

**Form No. MGT-12****Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Bright Brothers Limited

Registered office: 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai – 400011.

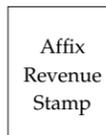
CIN: L25209MH1946PLC005056.

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the Company to be held on the 13th August, 2019 at 11.30 a.m. at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai- 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 including the Audited Balance Sheet and Cash Flow Statement as at that date and the statement of Profit and Loss for the year ended 31st March, 2019 together with the Report of the Board of Directors and the Auditor's Report thereon.		
2.	To declare a dividend on Equity shares for the financial year 2018-19.		
3.	To re-appoint Smt. Hira Bhojwani, who retires by rotaion, and being eligible, offers herself for re-appointment.		
4.	To approve payment of remuneration to Cost Auditors for the financial year 2019-20.		
5.	To approve re-appointment of Mr. K. P. Rao as Independent Director for a period of five years.		
6.	To approve re-appointment of Dr. T. S. Sethurathnam as an Independent Director for the period of five years.		
7.	To approve re-appointment of Mr. Byram Jeejeebhoy as an Independent Director for the period of five years.		
8.	To approve appointment of Smt. Hira Bhojwani as Non-Executive Non-Independent Director of the Company.		
9.	To approve appointment of Mrs. Devika Bhojwani as Whole-time Director of the Company.		
10.	To approve re-appointment of Mr. Karan Bhojwani, Vice President- Operations for a period of five years.		

Signed this _____ day of _____ 2019



Signature of Shareholder

Signature of Proxy holder(s)

Note: This form 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.

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

Item No.	Description of Resolution	No. of shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Resolution				
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31 st March, 2019 including the Audited Balance Sheet and Cash Flow Statement as at that date and the statement of Profit and Loss for the year ended 31 st March, 2019 together with the Report of the Board of Directors and the Auditor's Report thereon.			
2.	To declare a dividend on Equity shares for the financial year 2018-19.			
3.	To re-appoint Smt. Hira Bhojwani, who retires by rotaion, and being eligible, offers herself for re-appointment.			
Special Resolution				
4.	To approve payment of remuneration to Cost Auditors for the financial year 2019-20.			
5.	To approve re-appointment of Mr. K. P. Rao as Independent Director for a period of five years.			
6.	To approve re-appointment of Dr. T. S. Sethurathnam as an Independent Director for the period of five years.			
7.	To approve re-appointment of Mr. Byram Jeejeebhoy as an Independent Director for the period of five years.			
8.	To approve appointment of Smt. Hira Bhojwani as Non-Executive Non-Independent Director of the Company.			
9.	To approve appointment of Mrs. Devika Bhojwani as Whole-time Director of the Company.			
10.	To approve re-appointment of Mr. Karan Bhojwani, Vice President- Operations for a period of five years.			

Date : 13th August, 2019

Place : Mumbai

Signature of the Shareholder/ Authorized Representative

INSTRUCTIONS

Notes:

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post.
2. **A Member can opt for only one mode of voting i.e. either by post or through remote e-voting. If a Member casts votes by both modes then voting done through e-voting shall prevail and a physical ballot form of that Member shall be treated as invalid.**

The right of voting shall not be exercised by a Proxy.

3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Annual General Meeting.
4. The Scrutinizer will collate the votes downloaded from the e-voting system, votes received through post and voting by poll conducted at the meeting to declare the final result for each of the Resolutions forming part of the Notice of Annual General Meeting.

Process and manner for Members opting to vote by using the Physical Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Abhishek Prakash, Practicing Company Secretary, not later than the close of working hours (17.00 hours) on 12th August, 2019. Ballot Forms received after 12th August, 2019 will be strictly treated as if the reply from the Members has not been received.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Form for every Folio/Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided for the same.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 06th August, 2019 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
6. A Member may request for a duplicate Ballot Form, if required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No.1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of a Ballot Form shall be final.
9. Members are requested not to send any other paper in the envelop along with the Ballot Form as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
10. The results of the voting shall be declared after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website **www.brightbrothers.co.in** and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
11. Members may address any query to Company Secretary of the Company by sending the same to the Registered Office of the Company or by e-mail to invcom@brightbrothers.co.in.



BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

Registered Office : 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai - 400011.
• Tel.: 91 22 24905324 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

ATTENDANCE SLIP

72nd ANNUAL GENERAL MEETING, 13th August, 2019 At 11.30 a.m. at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai- 400020.

Folio No. :

DP ID No. :

Client ID No. :

No. of shares held :

I hereby accord my presence

Name and Address of the Member / the Proxy	Signature of the Member or the Proxy

1. Only Member/Proxyholder can attend the Meeting.
2. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Member/Proxy holder are requested to bring their copy of the Annual Report for reference at the Meeting.

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password



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PROXY FORM

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

Name of the Company : Bright Brothers Limited
 CIN : L25209MH1946PLC005056
 Registered office : 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai – 400011.
 Name of the member(s) : _____
 Registered address : _____

 E-mail Id : _____
 Folio No./Client Id : _____
 DP ID : _____

I/We, being the member(s) of the above named Company holding _____ shares, hereby appoint:

1. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____, or failing him
2. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____, or failing him
3. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____