Quarterly Compliance Report on Corporate Governance of Bright Brothers Ltd. for the QUARTER ENDED MARCH 31, 2014.

Scrip Code: 526731

Particulars	**Clause of Listing Agreement**	**Compliance Status Yes/No**	**Remarks**
I. Board of Directors	49 I		
A) Composition of Board	49(IA)	Yes	
B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
C)Other provisions as to Board and Committees	49(IC)	Yes	
D) Code of Conduct	49(ID)	Yes	
II. Audit Committee	49(II)		
A) Qualified & Independent Audit Committee	49(IIA)	Yes	
B) Meeting of Audit Committee	49(IIB)	Yes	
C) Powers of Audit Committee	49(IIC)	Yes	
D) Role of Audit Committee	49(IID)	Yes	
E) Review of Information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49(III)	N.A.	
IV. Disclosures	49(IV)		
A) Basis of related party transactions	49(IV A)	Yes	
B) Disclosure of Accounting Treatment	49(IV B)	Yes	
C) Board of Disclosures	49 (IV C)	Yes	
D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	

E) Remuneration of Directors	49(IV E)	Yes	
F) Management	49(IV F)	Yes	
G) Shareholders	49(IVG)	Yes	
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

For BRIGHT BROTHERS LTD.

Tushar Naik
CFO & Company Secretary

Date: April 3, 2014
Place: Mumbai