chalapathi Satya Venkata Mogalapalli | Nil | Nil | Nil | Nil |
| | Mrs. Jagrutiben Joshi | Nil | Nil | Nil | Nil |



| | | | | | |
|----------|--------------------------------------|--------------|------------|------------|------------|
| | Total (1) | Nil | Nil | Nil | Nil |
| 2 | Other Non-Executive Directors | - | - | - | - |
| | Total (2) | Nil | Nil | Nil | Nil |
| | Total (B)=(1+2) | Nil | Nil | Nil | Nil |
| | Total Managerial Remuneration | Nil | Nil | Nil | Nil |
| | Overall Ceiling as Per the Act | N. A. | | | |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:
(FY. 2017-18)**

| Sr.No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount (Rs. In lacs) |
|--------|---|---|--|----------------------------|
| | | Mr. Gaurav Nawab, Chief Financial Officer* | Mr. Sahul Jotaniya, Company Secretary** | |
| 1. | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0.1 | 0.52 | 0.62 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| 2. | Stock Option | 0.00 | 0.00 | 0.00 |
| 3. | Sweat Equity | 0.00 | 0.00 | 0.00 |



| | | | | |
|----|---|------------|-------------|-------------|
| 4. | Commission - As % of Profit - Others, specify | 0.00 | 0.00 | 0.00 |
| 5. | Others, please specify Performance Bonus Yearly Bonus | 0.00 | 0.00 | 0.00 |
| | TOTAL (A) | 0.1 | 0.52 | 0.62 |

* Mr. Gaurab B. Nawab was appointed as Chief Financial Officer of the Company w.e.f. 19-03-2018.

** Mr. Sahul N. Jotaniya was appointed as Company Secretary of the Company w.e.f. 01-02-2018.

VI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

| Type | Section of the Companies act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | | | NIL | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors | | | | | |
| Penalty | | | NIL | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other Officers in Default | | | | | |
| Penalty | | | NIL | | |
| Punishment | | | NIL | | |
| Compounding | | | NIL | | |

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 25th August, 2018

Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)

ANNEXURE D
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1), 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and

Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(Rs. In Lacs)

| Sr. No. | Name of Directors / KMPs and Designation | Remuneration for F.Y. 2017-18 | % increase / (decrease) in Remuneration in the F.Y. 2017-18 | Ratio of remuneration of each Director/KMP to median remuneration of employees |
|---------|---|-------------------------------|---|--|
| 1 | Piyushkumar B. Thumar, Managing Director | 10.00 | 0.00 | 10.42 |
| 2 | Dwarkadas B. Thumar, Whole Time Director | 8.00 | 0.00 | 8.33 |
| 3 | Chalpathi Satya Venkata Mogalapalli, Director | 0.00 | 0.00 | N.A. |
| 4 | Phool Kumar Saluja, Director | 0.00 | 0.00 | N.A. |
| 5 | Jagrutiben Rameshbhai Joshi, Director | 0.00 | 0.00 | N.A. |
| 6 | Gaurav B Nawab, C.F.O. | 0.10 | 0.00 | N.A. |
| 7 | Sahul N. Jotaniya, CS | 0.52 | 0.00 | N.A. |



Note:

1. Salary paid to Mr. Piyushkumar B. Thumar, Managing Director of the Company is w.e.f. 01.12.2017
2. Salary paid to Mr. Dwarkadas B. Thumar, Whole Time Director of the Company is w.e.f. 01.12.2017
3. Mr. Chalapathi Satya Venkata Mogalapalli, Director of the Company was appointed w.e.f. 30.01.2018 (No sitting fees was paid during the F.Y. 2017-18)
4. Mr. Phool Kumar Saluja, Director of the Company was appointed w.e.f. 30.01.2018 (No sitting fees was paid during the F.Y. 2017-18)

5. Mrs. Jagrutiben R. Joshi, Director of the Company was appointed w.e.f. 05.01.2018 (No sitting fees was paid during the F.Y. 2017-18)
6. Salary paid to Mr. Gaurav Babulal Nawab, Chief Financial Officer of the Company is w.e.f. 19.03.2018
7. Salary paid to Mr. Sahul Natavarbhai Jotaniya, Company Secretary of the Company is w.e.f. 01.02.2018

Directors' remuneration details mentioned in serial no.3 to 5 are only for sitting fees paid towards Board Meetings and Committee Meetings.

| | | |
|----|--|---|
| 1) | Increase in the median remuneration of employees compare to previous f.y 2016-17 | 330.57% |
| 2) | No. of permanent employees on the rolls of Company as on March 31, 2018 | 15 |
| 3) | Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 430.57 % whereas there is increase in the managerial remuneration for the same financial year was 100%. The increase has to be based on economic factor mainly on account of inflation, performance rise, availability of the required talent, the status of the relevant industry etc. |
| 4) | Affirmation that the remuneration is as | It is hereby affirmed that the |



| | | |
|--|--|--|
| | per the Remuneration Policy of the Company | remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. |
|--|--|--|

Note - 2:

Sub-clause (v), (vi), (vii), (ix), (x) and (xi) of Rule 5(1): Omitted by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 dated 30th June, 2016.

Note - 3:

Rules 5(2) and 5(3): The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual

Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the registered office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any Member interested in obtaining such information may obtain it by writing to the Company Secretary of the Company.

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: 25th August, 2018

Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)



ANNEXURE E

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company upholds the standards of governance and is compliant with the Corporate Governance provisions as stipulated under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in both letter and spirit. The Company's philosophy on Corporate Governance strives to achieve optimum performance at all levels by adhering to good Corporate Governance practices by Fair and transparent business practices, Effective management control, Adequate representation of Promoters and Independent Directors on the Board, Compliance of various laws. Further, it has been strengthened through the Model Code of Conduct for the Directors / Designated Employees of the Company for prevention of Insider Trading and it has also been amended from time to time in line with the amended Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations in this regard.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India ("SEBI") in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

1) BOARD OF DIRECTORS

The business of the Company is conducted under the directions of the Board. The Chairman and Managing Director and Whole Time Directors look into the day-to-day business affairs of the Company. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference. The Executive Directors/Senior Managerial Personnel assist the Chairman and Managing Director and the Senior Managerial Personnel/Functional Heads assist the Executive Directors in overseeing the functional matters of the Company.

Composition of board of directors

The Board of Directors of your Company consists of balanced mix of Executive and Non-Executive Directors which meets the requirement of the Corporate Governance as stipulated under Regulation 17 of SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015. Your Company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Professionals and also from Business Executives and through their valuable experience.

The Executive Chairman heads the Board of Directors. There are five members in the Board of the Directors of the Company including Executive Directors, Non-Executive Directors, Independent directors and a Woman Director. There is no institutional nominee on the Board.

The composition of Board as on 31st March, 2018 is as follows:

| Category | Name of Director | Designation | No. of Committee/ Membership in which he/she is a Member or Chairperson | No. of Equity Shares held as on 31st March, 2018 |
|---------------------------|--|--|---|--|
| Promoter Executive | Mr. Piyushkumar B.Thumar | Chairman & Managing Director (Executive Director) | 2 | 1,45,13,000 |
| | Mr. Dwarkadas B.Thumar | Whole- Time Director (Executive Director) | 0 | 22,500 |
| Independent Non-Executive | Mr. Phool Kumar Saluja | Non-executive & Independent Director | 3 | Nil |
| | Mr. Chalapathi Satya Venkata Mogalapalli | Non-executive & Independent Director | 3 | Nil |
| | Mrs. Jagutiben R.joshi | Woman Director (Additional & Non-executive Director) | 1 | Nil |



Notes:

1. Mr. Piyushkumar B. Thumar and Mr. Dwarkadas B. Thumar are brothers and related to each other.
2. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more

than five Committees (as specified in Regulation 26 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

Directors' Attendance Records for the financial year ended on 31st March, 2018:

| Sr. No. | Name of Director(s) | No of Board Meetings held During the period when Director was on the Board | No of Board Meetings attended | Presence at the last A.G.M. |
|---------|--|--|-------------------------------|-----------------------------|
| 1 | Mr. Piyushkumar B. Thumar | 14 | 14 | Yes |
| 2 | Mr. Dwarkadas B. Thumar | 10 | 10 | No |
| 3 | Mr. Phool Kumar Saluja | 10 | 04 | No |
| 4 | Mr. Chalapathi Satya Venkata Mogalapalli | 10 | 04 | No |
| 5 | Mrs. Jagutiben R. Joshi | 10 | 10 | No |

During the Financial Year 2017-18, Fourteen Board Meetings were held on 1st day of June, 2017, 4th day of August, 2017, 2nd day of September, 2017, 5th day of January, 2018, 1st day of February, 2018, 2nd day of February, 2018, 10th day of February, 2018, 13th day of February, 2018, 14th day of February, 2018, 15th day of February, 2018, 13th day of March, 2018, 19th day of March, 2018, 26th day of March, 2018 and 27th day of March, 2018. The maximum interval between any two meetings did not exceed 120 days.

Familiarization Programme for Independent Directors:

An appointment letter is issued to a newly appointed Independent Director containing the terms of appointment, duties and responsibilities. A newly appointed Independent Director is taken through a formal familiarization program including the corporate presentations, corporate film, details about the products of the Company, the user market, raw material suppliers, key



risks, strengths of the Company, etc. The Company periodically arranges presentation on new developments in the law by outside experts, on their roles, rights and responsibilities towards the Company.

Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013 ('the Act') and any other provisions, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was

carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Board Meetings, Board Committee Meetings and Procedures:

In terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under the Companies Act, 2013, the Board meets at least once in a quarter with a gap between two meetings not exceeding one hundred and twenty days. Additional meetings of the Board are held whenever deemed necessary to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation in Board Meeting as well as Committee Meetings. The meetings are usually held at the Company's offices.

The Agenda and the papers for consideration at the Board and Committee Meetings are circulated to the Directors in advance. Adequate information is circulated as part of the Board and Committee Agenda papers and is made available at the Board and Committee Meetings to enable the Members of the Board and Committees to take vital decisions. Senior Executives are invited to attend the Board and Committee Meetings as and when required. The Company is also providing video conferencing facility to a Director on his/her request in advance.



The information as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) is being made available to the Shareholders.

The Company ensures compliance of various statutory requirements by all its business divisions and obtains quarterly reports in the form of certificates from the heads of the business divisions and functional heads. These certificates are placed before the Board and/or a Committee on quarterly basis.

Other provisions as to Board and Committees were complied with during the year under review.

COMMITTEES OF THE BOARD

There are three Committees constituted as per Companies Act, 2013. They are:

➤ Composition of Audit Committee

| Sr. No. | Name | Designation | Position in Committee |
|---------|--|-------------------------------|-----------------------|
| 1. | Mr. Phool Kumar Saluja | Non-Executive and Independent | Chairperson |
| 2. | Mr. Chalapathi Satya Venkata Mogalapalli | Non-Executive and Independent | Member |
| 3. | Mr. Piyushkumar Babubhai Thumar | Executive and Non-Independent | Member |

The Company Secretary acts as the Secretary of the Committee

- 1) Audit Committee
- 2) Nomination & Remuneration Committee
- 3) Shareholders Relationship Committee

The Board of directors of the company has constituted various committees of the members of the board. The terms of reference of these committees have determined by the board from time to time.

1. AUDIT COMMITTEE

Composition:

The composition, procedure, role/function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

➤ Committee Constitution

Audit Committee was constituted on 2nd day of February, 2018.



➤ **Following are the functions performed by the Audit Committee:**

- Overseeing the company's financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory & internal auditors, fixing audit fees and approving payments for any other service;
- Reviewing with management the annual financial statements before submission to the Board;
- Reviewing with the management half yearly/Annual and other financial statements before submission to the Board for approval;
- Reviewing with the management the performance of statutory and internal auditors, the adequacy of internal control systems and recommending improvements to the management;
- Reviewing the adequacy of internal audit function;
- Discussing with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of the internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the statutory auditors before the audit commences on the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern;
- Reviewing reports furnished by statutory & internal auditors and ensuring follow-up thereon;
- The Committee also reviews the Management Discussion and Analysis of the financial condition and results of operations, statements of significant related party transactions and any other matter which may be a part of its terms of reference or



referred to by the Board of Directors.

- All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.

➤ **Powers**

The Audit Committee has the following Powers:

- To investigate any activity within its terms of reference.
- To seek any information from any employee.
- To obtain outside legal and professional advice.

- To secure attendance of outsiders with relevant expertise, if it considers it necessary.

2. NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration policy is being formulated in compliance with section 178 of the Companies Act, 2013 read along with applicable rules and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

➤ **Committee Constitution**

Nomination and Remuneration Committee was constituted on 2nd day of February, 2018.

➤ **Composition of Nomination and Remuneration Committee**

| Sr. No. | Name | Designation | Position in Committee |
|---------|--|-------------------------------|-----------------------|
| 1. | Mr. Phool Kumar Saluja | Non-Executive and Independent | Chairperson |
| 2. | Mr. Chalapathi Satya Venkata Mogalapalli | Non-Executive and Independent | Member |
| 3. | Mrs. Jagrutiben Rameshbhai Joshi | Non-Executive and Independent | Member |

The Company Secretary acts as the Secretary of the Committee.

➤ **Definitions:**

- **“Remuneration”** means any money or its equivalent given or passed to any person for services

rendered by him and includes perquisites as defined under the Income-tax Act, 1961;



- **“Key Managerial Personnel”** means:

1. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
2. Chief Financial Officer;
3. Company Secretary; and
4. such other officer as may be prescribed.

- **“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

➤ **Objective of Nomination and Remuneration committee:**

The objective of the policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate

directors of the quality required to run the company successfully;

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

➤ **Following are the functions performed by the Nomination and Remuneration committee:**

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.



- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The Remuneration Policy of Key Managerial Personnel and other employee are as under:

i) Fixed pay:

- a) Basic salary
- b) Allowances
- c) Perquisites
- d) Retirement benefits

ii) Variable pay (applicable to Executive Directors)

Factors for determining and changing fixed pay:

- i) Existing compensation
- ii) Educational Qualifications
- iii) Experience
- iv) Salary structure for the position
- v) Performance
- vi) Compensation ruling in the Market in similar industries for similar positions

Factors for determining variable pay:

- i) Company performance
- ii) Individual's performance

➤ **Details of Remuneration to Directors during the Year 2017-18**

Remuneration paid during the Financial Year 2017-18 are:

Directors:

| Name of Director | Designation | Yearly Remuneration (Rs. In lacs) |
|---------------------------------|---|-----------------------------------|
| Mr. Piyushkumar Babubhai Thumar | Chairman & Managing Director (Executive Director) | Rs. 10.00 |



| | | |
|-------------------------------|--|----------|
| Mr. Dwarkadas Babubhai Thumar | Whole- Time Director (Executive Director) | Rs. 8.00 |
|-------------------------------|--|----------|

1. Mr. Dwarkadas Babubhai Thumar, Whole Time Director of the Company was appointed w.e.f. 25.01.2018

Other Key – Managerial Personnel:

| Name of Key Person | Designation | Yearly Remuneration (Rs. In lacs) |
|--------------------|-------------------------|-----------------------------------|
| Mr. Gaurav Nawab | Chief financial officer | Rs. 0.1 |
| Mr. Sahul Jotaniya | Company Secretary | Rs. 0.52 |

1. Mr. Gaurav Babulal Nawab, Chief Financial Officer of the Company was appointed w.e.f. 19.03.2018
2. Mr. Sahul Natavarbhai Jotaniya, Company Secretary of the Company was appointed w.e.f. 01.02.2018

2013 as well as SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. This committee was been constituted to resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of dividend, bonus, etc.

3. SHAREHOLDERS RELATIONSHIP COMMITTEE

The composition, procedure, role/function of the committee complies with the requirements of the Companies Act,

➤ Committee Constitution

Shareholders Grievance and Stakeholders Relationship Committee was constituted on 2nd day of February, 2018.

➤ Composition of Shareholders Grievance and Stakeholders Relationship Committee

| Sr. No. | Name | Designation | Position in Committee |
|---------|------------------------|-------------------------------|-----------------------|
| 1. | Mr. Phool Kumar Saluja | Non-Executive and Independent | Chairperson |
| 2. | Mr. Chalapathi | Non-Executive and | Member |



| | | | |
|----|---------------------------------|-------------------------------|--------|
| | Satya Venkata Mogalapalli | Independent | |
| 3. | Mr. Piyushkumar Babubhai Thumar | Executive and Non-Independent | Member |

The Company Secretary acts as the Secretary of the Committee.

➤ **Following are the functions performed by the Shareholders Grievance and Stakeholders Relationship Committee:**

- To allot equity shares of the Company,
- Efficient transfer of shares; including review of cases for refusal of transfer/ transmission of shares and debentures;
- Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends etc;
- Issue of duplicate / split / consolidated share certificates;
- Allotment and listing of shares;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;

- And to otherwise ensure proper and timely attendance and Redressal of investor queries and grievances.

➤ **Complaints**

In the year 2017-18, no complaints have been received by the Company.

MEANS OF COMMUNICATION

Financials, Shareholding Pattern, Notices and other information is regularly been updated on the website of the Company i.e. www.brightsolar.in and also on the NSE Emerge SME website i.e. www.connect2nse.com(NEAPS)

Shareholders who are eligible to receive Notice of Annual General Meeting and Annual report is been provided with the same through electronic means (E-mail) and those whose E-mail is not registered are been provided physical copy.



ANNUAL GENERAL MEETINGS HELD TILL DATE:

Till date, total seven Annual General Meetings have been held as mentioned below:

| Sr.No | Annual General Meeting (A.G.M.) | Financial Year | Date of AGM |
|--------------|--|-----------------------|---|
| 1 | 1 st Annual General Meeting | 2010-2011 | 30 th Day of September, 2011 |
| 2 | 2 nd Annual General Meeting | 2011-2012 | 29 th Day of September, 2012 |
| 3 | 3 rd Annual General Meeting | 2012-2013 | 30 th Day of September, 2013 |
| 4 | 4 th Annual General Meeting | 2013-2014 | 30 th Day of July, 2014 |
| 5 | 5 th Annual General Meeting | 2014-2015 | 30 th Day of September, 2015 |
| 6 | 6 th Annual General Meeting | 2015-2016 | 30 th Day of September, 2016 |
| 7 | 7 th Annual General Meeting | 2016-2017 | 29 th Day of September, 2017 |

DISCLOSURES

There were no instances of non-compliances or penalty imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets, during the last years and till date.

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The

estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.

GENERAL SHAREHOLDER INFORMATION:➤ **ANNUAL GENERAL MEETING**

The ensuing Annual General Meeting ("the AGM") of the company will be held on Friday, 28th day of September, 2018 at



10:30 am, at Hotel Pragati, Near Zydus Hospital, Hebatpur Road, S. G. Highway, Thaltej, Ahmedabad, Gujarat 380059.

➤ **TENTATIVE FINANCIAL CALENDAR**

The Financial year of the company is for period of 12 months from 1st April, 2017 to 31st March, 2018.

➤ **LISTING ON STOCK EXCHANGE**

The Company got listed on National Stock Exchange of India (NSE) Emerge- SME platform, w.e.f. 9th day of July, 2018. The listing fees of Stock Exchange have been paid. **Symbol:** BRIGHT

MARKET PRICE DATA

The Company got listed on National Stock Exchange of India (NSE) Emerge- SME platform, w.e.f. 9th day of July, 2018. The Price as on listing date and Month end date is mentioned below:

| Date | NSE EMERGE Platform | |
|-------------|----------------------|-------|
| | BRIGHT SOLAR LIMITED | |
| | HIGH | LOW |
| 23-Jul-2018 | 48.00 | 43.90 |
| 24-Jul-2018 | 50.60 | 46.00 |
| 30-Jul-2018 | 60.85 | 58.75 |
| 07-Aug-2018 | 55.50 | 48.45 |
| 10-Aug-2018 | 49.50 | 48.00 |

List of Shareholders as on 31st day of March, 2018:

| Sr. No. | Name of share holder | As on 31 st March ,2018 | |
|--|---------------------------------|------------------------------------|---------------------------|
| | | No. of equity shares | As a % of Issued Capital* |
| Promoter | | | |
| 1 | Mr. Piyushkumar Babubhai Thumar | 14513000 | 96.75 |
| Total - A | | 14513000 | 96.75 |
| Promoter's Group | | | |
| 2 | Mr. Dwarkadas Babubhai Thumar | 22500 | 0.15 |
| Total - B | | 22500 | 0.15 |
| Total Promoter and Promoter Group (A+B) | | 14535500 | 96.90 |
| Public - Pre IPO | | | |



| | | | |
|----------------------------|------------------------------------|----------------|---------------|
| 3 | Mr. Pradip ManubhaiRibadiya | 15000 | 0.10 |
| 4 | Mr. Vipul RavjibhaiSuhagiya | 22500 | 0.15 |
| 5 | Mr. RiteshHarishbhai Parikh | 22500 | 0.15 |
| 6 | Mr. Balamurugan Muthusamy Pillai | 22500 | 0.15 |
| 7 | Mr. Siddabathula Subhash Chandra | 22500 | 0.15 |
| 8 | Ms. Sonia Bhuteria | 36500 | 0.24 |
| 9 | Ms. Anju J Bothra | 111000 | 0.74 |
| 10 | Mr. Mahesh Kumar Kewalani | 50000 | 0.33 |
| 11 | Mr. Rakesh Bhuteria | 14000 | 0.09 |
| 12 | Mr. Sudarshan R Golecha | 31000 | 0.21 |
| 13 | Mr. Satishbhai JadavbhaiRupavatiya | 40000 | 0.27 |
| 14 | Mr. AshwinkumarManilal Patel | 3000 | 0.02 |
| 15 | Mr. Rasiklal Patel | 3000 | 0.02 |
| 16 | Mr. Deepak Bansilal Jain | 15000 | 0.10 |
| 17 | Mr. Sanjay BadrilalPungliya | 56000 | 0.37 |
| Total-C | | 464500 | 3.10 |
| Grand Total (A+B+C) | | 1500000 | 100.00 |

REGISTERED OFFICE:

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

REGISTRAR AND TRANSFER AGENTS:

**A77I F5H9G97I F H9G5B8 F9, GF M
DF J 5H9 LIMITED**

SEBI Registration Number:
INR000004173

Address: Accurate Securities and Registry
Private Limited,

23, Sarthik Complex, Nr. Fun Republic, Iscon
Cross Road, Satellite, Ahmedabad – 380 015

Tel No.: 9033009602

Email Id: accuratesecuritiesrta@gmail.com

Investors Grievance Id:

accuratesecuritiesrta@gmail.com

Contact Person: Mr. Dixit Parikh

CIN: U74900GJ2013PTC077829



INVESTORS / SHAREHOLDERS CORRESPONDENCE:

Investors / Shareholders may Correspondence with the company at the Registered office of the company at C-103, Titanium Square, Nr. Thaltej Cross Road, S.G Highway, Thaltej, Ahmedabad- 380059, Gujarat, India.

Contact info.: 079 48926868, 9265950773

E-mail Id- compliance@brightsolar.co.in

Web: www.brightsolar.in

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: 25thAugust, 2018

Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)



AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
BRIGHT SOLAR LIMITED

We have examined the compliance of conditions on Corporate Governance of **Bright Solar Limited**, for the financial year ended 31st March, 2018, as per SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the Procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

As required by the guidance note issued by the institute of chartered Accountants of India, we state that there were no investors grievances pending against the company for a period exceeding one month as at 31st March, 2018 as per the records maintained by the company.

For, Chirag R. Shah & Associates
Chartered Accountants

Place: Ahmedabad
Date: 25th August, 2018

Chirag R. Shah
(Proprietor)
Membership No. 106139
Firm Registration No. 118791W



ANNEXURE F MANAGEMENT DISCUSSIONS AND ANALYSIS

Industry Structure And Outlook

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (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

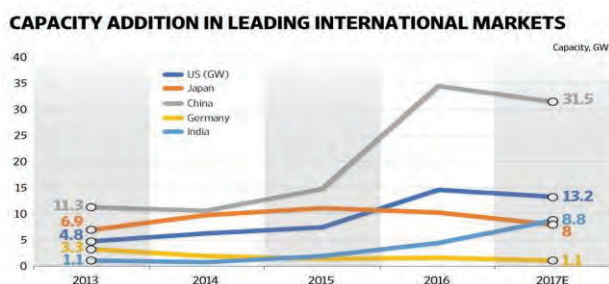


December 22, 2017, according to data from the RBI.

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 high-bid 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

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

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.

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.

three years and is now worth approximately 89GW 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 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)

Segment Wise or Product Wise Performance

(Rs. In Lakhs)

| Particulars | 2017-18 | 2016-17 |
|--|----------------|----------------|
| Assembling and EPC of Solar Water Pumping Systems | 3532.91 | 1500.29 |
| Sale of Services – Installation of Systems and Consulting of Project Tendering | 425.02 | 302.46 |
| Total | 3957.93 | 1802.75 |

Statement of Turnover (Geographic Location Wise)

(Rs. In Lakhs)

| Particulars | 2017-18 | 2016-17 |
|--|----------------|----------------|
| (i)Assembling and EPC of Solar Water Pumping Systems | | |
| Bihar | 640.11 | 1299.37 |
| Gujarat | 2892.80 | 200.92 |
| Total of (i) | 3532.91 | 1500.29 |
| (ii)Sale of Services – Installation of Systems | 425.02 | 302.46 |



| | | |
|-------------------------------------|----------------|----------------|
| and Consulting of Project Tendering | | |
| Total of (ii) | 425.02 | 302.46 |
| Total (i+ii) | 3957.93 | 1802.75 |

FINANCIAL PERFORMANCE

During the year under review, the Company has achieved turnover of Rs. 3957.93 Lacs compared to the previous of Rs.1802.75 Lacs. The total income in the F.Y. 2017-18 was Rs.3987.21 Lacs, increased by 120 % compared to the total income of the previous year, while the profit after tax for the year was Rs.620.31Lacs, also increased by 262 % compared to the previous year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT EMPLOYEE DATA

The total employee strength of the Company as of 31.03.2018 was 15. Given the nature of the operations, a significant portion of the said employee strength comprises of drivers, cleaners and other unskilled employees. Your

management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

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

I, Piyushkumar B.Thumar(DIN: 02785269), Chairman and Managing Director of **BRIGHT SOLAR LIMITED**, declare that all the BoardMembers and Senior Management Personnel have complied with the Code of Conduct applicable to them for the financial year ended March 31, 2018.

Place: Ahmedabad
Date: 25thAugust, 2018

Piyushkumar Babubhai Thumar
Managing Director
(DIN:02785269)



CEO/CFO CERTIFICATION

**To,
The Board of Directors
BRIGHT SOLAR LIMITED**

Certificate by Chief Executive Officer/ Chief Financial Officer under Corporate Governance pursuant to Regulation 33(1)(e) and Schedule IV of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.

I, Piyushkumar Babubhai Thumar, the Managing Director (DIN:02785269) of the Company and I, Gaurav Nawab, the Chief Financial Officer (CFO) of the Company do here by certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2018 and that to the best of their knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
- These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the auditors and the Audit committee:

- Significant changes in internal control over financial reporting during the year;
- Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Ahmedabad
Date: 25th August, 2018

Gaurav Nawab
Chief Financial Officer
(PAN: AAPPN6803M)

Piyushkumar Babubhai Thumar
Managing Director
(DIN: 02785269)



INDEPENDENT AUDITOR'S REPORT

To,
The Members
BRIGHT SOLAR LIMITED,

Report on the Financial Statements

We have audited the accompanying financial statements of BRIGHT SOLAR LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

provide a basis for our audit opinion on the financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018 and its loss and its cash flows for the year ended on that date.

Our opinion is not modified in respect of these matters.

Report on other Legal and Regulatory Requirements

1 As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of written representations received from the directors as on 31 March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 and to our best of our information and according to the explanations given to us :

(i) The Company does not have any pending litigations as on the balance sheet date which would impact its financial position.

(ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR Chirag R. Shah & Associates
[Firm Registration No. 118791W]
Chartered Accountants

Place: AHMEDABAD
Date: 25/08/2018

CHIRAG R. SHAH
Proprietor
Mem. No. 106139



Annexure referred to in paragraph 7 of Our Report of even date to the members of BRIGHT SOLAR LIMITED on the accounts of the company for the year ended 31st March, 2018.

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 reasonable 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. As explained to us, the nature 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.
- 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 explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable except Income-tax and goods and service tax, with the appropriate authorities in India;
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has availed of 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 information and explanations given by the management, the managerial



remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act,2013.

- 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 taken loan from Piyushkumar B.Thumar who is director

of the company, amounting to Rs.2,02,49,006/-.

- 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. 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.

**For, Chirag R. Shah & Associates
Chartered Accountants**

**(Chirag R. Shah)
Proprietor**

**Membership No. 106139
Firm Registration No. 118791W**

**Place: Ahmedabad
Date:**



Annexure - B

to the Independent Auditors' Report of even date on the standalone Financial Statements of BRIGHT SOLAR LIMITED Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BRIGHT SOLAR LIMITED** ("the Company") as of 31 March 2018 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 Companies Act, 2013.

Auditors' Responsibility

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

Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that



(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and 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 authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR Chirag R. Shah & Associates
[Firm Registration No. 118791W]
Chartered Accountants

Place: AHMEDABAD
Date: 25/08/2018

CHIRAG R. SHAH
Proprietor
Mem. No. 106139



BALANCE SHEET

| PARTICULARS | Note No | As at 31st March | As at 31st March |
|---|----------------|--------------------|--------------------|
| | | 2018 | 2017 |
| | | Amount in ₹ | Amount in ₹ |
| EQUITY AND LIABILITIES | | | |
| I. Shareholders' Funds | | | |
| (a) Share Capital | 1 | 150,000,000 | 15,000,000 |
| (b) Reserves & Surplus | 2 | 13,899,272 | 86,917,481 |
| | (A) | 163,899,272 | 101,917,481 |
| II. Non Current Liabilities | | | |
| (a) Long Term Borrowings | 3 | 14,095,512 | 6,728,872 |
| | (B) | 14,095,512 | 6,728,872 |
| III. Current Liabilities | | | |
| (a) Short Term Borrowings | 4 | 0 | 20,004,052 |
| (b) Trade Payables | 5 | 93,621,312 | 115,034,454 |
| (c) Other Current Liabilities | 6 | 800,716 | 63,032,797 |
| (d) Short Term Provisions | 7 | 25,287,044 | 19,652,245 |
| | (C) | 119,709,071 | 217,723,548 |
| Total | (A+B+C) | 297,703,856 | 326,369,901 |
| ASSETS | | | |
| I. Non Current Assets | | | |
| (a) Fixed Assets | | | |
| i) Tangible Assets | 8 | 3,902,113 | 1,502,400 |
| ii) Capital Work in Progress | | | |
| | (D) | 3,902,113 | 1,502,400 |
| (b) Deferred Tax Assets (Net) | 9 | 237,536 | 286,597 |
| (c) Long Term Deposits and Advances | 10 | 90,693,492 | 30,362,264 |
| (d) Other Non Current Assets | 11 | 14,871,391 | 4,069,165 |
| | (E) | 105,802,418 | 34,718,026 |
| II. Current Assets | | | |
| (a) Inventories | 12 | 33,155,480 | 0 |
| (b) Trade Receivables | 13 | 130,921,722 | 148,372,019 |
| (c) Cash and Bank Balances | 14 | 16,789,663 | 28,184,863 |
| (d) Short-Term Loans and Advances | 15 | 7,019,400 | 113,592,593 |
| (e) Other Current Assets | 16 | 113,060 | 0 |
| | (F) | 187,999,325 | 290,149,475 |
| Total | (D+E+F) | 297,703,856 | 326,369,901 |
| Contingent liabilities and commitments | 25 | 10,566,121 | 0 |
| See accompanying notes to Financial Statements | 26 | | |

As per our report of even date

FOR, CHIRAG R. SHAH & ASSOCIATES

Chartered Accountants
Firm Registration No.: 118791W

(Chirag R. Shah)
Proprietor
Membership No.: 106139

Gaurav Nawab
Chief Financial Officer

Sahul N. Jotaniya
Company Secretary

FOR AND ON BEHALF OF THE BOARD

Piyushkumar Babubhai Thumar
Chariman and Managing Director
DIN: 02785269

Dwarkadas Thumar
Whole Time Director
DIN: 08038990

Place: Ahmedabad

Date: 25th August, 2018

STATEMENT OF PROFIT AND LOSS

| PARTICULARS | Note No | For the year ended | For the year ended |
|---|---------|--------------------|--------------------|
| | | 31st March 2018 | 31st March 2017 |
| | | Amount in ₹ | Amount in ₹ |
| I Revenue From Operation | 17 | 395,793,245 | 180,275,035 |
| II Other Income | 18 | 2,927,961 | 1,024,502 |
| III Total Revenue | | 398,721,206 | 181,299,537 |
| IV Expenditure | | | |
| (a) Cost Of Goods | 19 | 292,309,166 | 141,966,340 |
| (b) Employee Benefit Expenses | 20 | 3,990,498 | 435,000 |
| (c) Finance Cost | 21 | 3,470,152 | 5,282,013 |
| (d) Depreciation and Amortisation Expenses | 22 | 1,054,313 | 563,226 |
| (e) Other Expenses | 23 | 2,487,034 | 7,491,538 |
| V Total Expenditure | | 303,311,163 | 155,738,118 |
| VI Profit / (Loss) before exceptional and extraordinary items and tax | | 95,410,043 | 25,561,419 |
| VII Extraordinary items | | | |
| VIII Profit / (Loss) on sale of fixed assets | | 103,054 | 0 |
| IX Profit / (Loss) before tax | | 95,513,097 | 25,561,419 |
| X Tax Expense: | | | |
| (a) Tax Expense for Current Year | | 26,192,319 | 8,500,000 |
| (b) Short/(Excess) Provision of Earlier Year | | 7,267,266 | 0 |
| (c) Deferred Tax | 9 | 22,656 | -45,686 |
| X Net Current Tax | | 33,482,241 | 8,454,314 |
| XII Profit/(Loss) for the Year | | 62,030,856 | 17,107,105 |
| XIII Earning Per Share (Face Value ₹10/- per share) | | | |
| Basic | 24 | 4.14 | 1.14 |
| Diluted | 24 | 4.14 | 1.14 |
| See accompanying notes to Financial Statements | 26 | | |

As per our report of even date

FOR, CHIRAG R. SHAH & ASSOCIATES

Chartered Accountants

(Chirag R. Shah)
Proprietor
Membership No.: 106139
Firm Registration No.: 118791W

Place: Ahmedabad
Date: 25th August, 2018

Gaurav Nawab
Chief Financial Officer

Sahul N. Jotaniya
Company Secretary

FOR AND ON BEHALF OF THE BOARD

Piyushkumar Babubhai Thumar
Chariman and Managing Director
DIN: 02785269

Dwarkadas Thumar
Whole Time Director
DIN: 08038990



CASH FLOW STATEMENT

| PARTICULARS | As at 31st March 2018 | As at 31st March 2018 |
|--|-----------------------|-----------------------|
| | Amount in ₹ | Amount in ₹ |
| A CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit before Tax | 95,513,097 | 25,561,419 |
| Add: | | |
| (a) Depreciation | 362,223 | 563,226 |
| (b) Miscellaneous Expenses (Amortized) | 692,090 | - |
| (c) Financial & Interest Expenses | 3,470,152 | 5,282,013 |
| | 4,524,464 | 5,845,239 |
| Deduct: | | |
| (a) Interest income | 1,586,473 | 1,020,437 |
| (b) Profit on Sale of Fixed Assets | 103,054 | - |
| | 1,689,527 | 1,020,437 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 98,348,034 | 30,386,221 |
| Add/Deduct: | | |
| (a) Increase/Decrease in Short Term Provisions | 68,457 | 62,833 |
| (b) Increase/Decrease in Trade Payables | (21,413,142) | 29,330,618 |
| (c) Increase/Decrease in Current Liabilities | (60,732,081) | 61,532,797 |
| (d) Increase/Decrease in Inventories | (33,155,480) | 8,347,182 |
| (e) Increase/Decrease in Trade Receivables | 17,450,297 | (99,756,055) |
| (f) Increase/Decrease in Short Term Loans & Advances | 102,846,854 | 2,459,505 |
| (g) Increase/Decrease in Current Assets | (113,060) | 1,035,125 |
| (h) Increase/Decrease in Non-Current Asset | (11,494,316) | (2,785,420) |
| (i) Increase/Decrease in Long Term Loans and Advances | (60,331,228) | (20,808,272) |
| (j) Increase/Decrease in Long Term Bank Deposits | (2,578,881) | 5,917,000 |
| (k) Increase/Decrease in Short Term Borrowing | (20,004,052) | (277,331) |
| Total Working Capital Adjustment | (89,456,631) | (14,942,018) |
| CASH GENERATED FROM OPERATIONS | 8,891,403 | 15,444,203 |
| Deduct: | | |
| Direct Taxes paid (net) | (23,889,652) | (3,000,000) |
| NET CASH FROM OPERATING ACTIVITIES | (14,998,249) | 12,444,203 |
| B CASH FLOW FROM INVESTING ACTIVITIES: | | |
| (a) Sale of Fixed Asset | 577,560 | - |
| (b) Purchase of Fixed Assets & CWIP | (3,236,442) | - |
| NET CASH USED IN INVESTING ACTIVITIES | (2,658,882) | |
| C CASH FLOW FROM FINANCING ACTIVITIES: | | |
| (a) Interest income | 1,586,473 | 1,020,437 |
| (b) Increase in Borrowings | 7,366,640 | (1,548,204) |
| (c) Interest exps | (3,470,152) | (5,282,013) |
| (d) Dividend and Dividend Distribution Tax Paid | (1,799,912) | (1,805,365) |
| NET CASH USED IN FINANCING ACTIVITIES | 3,683,050 | (7,615,145) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | (13,974,081) | 4,829,058 |
| OPENING BALANCE- CASH AND CASH EQUIVALENT | 19,638,863 | 14,809,805 |
| CLOSING BALANCE- CASH AND CASH EQUIVALENT | 5,664,782 | 19,638,863 |

As per our report of even date

FOR, CHIRAG R. SHAH & ASSOCIATES

Chartered Accountants
Firm Registration No.: 118791W

(Chirag R. Shah)
Proprietor
Membership No.: 106139

Place: Ahmedabad
Date: 25th August, 2018

FOR AND ON BEHALF OF THE BOARD

Gaurav Nawab
Chief Financial Officer

Sahul N. Jotaniya
Company Secretary

Piyushkumar Babubhai Thumar
Chariman and Managing Director
DIN: 02785269

Dwarkadas Thumar
Whole Time Director
DIN: 08038990

Notes Forming Part of Balance Sheet

| | Amount in ₹ | |
|--|-----------------------|-----------------------|
| | As at 31st March 2018 | As at 31st March 2017 |
| | (₹) | (₹) |
| Share Capital | | |
| <u>Authorised</u> | | |
| 2,20,00,000 Equity Shares of ₹10/- each (P.Y 20,00,000 Equity Shares of ₹10/- each) | 2,200,000,000 | 20,000,000 |
| | 2,200,000,000 | 20,000,000 |
| <u>Issued, Subscribed And Paid Up</u> | | |
| 15,00,000 Equity Shares of ₹10/- each | 15,000,000 | 15,000,000 |
| Add: 1,35,00,000 Bonus Shares Issued 1,50,00,000 Equity shares of ₹ 10/- each (P.Y 15,00,000 Equity shares of ₹ 10/- each) | 135,000,000 | - |
| | 150,000,000 | 15,000,000 |

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 2018 | As at 31st March 2017 |
|---|-----------------------|-----------------------|
| Number of Shares at the beginning of the year | 1,500,000 | 1,500,000 |
| Add: Bonus Shares Issued | 13,500,000 | - |
| Number of Shares at the end of the year | 15,000,000 | 1,500,000 |

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

| Name Of Shareholder | As at 31.03.2018 | | As at 31.03.2017 | |
|---------------------------------|--------------------|---------------|--------------------|---------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mr. Piyushkumar Babubhai Thumar | 14,513,000 | 96.75% | 1,498,500 | 99.90% |
| | 14,513,000 | 96.75% | 1,498,500 | 99.90% |

D) Out of the Total Fully Paid 1,50,00,000 Equity Shares 1,35,00,000 Equity Shares of ₹10/- were allotted as Fully paid bonus shares during the Financial Year 2017-18

| | As at 31.03.2018 | | As at 31.03.2017 | |
|---|-------------------|-------------------|------------------|-----|
| | (₹) | (₹) | (₹) | (₹) |
| Reserves & Surplus | | | | |
| A) Securities Premium | 38,040,000 | 38,040,000 | | |
| Less: Bonus Shares issued during the year | 38,040,000 | - | | |
| | - | 38,040,000 | | |
| B) Surplus | | | | |
| Opening Balance | 48,877,481 | 33,570,288 | | |
| Add: Net Profit for the current year | 62,030,856 | 17,107,105 | | |
| Less: Appropriations | 49,065 | 1,799,912 | | |
| Less: Bonus Shares issued during the year | 96,960,000 | - | | |
| Closing Balance | 13,899,272 | 48,877,481 | | |
| | 13,899,272 | 86,917,481 | | |



Note 3
Long Term Borrowings
Unsecured Loans
(I) From Related Parties ('Promoters' and 'Promoter Group Companies')

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------|-------------------------|-------------------------|
| From Directors | 11,590,012 | 5,513,080 |
| (II) From Others | | |
| RBL Bank Loan | - | 968,566 |
| Religare Finserve Loan | - | 247,226 |
| Bajaj Finserve | 2,505,500 | - |
| | 14,095,512 | 6,728,872 |

i) RBL Loan was fully repaid during the year

ii) Religare Finserve Loan was fully repaid during the year

iii) Bajaj Finserve Loan was taken during the year carrying 18% rate of interest. In the initial tenure of 48 months no principal amount of the loan is required to be repaid, therefore the total loan amount is classified as Long term borrowing.

Note 4
Short Term Borrowings

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|--------------------|-------------------------|-------------------------|
| City Union Bank CC | (0) | 20,004,052 |
| | (0) | 20,004,052 |

Note 5
Trade Payables

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------------|-------------------------|-------------------------|
| Sundry Creditors For Expenses | 553,504 | - |
| Sundry Creditors For Goods | 93,067,808 | 115,034,454 |
| | 93,621,312 | 115,034,454 |

Note 6
Other Current Liabilities

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-----------------------|-------------------------|-------------------------|
| Accounting Charges | 78,500 | 71,000 |
| Advances From Debtors | - | 61,383,422 |
| Audit Fees | 62,550 | - |
| Dealers Deposit | - | 75,000 |
| Salaries and Wages | 564,926 | - |
| Statutory Dues | 94,740 | - |
| Unpaid Dividend | - | 1,503,375 |
| | 800,716 | 63,032,797 |

Note 7
Short Term Provisions

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|---------------------------------------|-------------------------|-------------------------|
| Provision For Expenses | 59,840 | - |
| Provision For Income Tax (Net of TDS) | 25,066,254 | 19,200,000 |
| TDS Payable | 160,950 | 105,000 |
| Unpaid Dividend Distribution Tax | - | 299,912 |
| Vat Payable | - | 47,333 |
| | 25,287,044 | 19,652,245 |



| Note 8 | | | Fixed Assets | | | | | | | | | |
|---------|------------------------|--------|-----------------------|-----------|------------|-----------------|-----------------|--------------|-------------|-----------------|-----------------|-----------------|
| Sr. No. | Particulars | Rate % | GROSS BLOCK (At cost) | | | DEPRECIATION | | | | NET BLOCK | | |
| | | | As at 1-Apr-17 | Additions | Deductions | As at 31-Mar-18 | Up to 31-Mar-17 | For the year | Adjustments | Up to 31-Mar-18 | As at 31-Mar-18 | As at 31-Mar-17 |
| 1 | Air Cooler | 25.89% | 9,090 | - | 9,090 | - | 3,845 | 1,138 | -4,983 | - | - | 5,245 |
| 2 | Black Berry Mobile | 45.07% | 31,250 | - | 31,250 | - | 27,594 | 1,381 | -28,975 | - | - | 3,656 |
| 3 | Bolero Car - Mahindra | 31.23% | 849,636 | - | 849,636 | - | 621,326 | 60,753 | -682,079 | - | - | 228,310 |
| 4 | Canon Still Camera | 45.07% | 14,535 | - | 14,535 | - | 12,447 | 789 | -13,236 | - | - | 2,088 |
| 5 | Computer | 63.16% | 194,103 | 53,385 | - | 247,488 | 185,281 | 9,357 | - | 194,638 | 52,850 | 8,822 |
| 6 | CRM Software | 39.30% | 15,000 | - | 15,000 | - | 9,337 | 1,866 | -11,203 | - | - | 5,663 |
| 7 | Cycle Avon | 25.89% | 11,000 | - | 11,000 | - | 6,570 | 962 | -7,532 | - | - | 4,430 |
| 8 | Die & Punch Cutting | 18.10% | 10,910 | - | 10,910 | - | 4,841 | - | -4,841 | - | - | 6,069 |
| 9 | Duster Car | 31.23% | 1,289,587 | - | 1,289,587 | - | 987,284 | 79,149 | -1,066,433 | - | - | 302,303 |
| 10 | Factory Machinery | 18.10% | 1,297,570 | - | - | 1,297,570 | 646,876 | 117,776 | - | 764,652 | 532,918 | 650,694 |
| 11 | Fan - Usha Wall Fan | 45.07% | 1,800 | - | 1,800 | - | 1,540 | - | -1,540 | - | - | 260 |
| 12 | Furniture | 25.89% | 354,595 | - | - | 354,595 | 214,885 | 36,171 | - | 251,056 | 103,539 | 139,710 |
| 13 | Internet Dongle | 63.16% | 2,499 | - | 2,499 | - | 2,099 | - | -2,099 | - | - | 400 |
| 14 | Kindle | 45.07% | - | 5,778 | - | 5,778 | - | 485 | - | 485 | 5,293 | - |
| 15 | Landline Telephone | 45.07% | 2,000 | - | 2,000 | - | 1,502 | - | -1,502 | - | - | 498 |
| 16 | LG Smart LED | 45.07% | 63,000 | - | - | 63,000 | 49,883 | 5,912 | - | 55,795 | 7,205 | 13,117 |
| 17 | Micromax Mobile | 45.07% | 3,450 | - | 3,450 | - | 3,051 | - | -3,051 | - | - | 399 |
| 18 | Micromax Q55 Mobile | 45.07% | 4,750 | - | 4,750 | - | 4,255 | - | -4,255 | - | - | 495 |
| 19 | Micromax x-45 | 45.07% | 3,200 | - | 3,200 | - | 2,686 | - | -2,686 | - | - | 514 |
| 20 | Mobile | 45.07% | 13,602 | - | 13,602 | - | 11,646 | 739 | -12,385 | - | - | 1,956 |
| 21 | Nokia C2 Mobile | 45.07% | 2,800 | - | 2,800 | - | 2,489 | - | -2,489 | - | - | 311 |
| 22 | Printer | 63.16% | 28,550 | - | - | 28,550 | 27,381 | 738 | - | 28,119 | 431 | 1,169 |
| 23 | R.O. Machine | 45.07% | 27,026 | - | - | 27,026 | 20,891 | 2,765 | - | 23,656 | 3,370 | 6,135 |
| 24 | Room Heater | 45.07% | 1,953 | - | 1,953 | - | 1,641 | - | -1,641 | - | - | 312 |
| 25 | Samsung Galaxy Camera | 45.07% | 28,450 | - | 28,450 | - | 24,502 | 1,492 | -25,994 | - | - | 3,948 |
| 26 | Samsung Galaxy Edge 6 | 45.07% | 62,498 | - | - | 62,498 | 42,203 | 9,147 | - | 51,350 | 11,148 | 20,295 |
| 27 | Samsung Galaxy Grand | 45.07% | 19,000 | - | 19,000 | - | 16,155 | 1,075 | -17,230 | - | - | 2,845 |
| 28 | Samsung Galaxy Note 5 | 45.07% | 49,000 | - | 49,000 | - | 24,139 | 9,394 | -33,533 | - | - | 24,861 |
| 29 | Samsung Galaxy Pro | 45.07% | 5,990 | - | 5,990 | - | 4,752 | 468 | -5,220 | - | - | 1,238 |
| 30 | Samsung Galaxy Tab | 45.07% | 27,550 | - | 27,550 | - | 24,638 | 1,100 | -25,738 | - | - | 2,912 |
| 31 | Samsung J5 | 45.07% | 14,500 | - | 14,500 | - | 8,134 | 2,405 | -10,539 | - | - | 6,366 |
| 32 | Samsung Note 800 | 45.07% | 33,700 | - | 33,700 | - | 29,023 | 1,767 | -30,790 | - | - | 4,677 |
| 33 | Samsung S4 Mobile | 45.07% | 24,850 | - | 24,850 | - | 21,072 | 1,428 | -22,500 | - | - | 3,778 |
| 34 | Service Software | 63.16% | 1,122 | - | 1,122 | - | 995 | - | -995 | - | - | 127 |
| 35 | Software FSL | 63.16% | 17,236 | - | 17,236 | - | 15,888 | 714 | -16,602 | - | - | 1,348 |
| 36 | Suzuki Access | 25.89% | 59,786 | - | 59,786 | - | 40,146 | 4,263 | -44,409 | - | - | 19,640 |
| 37 | Suzuki Access - New | 25.89% | 57,817 | - | 57,817 | - | 34,517 | 5,057 | -39,574 | - | - | 23,300 |
| 38 | Tally ERP 9 Software | 63.16% | 51,300 | 12,744 | - | 64,044 | 49,753 | 3,932 | - | 53,685 | 10,359 | 1,547 |
| 39 | Tester | 25.89% | 3,780 | - | 3,780 | - | 2,082 | - | -2,082 | - | - | 1,698 |
| 40 | Water Testing Meter | 25.89% | 2,940 | - | 2,940 | - | 1,676 | - | -1,676 | - | - | 1,264 |
| 41 | Project office- Amreli | 4.87% | - | 3,175,000 | - | 3,175,000 | - | - | - | - | 3,175,000 | - |
| | Total : | | 4,691,425 | 3,246,907 | 2,612,783 | 5,325,549 | 3,189,025 | 362,223 | -2,127,812 | 1,423,436 | 3,902,113 | 1,502,400 |



Note 9
Deferred Tax Assets

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|--|-------------------------|-------------------------|
| Opening Balance | 286,597 | 240,911 |
| -For the year | (22,656) | 45,686 |
| -Adjustment as per Restated Financial Statements | (26,405) | - |
| Closing Balance | 237,536 | 286,597 |

Note 10
Long Term Deposits and Advances

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------|-------------------------|-------------------------|
| Security Deposit | 17,301,492 | 6,159,264 |
| EMD | 8,078,000 | 203,000 |
| Office Building Deposit | 214,000 | - |
| Project Advances | 65,100,000 | 24,000,000 |
| | 90,693,492 | 30,362,264 |

Note 11
Other Non Current Assets

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------------------|-------------------------|-------------------------|
| Balance with Government Authorities | 10,701,183 | 4,069,165 |
| Deferred Revenue Expenditure | 2,768,360 | - |
| Other Non Current Assets | 1,401,848 | - |
| | 14,871,391 | 4,069,165 |

Note 12
Inventories
Finished Goods

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|----------------|-------------------------|-------------------------|
| Stock-In-Trade | 33,155,480 | - |
| | 33,155,480 | - |

Note 13
Trade Receivables

(Unsecured And Considered Good)

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|--|-------------------------|-------------------------|
| - Outstanding for a period exceeding 6 months | 121,559,362 | 108,126,105 |
| - Outstanding for a period of less than 6 months | 9,362,360 | 40,245,914 |
| | 130,921,722 | 148,372,019 |

Note 14
Cash And Bank Balances
Balance With Banks

| | As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|---|-------------------------|-------------------------|
| -State Bank of India | 4,270,229 | 21,003,419 |
| -Indian Bank | 14,642 | 152,642 |
| -Vijaya Bank | - | 1,015,004 |
| -ICICI Bank | - | 5,788 |
| -City Union Bank | - | 2,002 |
| -ICICI Bank | (844,364) | - |
| -Vijaya Bank | 208,823 | (4,630,564) |
| Cash in Hand | 2,015,451 | 2,090,572 |
| Cash and Cash Equivalents (As per AS- 3) | 5,664,782 | 19,638,863 |
| Bank Deposits (With more than twelve months maturity)* | 11,124,881 | 8,546,000 |
| | 16,789,663 | 28,184,863 |

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



Note 15

Short Term Loan & Advances

(Considered Good unless otherwise stated)

Loans And Advances
Advances to Creditors

| As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------|-------------------------|
| - | 13,029,409 |
| 7,019,400 | 100,563,184 |
| 7,019,400 | 113,592,593 |

Note 16

Other Current Assets

Prepaid Insurance Expenses

| As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------|-------------------------|
| 113,060 | - |
| 113,060 | - |

Note 25

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

| As at 31.03.2018 (₹) | As at 31.03.2017 (₹) |
|-------------------------|-------------------------|
| - | - |
| 10,566,121 | - |
| 10,566,121 | - |



Note 17

Revenue From Operations

| | |
|------------------------------------|--|
| Solar water Pump Sales | |
| Consulting and Installation Income | |

| As at 31.03.2018 | As at 31.03.2017 |
|--------------------|--------------------|
| (₹) | (₹) |
| 353,291,516 | 150,029,035 |
| 42,501,729 | 30,246,000 |
| 395,793,245 | 180,275,035 |

Note 18

Other Income

| | |
|-----------------|--|
| FD Interest | |
| Interest Income | |
| Other Income | |

| As at 31.03.2018 | As at 31.03.2017 |
|------------------|------------------|
| (₹) | (₹) |
| 837,473 | 645,437 |
| 749,000 | 375,000 |
| 1,341,488 | 4,065 |
| 2,927,961 | 1,024,502 |

Note 19

Cost of Goods Sold

| | |
|----------------------------|--|
| Opening Stock | |
| Add: Import Duty | |
| Add: Import Purchases | |
| Add: Other Direct Expenses | |
| Add: Purchases | |
| Less: Closing Stock | |

| As at 31.03.2018 | As at 31.03.2017 |
|--------------------|--------------------|
| (₹) | (₹) |
| - | 8,347,182 |
| - | 178,269 |
| 1,440,012 | - |
| 41,682 | - |
| 323,982,952 | 133,440,890 |
| 33,155,480 | - |
| 292,309,166 | 141,966,340 |

Note 20

Employee Benefits Expenses

| | |
|-------------------------|--|
| Director's Remuneration | |
| ESIC Expenses | |
| PF Expenses | |
| Salaries and Wages | |
| Staff Welfare Expenses | |

| As at 31.03.2018 | As at 31.03.2017 |
|------------------|------------------|
| (₹) | (₹) |
| 1,800,000 | - |
| 72,964 | - |
| 14,388 | - |
| 1,912,409 | 435,000 |
| 190,737 | - |
| 3,990,498 | 435,000 |

Note 21

Finance Costs

| | |
|---------------------------------|--|
| Bank Charges | |
| Interest Expense | |
| Interest on Late Payment of Tax | |

| As at 31.03.2018 | As at 31.03.2017 |
|------------------|------------------|
| (₹) | (₹) |
| 236,510 | 852,018 |
| 3,099,188 | 4,425,429 |
| 134,454 | 4,566 |
| 3,470,152 | 5,282,013 |

Note 22

Depreciation And Amortization Expense

| | |
|------------------------------|--|
| Depreciation | |
| Deferred Revenue Expenditure | |

| As at 31.03.2018 | As at 31.03.2017 |
|------------------|------------------|
| (₹) | (₹) |
| 362,223 | 563,226 |
| 692,090 | - |
| 1,054,313 | 563,226 |

Note 23

Other Expenses

| | |
|---------------------------------|--|
| Accounting Charges | |
| Advertisement Exp. | |
| Audit Expenses (As Auditor) | |
| Bad Debts | |
| Certification Charges | |
| Computer Repair and Maintenance | |
| Consultancy Charges | |
| Conveyance | |
| CST Exp. | |
| Electricity Exp. | |
| GST Late Filing Fees | |
| Insurance premium | |
| Internet Charges | |
| Kasar Vata | |
| Labour Exp. | |
| Late Filing Fees | |
| Legal Expenses | |
| Misc Expenses | |
| Office Expense | |
| Other Exp. | |
| Petrol Exp. | |
| Postage & Courier Expenses | |
| Professional Fees | |
| Professional Tax Expenses | |
| Rent | |

| As at 31.03.2018 | As at 31.03.2017 |
|------------------|------------------|
| (₹) | (₹) |
| 70,000 | 175,000 |
| 15,239 | 43,639 |
| 234,500 | - |
| - | 2,656,000 |
| 39,500 | - |
| 15,775 | - |
| 15,580 | 1,491,750 |
| - | 5,806 |
| 54,593 | - |
| 26,254 | 142,266 |
| 1,222 | - |
| 66,626 | 103,901 |
| 4,518 | - |
| (973) | 161,285 |
| - | 482,039 |
| 5,200 | - |
| 5,062 | - |
| 8,950 | - |
| 295,245 | 11,996 |
| - | 33,041 |
| 66,895 | 22,750 |
| 6,833 | 3,754 |
| 50,000 | - |
| 83,940 | - |
| 454,400 | 752,000 |



| | | |
|--------------------------------|------------------|------------------|
| Repair & Maintenance Exp. | 75,817 | 37,898 |
| ROC Exp. | 17,950 | - |
| Royalty Exp. | - | 32,680 |
| Service Tax Exp. | - | 24,951 |
| Software Exp. | 22,000 | - |
| Stationery Exp. | 59,562 | - |
| Telephone Exp. | 26,325 | 39,455 |
| Tender Fees | 27,240 | 285,000 |
| Testing Exp. | - | 18,850 |
| Transportation Exp. | 160 | 53,560 |
| Travelling Exp. | 685,322 | 910,667 |
| Vehicle Repair and Maintenance | 25,719 | 3,250 |
| Website Exp. | 27,580 | - |
| | <u>2,487,034</u> | <u>7,491,538</u> |

Note 24

Earning Per Share

Basic

| | As at 31.03.2018 | As at 31.03.2017 |
|--|------------------|------------------|
| | (₹) | (₹) |
| Net Profit attributable to equity shareholders | 62,030,856 | 17,107,105 |
| The weighted average number of Equity Shares for Basic Earnings Per Share (Nos.) | 15,000,000 | 15,000,000 |
| Par Value Per Share (in ₹) | 10 | 10 |
| Basic Earnings Per Share (in ₹) | 4.14 | 1.14 |

Diluted

| | | |
|--|------------|------------|
| Net Profit attributable to equity shareholders | 62,030,856 | 17,107,105 |
| The weighted average number of Equity Shares for Diluted Earnings Per Share (Nos.) | 15,000,000 | 15,000,000 |
| Par Value Per Share (in ₹) | 10 | 10 |
| Diluted Earnings Per Share (in ₹) | 4.14 | 1.14 |



BRIGHT SOLAR LIMITED
C-103, TITANIUM SQUARE, THALTEJ CROSS ROAD
S.G HIGHWAY, THALTEJ, AHMEDABAD
CIN: U51109GJ2010PLC060377

Note No.: 26

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 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, 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.

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 5 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 assets 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. Purchases are generally made on F.O.B basis.

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.

The company has during the year created deferred tax liability of Rs.49,061/- due to timing difference arising on account of restatement of financial statements as well as depreciation which in current year is higher under Income Tax act compared to books of accounts.

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. Bonus Issue

During the current year the company has issued 1,35,00,000 bonus shares in the ratio of 9:1 (i.e. Allotted Nine Bonus shares for every one Equity share held) by capitalizing Securities Premium and Credit balance of Profit and Loss A/c including part of current year's profit.

p. Related Party Disclosure

Disclosure as required by Accounting Standard-18 (AS-18) - "Related Party Disclosures" are as follows

Nature of Relationship

Other related party
Other related party
Other related party
Director
Director
Director's Relavite

Name of Parties

Sarasiya Solar Limited
Bright Solar Inverter Private limited
Pump Boy
Piyushkumar Babubhai Thumar
Dwarkadas Thumar
Hitesh Thumar



KMP
KMPSahul Natavarbhai Jotaniya
Gaurav Nawab

Details of Transactions with related parties: -

| Name of Parties | Transaction Type | Amount (in Rs.) |
|---------------------------------------|-------------------------|------------------------|
| Sarasiya Solar Limited | Purchase | 82,225,500/- |
| Bright Solar Inverter Private limited | Purchase | 27,231,000/- |
| Piyushkumar Babubhai Thumar | Remuneration | 10,00,000/- |
| Dwarkadas Thumar | Remuneration | 8,00,000/- |
| Hitesh Thumar | Salary | 4,00,000/- |
| Sahul Natavarbhai Jotaniya | Salary | 52,000/- |
| Gaurav Nawab | Salary | 10,400/- |

The Company has received Rs. 10,09,63,829/- from Pump Boy (Other related party) in relation to amount outstanding during the year.

paid up value of shares (i.e.) total dividend of ₹20.40 Lakhs. As on 31st March 2018 the company was in process of listing and therefore dividend has been proposed on the total share capital after the public issue which is ₹20.40 crore.

q. Dividend

For the year ended 31st March, 2018 the board recommends dividend of 1% of the

FOR, CHIRAG R. SHAH & ASSOCIATES

Chartered Accountants

(Chirag R. Shah)

Proprietor

Membership No.: 106139

Firm Registration No.: 118791W

Place: Ahmedabad**Date:** 25th August, 2018Gaurav Nawab
Chief Financial OfficerSahul N. Jotaniya
Company Secretary**FOR AND ON BEHALF OF THE BOARD**Piyushkumar Babubhai Thumar
Chariman and Managing Director
DIN: 02785269Dwarkadas Thumar
Whole Time Director
DIN: 08038990

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rule, 2014]

BRIGHT SOLAR LIMITED

CIN: U51109GJ2010PLC060377

Registered office: C-103, Titanium Square, Thaltej Cross Road, S.G Highway, Ahmedabad- 380059

| | | |
|------------------------|-----------------------|--|
| Name of the Member(s): | Email Id: | |
| Registered Address: | Folio No / Client ID: | |
| | DP ID: | |

I/We , being the member(s) of _____ shares of the BrightSolar Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and who signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 08th Annual General Meeting of the Company, to be held on September 28, 2018 at 10:30 A.M at Hotel Pragati, Near Zydus Hospital, Hebatpur Road, S. G. Highway, Thaltej, Ahmedabad, Gujarat 380059 and at any adjournment thereof in respect of such resolution as are indicated below:

| Resolutions | For | Against |
|---|-----|---------|
| 1) Consider and Adopt Audited Financial Statements for the financial year ended on 31st March, 2018 and the reports of Board of Directors and Auditors thereon. | | |
| 2) To Consider and approve Declaration of Dividend | | |
| 3) To appoint a Director in place of Mr. Dwarkadas Babubhai Thumar (DIN: 08038990), who retires by rotation. | | |
| 4) To Regularize the appointment of Mrs. Jagrutiben Joshi as an Independent Director of the company for the Period of Five years. | | |
| 5) Increase Borrowing limit of the Company under Section 180(1)(C) of Companies Act, 2013 | | |
| 6) Approval on Material Related Party Transaction | | |


| | | |
|-------------------------------------|----------------------------------|---------------------------------|
| Signed this _____ day of _____ 2018 | Signature of Shareholder | Affix Revenue Stamp |
| Signature of First Proxy Holder | Signature of Second Proxy Holder | Signature of third Proxy holder |



Notes:

1. This of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a correct sign in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner he / she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the member and proxy attend the meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.






We are constantly seeking opportunities to develop India's solar energy and water management sectors. Our Dream is to lead India on to the path of Sustainable Development.



CONTACT

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