

# 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

## NOTICE

Notice is hereby given that the 72nd Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Tuesday, 13th August, 2019 at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai- 400 020 at 11.30 a.m. to transact the following businesses:-

### ORDINARY BUSINESS:

**1. Adoption of Accounts**

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. Declaration of Dividend**

To declare a dividend on Equity shares for the financial year 2018-19.

**3. Re-appointment of Smt. Hira Bhojwani (DIN: 00032997), Director who is liable to retire by rotation**

To re-appoint Smt. Hira Bhojwani, Director of the Company who will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

**4. Payment of Remuneration to Cost Auditors for the financial year 2019-20.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,50,000/- plus tax as applicable and reimbursement of out of pocket expenses as recommended by Audit Committee, considered and approved by the Board of Directors of the Company and set out in the statement annexed to the Notice, to be paid to M/s. S. R. Singh and Co. as Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2020 be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**5. Re-appointment of Mr. K. P. Rao (DIN 00027577) as Independent Director for a period of five years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. K. P. Rao (DIN 00027577), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company and to whom remuneration shall be paid in the form of sitting fees for attending meetings and profit-related commission, if any, which was approved by the members at its Annual General Meeting held on 16th September, 2015."

**6. Re-appointment of Dr. T. S. Sethurathnam (DIN 00042704) as an Independent Director for the period of five years.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. T. S. Sethurathnam (DIN 00042704), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company and to whom remuneration shall be paid in the form of sitting fees for attending meetings and profit-related commission, if any, which was approved by the members at its Annual General Meeting held on 16th September, 2015.”

**7. Re-appointment of Mr. Byram Jeejeebhoy (DIN 00033204) as an Independent Director for the period of five years.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Byram Jeejeebhoy (DIN 00033204), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company and to whom remuneration shall be paid in the form of sitting fees for attending meetings and profit-related commission, if any, which was approved by the members at its Annual General Meeting held on 16th September, 2015.”

**8. Appointment of Smt. Hira Bhojwani (DIN 00032997) as Non-Executive Non-Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Hira Bhojwani (DIN 00032997), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-executive Director of the Company with effect from 1st April, 2019 for three years, who is liable to retire by rotation and to whom remuneration shall be paid in the form of sitting fees for attending meetings and profit-related commission, if any, which was approved by the members at its Annual General Meeting held on 16th September, 2015.”

**9. Appointment of Mrs. Devika Bhojwani (DIN 08355381) as Whole-time Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Mrs. Devika Bhojwani (DIN 08355381), who was appointed as an Additional Director w.e.f. 1st April, 2019 and who holds office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act & rules made thereunder (including any statutory modification or re-enactment thereof) and such other consents and approvals as may be required, Mrs. Devika Bhojwani be and is hereby appointed as a Whole Time Director for a period of 3 years with effect from 1st October, 2019 who shall be liable to retire by rotation on terms and conditions as contained in an agreement to be entered into between the Company and Mrs. Devika Bhojwani, with authority to the Board of Directors and the Nomination and Remuneration Committee, to alter and vary the terms and conditions as may be permissible under law in the best interest of the Company and on the terms as to remuneration and perquisites as set out in the explanatory statement.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profit in any financial year comprised in the period of appointment, the Company will pay to the Whole Time Director, remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**10. Re-appointment of Mr. Karan Bhojwani, Vice President- Operations for a period of five years:**

To consider and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2013 (including any statutory modifications(s) or re-enactments thereof for the time being in force), Mr. Karan Bhojwani, be and is hereby re-appointed as Vice President- Operations for a period of five years on the same remuneration which was approved by the members at its Annual General Meeting held on 10th August, 2017.”

**By Order of the Board of Directors,  
For BRIGHT BROTHERS LIMITED**

**Suresh Bhojwani**  
*Chairman & Managing Director*  
DIN: 00032966

*Place* : Mumbai  
*Date* : 21st May, 2019

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

## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTOR RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 72nd ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015]

<b>Particulars</b>	Mr. K. P. Rao	Dr. T. S. Sethurathnam	Mr. Byram Jeejeebhoy
<b>Designation</b>	Independent Director	Independent Director	Independent Director
<b>Date of Birth and age</b>	11th September, 1927, 92 years	11th April, 1929, 89 years	12th June, 1945, 74 years
<b>Date of Appointment</b>	28th August, 2014	28th August, 2014	28th August, 2014
<b>Qualifications</b>	B.Com.,F.C.A.	B.A., M.Com., LL.B., ACA, IA&AS (Retd)	B.A.(Econ) Hons LTCL (Lon) FRGS FRSA
<b>Experience in specific functional area</b>	In areas of Audit, Finance and Taxation, Management Consultancy in Business Restructuring.	Past Chairman of M.P. Electricity Board, BSES Ltd., Power Finance Corporation Ltd. and Arbitrator in the Power Sector.	Wide experience in Real Estate business and Property Development, Financial and Investment expertise.
<b>Number of equity shares held in the Company as on 31st March, 2019</b>	651	NIL	5,000
<b>List of Public Companies in which Directorships held as on 31.03.2019 (Excluding Private limited companies)</b>	NIL	Oil Country Tabular Limited	NIL
<b>Chairman/member of the Committees of the Board of the Companies in which he is a Director</b>	NIL	Chairperson of Audit Committee and Remuneration Committee of Oil Country Tabular Limited	NIL
<b>Board of the Companies in which he is a Director</b>	NIL	Oil Country Tabular Limited	<ul style="list-style-type: none"> <li>• Beeline Impex Private Limited</li> <li>• Benreeza Estates And Investments Private Limited</li> <li>• Drizzle Marketing Pvt Ltd</li> <li>• Aipita Marketing Private Limited</li> <li>• Palladian Hotels Private Limited</li> <li>• Imperial Cuisines &amp; Restaurants Private Limited</li> <li>• Byramjee Jeejeebhoy Private Limited</li> </ul>
<b>Remuneration Last Drawn *</b>	NIL	NIL	NIL
<b>Remuneration proposed to be paid *</b>	NIL	NIL	NIL
<b>Relationship with other Director/ Key Managerial Personnel</b>	No relationship with any other Director/ Key Managerial Personnel	No relationship with any other Director/ Key Managerial Personnel	No relationship with any other Director/ Key Managerial Personnel
<b>Number of meetings of the Board attended during the year</b>	4	4	1

\* Note: Only sitting fees and commission, if any, as decided by the Board of Directors is paid to Independent Director.

<b>Particulars</b>	Smt. Hira Bhojwani	Mrs. Devika Bhojwani
<b>Designation</b>	Non-executive Director (w.e.f. 1st April, 2019 subject to member's approval)	Additional Director (w.e.f. 1st April, 2019)
<b>Date of Birth and age</b>	3rd January, 1923, 96 years	18th April, 1953, 66 years
<b>Date of Appointment</b>	1st April, 1994	1st April, 2019
<b>Qualifications</b>	B. Sc. (Hons) from Government College, Lahore (Stood first in the University) and M. Sc. (Hons) from Government College, Lahore	Graduated from J. J. School of Arts with Distinction in Design
<b>Experience in specific functional area</b>	Wide Managerial Experience	An artist, an educationist and a businesswoman who has contributed immensely towards various art festivals and has also set up an NGO at Tata Memorial Hospital for creating cancer awareness. She has received many awards and honours.
<b>Number of equity shares held in the Company as on 31st March, 2019</b>	3,70,310	41,300
<b>List of Public Companies in which Directorships held as on 31.03.2019 (Excluding Private limited companies)</b>	NIL	NIL
<b>Chairman/member of the Committees of the Board of the Companies in which she is a Director</b>	NIL	NIL
<b>Terms and conditions of previous Appointment/ Re-appointment</b>	As per resolution passed by the shareholders at the Annual General Meeting held on 3rd August, 2016, Smt. Hira Bhojwani was re-appointed as a Whole-time Director for a period of three years.	As per resolution passed by the Board of Directors at its meeting held on 13th February, 2019, Mrs. Devika Bhojwani was appointed as an Additional Director w.e.f. 1st April, 2019 upto the date of ensuing Annual General Meeting.
<b>Remuneration Last Drawn</b>	Rs. 10.02 lakhs as on 31st March, 2019	NIL as on 31st March, 2019
<b>Remuneration proposed to be paid</b>	As per resolution at item no. 8 of the Notice covering Annual General Meeting on 13th August, 2019 read with explanatory statement thereto.	As per resolution at item no. 9 of the Notice covering Annual General Meeting on 13th August, 2019 read with explanatory statement thereto.
<b>Relationship with other Director/ Key Managerial Personnel</b>	Mother of Mr. Suresh Bhojwani and Mother-in-law of Mrs. Devika Bhojwani and not related to any other Director/ Key Managerial Personnel.	Spouse of Mr. Suresh Bhojwani and Daughter-in-law of Smt. Hira Bhojwani and not related to any other Director/ Key Managerial Personnel.
<b>Number of meetings of the Board attended during the year</b>	2	NIL

**NOTES:**

1. Updation of bank account details is mandatory for all members as per SEBI's circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018. These details will be printed on the dividend warrants issued to the members. Therefore, the members who have not updated their bank details are requested to provide original cancelled cheque bearing the member's name and account number pre-printed on the cheque or Bank passbook / statement duly attested by branch manager to Link Intime India Pvt. Ltd. (RTA) The members who are holding shares in their demat account are requested to approach their depository participants for updation of bank details. The members can also opt for receiving dividend directly to their bank account by submitting ECS Mandate letter to Link Intime India Pvt. Ltd.

2. **Members who are holding shares in physical form are requested to dematerialize the same to ensure safe and speedy transaction in securities.**
3. **Members are requested to register nomination in respect of their holdings in shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his/her nominee without having to go through the process of obtaining succession certificate/probate of the Will etc.**
4. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in Item Nos. 4 to 9 above, is annexed hereto.
5. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority letter as applicable.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 7th August, 2019 to 13th August, 2019 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
7. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared, at the Annual General Meeting will be dispatched/ remitted paid on or after 13th August, 2019 to those members:
  - (a) whose names appear as Beneficial Owners in the list of Beneficial Owners on 6th August, 2019 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and
  - (b) whose names appear as a member in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Transfer Agent on 6th August, 2019.
8. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
9. Members holding shares in physical form are requested to inform any change of address, updation of bank details etc. immediately to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited.
10. Pursuant to provisions of Section 124 of the Companies Act, 2013, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of the dividends paid by the Company and respective due dates for claim by the members:

Financial Year	Date of Declaration of Dividend	Date of transfer to unpaid Dividend Account	Last date for claim
2011-12	03/08/2012	07/09/2012	06/09/2019
2012-13	12/08/2013	18/09/2013	17/09/2020
2013-14	04/09/2014	10/10/2014	09/10/2021
2014-15	16/09/2015	23/10/2015	22/10/2022
2015-16	03/08/2016	09/09/2016	08/09/2023
2016-17	10/08/2017	16/09/2017	15/09/2024
2017-18	22/09/2018	25/10/2018	24/10/2025

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2011-12, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Download → Investors" Section on the Website of the Company viz. [www.brightbrothers.co.in](http://www.brightbrothers.co.in).

**After the last date of claim, the company shall transfer the unpaid dividend to IEPF, including all benefits accruing on such shares, if any, and the same can be claimed only from the IEPF Authority by making a separate application to the IEPF Authority in Form IEPF-5 as prescribed under the Rules and the same is made available at IEPF website i.e. [www.iepf.gov.in](http://www.iepf.gov.in). In view of the above, the members are advised to send a written request for claiming unpaid dividend pertaining to the above years to Link Intime India Private Limited, Registrar and Transfer Agent (RTA) for issuance of Demand Draft in lieu thereof/ for crediting unpaid dividend directly in your bank account through NEFT.**

9. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
10. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants. For members who have not registered their email address, physical copies of the Annual report is being sent through the permitted mode.
11. **To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.**
12. Members may also note that the Annual Report for financial year 2018-19 is also available on the Company's website [www.brightbrothers.co.in](http://www.brightbrothers.co.in) for download. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
13. Members desirous of obtaining any information as concerning Accounts shall write to the Company Secretary at the Registered Office of the Company at least seven clear days in advance so that the information required can be made available at the meeting.
14. Pursuant to the provisions of Section 72 of Companies Act, 2013, facility for making nomination is available for individual members. Therefore, the shareholders holding shares in physical forms and willing to avail this facility may make nomination. However, in case of demat holding the shareholders should approach their respective depository participants for making nominations.
15. For Security reasons and for proper conduct of AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members/ Proxies are requested to bring their Attendance Slip in all respects and signed at the place provided there at and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.

**16. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 8th August, 2019 (9.00 am) and ends on 12th August (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 6th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - i. Login to E-voting: Type the following address in the address bar [www.evotingindia.com](http://www.evotingindia.com) and click Enter.
  - ii. Click on Shareholders / Members and enter the User id as provided in the notice of the company.
    - For CDSL: 16 digits beneficiary ID
    - NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - For Members holding shares in Physical Form - Folio Number registered with the Company). After entering the User ID, enter the characters displayed and click on Login
  - iii. Enter the following:
    - a. PAN and
    - b. Any one detail from the following values
      - Bank Account Number or
      - Date of Birth (DOB) / Date of Incorporation (DOI).

Kindly enter the details as available on the demat account / folio number provided, then click on Submit.
  - iv. Members holding shares in physical form will be taken directly to the Company selection screen. The system will require demat account holders to enter a password of their choice. Enter the desired password in the New Password and the Confirm the Password field and then click on Submit. Please note that you would have to type the same password in both the text boxes.
  - v. Shareholders who are holding shares in demat form and have logged in for an earlier instance of e-Voting and voted on [www.evotingindia.com](http://www.evotingindia.com) should use their existing password. Such shareholders who have already logged in earlier would be required to enter only the password after entering the user ID and characters displayed.

- vi. The list of eligible companies for which a shareholder is eligible to vote as on the day of login would be displayed. Click on the relevant Issuer Company's EVSN for which voting is required.
- vii. After clicking on the EVSN of the relevant Issuer Company screen would be displayed for the user to vote.
- viii. **To cast your vote:**
  - Read the Resolution Description carefully. The detailed description of the same is available under the "**Resolution file**" link.
  - The total number of securities as per the record date is already mentioned in the e-Voting system. Select the relevant options viz, Assent or Dissent for a resolution.
  - Shareholders having the option to enter the number of votes should enter the relevant number of votes in the text boxes provided.
  - Repeat the voting process for all the resolutions on which you intend to vote.
  - You can either vote on all the resolutions in one login or vote partially on certain resolutions.
  - Click on Submit.
- ix. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. After clicking on Confirm a dialog box would be displayed.
- x. After Clicking on OK a screen will be displayed.
- xi. The user also has an option to print the voting done or save it in soft copy by clicking on Click here to Print till the voting end period of that Company.
- xii. The user will be directed to the login home page where voting for the remaining companies can be done or the user can re-login later to cast vote on the remaining resolutions till the expiry of the voting period. The resolutions against which votes have already been recorded will not be available for voting but the already voted details will be displayed on the screen.
- xiii. The user can re-login after voting with the user id and password provided to them any number of times.
- xiv. Users not intending to vote can simply Logout.
- xv. Demat Account Holders have the option to change their password to a password of their choice by clicking on Change Password button.
- xvi. Enter the existing password and desired password in the New Password and the Confirm Password field and click on Submit. Click on OK and re-login with the revised password.
- xvii. Demat Account Holders have the option to reset their password if the same has been forgotten in order to login to the e-Voting system and vote on resolutions proposed by their company. The Forgot Password would enable demat shareholders to login.
- xviii. Click on Shareholders and enter the User ID and the Characters Displayed and click on Forgot Password.  
After clicking on Forgot Password, enter the following:
  1. PAN and
  2. any one detail from the following:
    - a. **Email id:** An email containing the new password would be sent to email address provided for the respective member id.
    - b. **Mobile No:** An message containing the new password would be sent to mobile number provided for the respective member id.

- c. **Bank Account Number or DOB or DOI:** The user would be able to self generate a new the password on the screen.

**Please note if any of the details viz, Email id or Mobile No. has not been provided in the information uploaded by the Company / RTA then user would be unable to enter details in those respective fields.**

After entering the details click on Submit.

- xix. Click on OK you will be directed to the change password screen as shown below. Enter the New Password of your choice and confirm the same.
- xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. Additional instructions to be followed for corporate shareholders:
- Type the following address in the address bar [www.evotingindia.com](http://www.evotingindia.com) and click Enter.
  - Click on Registration and the screen would be displayed.
  - Put a tick in the box named Corporate Shareholders and fill in all the details. Click on Submit.
  - Click on Continue and print the page which is displayed.
  - Go towards the bottom of the page and click on Print or View as PDF. Print the document and affix the sign and stamp on the form. The scanned image of the document should then be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - Please note that once the registration has been confirmed by CDSL, the same registration has to be used for any future voting of any company and re-registration does not have to be done.**
- xxii. The detailed instructions for e-voting are provided by CDSL on its website at the following link <https://www.evotingindia.com/Help.jsp>. Members are requested to refer the same.
- xxiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csabhishekprakash@gmail.com](mailto:csabhishekprakash@gmail.com).
- xxiv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th August, 2019.
- xxv. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xxvi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- xxvii. Mr. Abhishek Prakash, Practising Company Secretary (C.P.No. 13269 ) has been appointed as the Scrutinizer for providing facility to the members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxviii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- xxix. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxx. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
16. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing the representative to attend and vote on their behalf at the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agent.
18. All documents referred to in the accompanying Notice, the Explanatory Statement and Annual Report shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays up to the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors,  
For BRIGHT BROTHERS LIMITED**

**Suresh Bhojwani**  
*Chairman & Managing Director*  
DIN: 00032966

*Place* : Mumbai  
*Date* : 21st May, 2019.

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

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

The Company is directed, under Section 148 of Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company at its meeting held on 21st May, 2019 has, on the recommendation of the Audit Committee, approved the appointment of M/s. S. R. Singh and Co. as the Cost Auditors of the Company to conduct Cost Audits for the year ending 31st March, 2020 at a remuneration of Rs. 1,50,000 lakhs p.a. plus tax and out of pocket expenses.

M/s. S. R. Singh and Co. has furnished a certificate regarding its eligibility for appointment as Cost Auditors of the Company. M/s. S.R.Singh & Co. has vast experience in the field of cost audit.

The Board commends the remuneration of Rs. 1,50,000 lakhs plus tax and out-of-pocket expenses to M/s. S.R. Singh & Co. as the Cost Auditors and the approval of the members is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

### Item no. 5, 6 and 7

Mr. K. P. Rao (DIN 00027577), Dr. T. S. Sethurathnam (DIN 00042704) and Mr. Byram Jeejeebhoy (DIN 00033204), were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. K. P. Rao, Dr. T. S. Sethurathnam and Mr. Byram Jeejeebhoy as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors, considers that, given their background and experience and contributions made by them during their tenure, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company as per the provisions of Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Mr. K. P. Rao, Dr. T. S. Sethurathnam and Mr. Byram Jeejeebhoy are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing their candidature for the office of Independent Directors of the Company.

The Company has also received:

- i. consent in writing to act as an Independent Directors for a further period of 5 years;
- ii. intimation that they are not disqualified under section 164(2) of the Companies Act, 2013;

- iii. declarations from them that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations;
- iv. a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

In the opinion of the Board, Mr. K. P. Rao, Dr. T. S. Sethurathnam and Mr. Byram Jeejeebhoy fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and they are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 5, 6 and 7, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. K. P. Rao, Dr. T. S. Sethurathnam, Mr. Byram Jeejeebhoy setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. K. P. Rao, Dr. T. S. Sethurathnam, Mr. Byram Jeejeebhoy are interested in the resolutions set out respectively at Item Nos. 5, 6 and 7 of the Notice with regard to their respective re-appointments. Their relatives may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolution set out at Item Nos. 5, 6 and 7 of the Notice for approval by the members.

#### **Item no. 8**

Smt. Hira Bhojwani (DIN 00032997) was appointed as Whole-time Director by the members of the Company at the Annual General Meeting held on 3rd August, 2016 for a period of three years expiring on 31st March, 2019. The Board of Directors at its meeting held on 13th February, 2019 on the basis of recommendation of Nomination and Remuneration Committee has considered her appointment as a Non-executive Director w.e.f. 1st April, 2019 for a period of three years subject to approval of the members at the ensuing Annual General Meeting.

The Company has also received:

- i. consent in writing to act as a Non-executive Director for a period of 3 years;
- ii. intimation that she is not disqualified under section 164(2) of the Companies Act, 2013;
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Except the promoters of the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 8 for approval by the members.

#### **Item no. 9**

Mrs. Devika Bhojwani (DIN 08355381) was appointed as Additional Director by the Board of Directors at its meeting held on 13th February, 2019 on the basis of recommendation of Nomination and Remuneration Committee. She was appointed as an Additional Director w.e.f. 1st April, 2019 till the conclusion of this Annual General Meeting. As per the recommendation from the Nomination and Remuneration Committee, the Board of Directors propose

to appoint her as Whole-time Director for a period of three years i.e. from 1st October, 2019 to 30th September, 2022 on the terms and conditions mentioned below:

a)	Basic Salary	Rs. 50,000/- p.m. (Fifty Thousand only) with such increment(s) as may be decided from time to time
	Perquisites as under:	
a)	House Rent Allowance	Rs. 21,000/- p.m.
b)	Gas, Electricity, Water and Furnishing	The expenditure incurred shall be evaluated as per the applicable Income tax Rules. In the absence of any specific rule the same shall be valued on actual payment.
c)	Medical Expenses	One month's basic or overall ceiling of three month's basic for a period of three years.
d)	Leave Travel Expenses	Once in a year for self subject to a ceiling of one month's basic salary.
e)	Club Fees	Membership of two clubs (excluding admission and life membership fee).
f)	Entertainment, Traveling and Other Business Expenses	Reimbursement as per the rules of the Company.
g)	Personal Accident Insurance	Amount not exceeding Rs. 10,000/- per annum.
h)	Car and Telephone	The Company shall provide car with driver and telephone at the residence of Whole Time director, for Company's business.
i)	Leave encashment	As per the rules of the Company.
j)	PF contribution	Contribution to Provident Fund shall be as per the rules of the Company.
k)	Other allowances, benefits and perquisites.	Any other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company from time to time.

Notwithstanding, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration including benefit in accordance with the provisions of Schedule V of the Act.

The Company has also received:

- i. consent in writing to act as a Whole-time Director for a period of 3 years;
- ii. intimation that she is not disqualified under section 164(2) of the Companies Act, 2013;
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Except the promoters of the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 9 for approval by the members.

#### Item no. 10

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2014 approval of the members by way of Special resolution was obtained at the Annual General Meeting held on 10th August, 2017 for payment of salary upto Rs. 50 lakhs p.a. to Mr. Karan Bhojwani, Vice President - Operations.

As the tenure of his appointment expired on 31st March, 2019, the Nomination and Remuneration Committee at its meeting held on 13th February, 2019 has recommended his re-appointment for a further period of five years on the existing term and conditions. The Board of Directors has also considered his re-appointment w.e.f. 1st April, 2019 subject to approval from the members of the Company.

Except the promoters of the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By Order of the Board of Directors,  
For BRIGHT BROTHERS LIMITED**

**Suresh Bhojwani**  
*Chairman & Managing Director*  
DIN: 00032966

*Place* : Mumbai  
*Date* : 21st May, 2019

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

Route map to the venue of AGM

