

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 73rd Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Thursday (day), 12th November, 2020 (date) at 11.00 a.m. (time) IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai – 400011.

ORDINARY BUSINESS:

1. Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with the Report of the Board of Directors and the Auditor's Report thereon.

2. Confirmation of the payment of Interim Dividend, as the final dividend, on equity shares for the financial year 2019-20

To confirm the payment of Interim Dividend declared on 9th March, 2020, as the final dividend, on equity shares for the financial year 2019-20.

3. Re-appointment of Mr. Suresh Bhojwani, Chairman and Managing Director (DIN: 00032966), Director who is liable to retire by rotation

Mr. Suresh Bhojwani, Chairman and Managing Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Payment of Remuneration to Cost Auditors for the financial year 2020-21.

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 ₹ 75,000/- 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, 2021 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. Payment of Commission to Directors

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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 17(6) of the Securities and Exchange Board of India ('Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of commission to the Directors of the Company, (other than Managing Director and the Whole Time director) being such sum as the Board of Directors may determine on the basis of the recommendation of the Nomination and Remuneration Committee (to be divided in such proportion as may be determined by the Board of Directors from time to time) provided that such commission shall not exceed one percent of

the net profits of the Company as determined in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Act for a period of five years commencing from 1st April, 2020.

RESOLVED FURTHER THAT the aforesaid commission shall be in addition to the sitting fees etc. payable to such directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be considered necessary, desirable and expedient for giving effect to this resolution.”

6. Appointment of Mr. Anil Kumar Bhandari (DIN: 00031194) as an 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, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Anil Kumar Bhandari (DIN: 00031194), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 9th September, 2020 and who holds office upto the date of this Annual General Meeting (AGM) and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this AGM upto the conclusion of the 78th AGM of the Company to be held in respect of Financial Year ending 31st March, 2025 and to whom remuneration shall be paid in the form of sitting fees for attending meetings and profit-related commission, if any, as approved by the members of the Company.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be considered necessary, desirable and expedient for giving effect to this resolution.”

7. Approve payment of remuneration to Mr. Suresh Bhojwani (DIN: 00032966) Chairman and Managing Director of the Company for remaining period of his term of 5 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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for payment of remuneration to Mr. Suresh Bhojwani (DIN: 00032966) on the same terms and conditions as approved by the members at the Annual General Meeting held on 10th August, 2017, for the remaining period of his term of five years beginning from 1st February, 2021 to 31st January, 2023.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Suresh Bhojwani, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate subject to the overall limits specified by this resolution and provisions of the Companies Act, 2013 and the Rules made thereunder.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution, to remove any difficulty in implementation of this resolution.”

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 9th September, 2020

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 AND SEEKING APPOINTMENT
AT THE 73rd ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Mr. Suresh Bhojwani	Mr. Anil Kumar Bhandari
DIN	00032966	00031194
Designation	Chairman and Managing Director	Additional Director (proposed to be appointed as Independent Director)
Date of Birth and age	16th April, 1948	18th June, 1944
Date of Appointment	1st February, 2001	9th September, 2020
Qualifications	Graduate in Engineering and Management (Boston University)	Graduate in Economics from Madras University
Experience in specific functional area	<ul style="list-style-type: none"> i. More than four decades of experience in Plastics Industry. ii. Past Elected Member of Automotive Component Manufacturers Association (ACMA) Executive Committee. iii. Past Chairman of ACMA Raw Materials Committee. iv. Past President and Elected Member of the Organisation of Plastic Processors of India (O.P.P.I.) Executive Committee 	<ul style="list-style-type: none"> i. Coffee Plantation Owner in Coorg, Karnataka for more than 50 years. ii. Member of the Managing Committee of Karnataka Planters & Association and has served the Indian Plantation Industry in various capacities since then. iii. Nominated to the Coffee Board of India by the Ministry of Commerce and has served as its Vice Chairman.
Number of equity shares held in the Company as on 31st March, 2020	12,83,418 equity shares	1,000 equity shares
List of Public Companies in which Directorships held as on 31.03.2020 (other than Bright Brothers Limited)	Nil	<ul style="list-style-type: none"> i. Kirloskar Electric Company Limited ii. The Waterbase Limited
Chairman/member of the Committees of the Board of the Companies in which he is a Director (other than Bright Brothers Limited)	Nil	<ul style="list-style-type: none"> i. In Kirloskar Electric Company Limited, he is the Chairman of Stakeholders Committee and a member of Audit Committee. ii. In Waterbase Limited, he is the Chairman of Audit Committee and Nomination and Remuneration Committee.
Remuneration Last Drawn in the year 2019-20	₹ 91.91 lakhs	Not applicable
Remuneration proposed to be paid	As per details given in the Explanatory Statement under Item no. 7	Sitting fees and profit related Commission, if any.
Relationship with other Director/ Key Managerial Personnel	Spouse of Mrs. Devika Bhojwani (Whole-time Director) and son of Smt. Hira Bhojwani (Non-Executive Director)	No relationship with any other Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year 2019-20	5 meetings	Not applicable

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 21st April, 2020, 15th June, 2020 and 17th August, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the 73rd Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Further, as per the MCA’s circular dated 17th August, 2020, the Company had filed an application for extension of time for holding AGM and the same was approved.
2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
3. Link Intime India Private Limited, Registrar & Transfer Agent of the Company, (“Link Intime”) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to invcom@brightbrothers.co.in.
5. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 73rd AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depositories. Members may note that the Notice and Annual Report 2019-20 are also available on the Company’s website www.brightbrothers.co.in and on the website of the Stock Exchange, i.e. BSE Limited, www.bseindia.com.
6. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
7. 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, 5, 6 and 7 above, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 6th November, 2020 to Thursday, 12th November, 2020 (both days inclusive) for the purpose of the AGM.
9. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking appointment at this AGM is annexed.
10. Members are permitted to join the AGM through VC/OAVM, 15 minutes before and after the scheduled time of commencement of meeting and during the meeting, by following the procedure mentioned in this Notice.
11. Pursuant to the provisions of Section 124 and 125 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
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
2017-19	22/09/2018	25/10/2018	24/10/2025
2018-19	13/08/2019	18/09/2019	17/09/2026
2019-20	09/03/2020	15/04/2020	14/04/2027

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2012-13, on the website of the IEPF viz. www.iepf.gov.in and under “Download ➔ Investors” Section on the Website of the Company viz. www.brightbrothers.co.in.

After the last date of claim, the company shall transfer the unpaid dividend and the underlying shares (whose dividend has not been claimed for a period of seven consecutive years) 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. In view of the above, the members are advised to send a written request for claiming unpaid dividend pertaining to the above years to M/s Link Intime India Private Limited, Registrar and Transfer Agent (RTA) for crediting unpaid dividend directly in your bank account through NEFT.

12. To promote green initiative, members holding demat accounts 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.
13. Members desirous of obtaining any information as concerning Accounts shall email to the Company Secretary at invcom@brightbrothers.co.in 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 in the prescribed Form No. SH-13 duly filled in to Link Intime India Pvt. Ltd. However, in case of demat holding the shareholders should approach their respective depository participants for making nominations.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM.
16. All documents referred to in the accompanying Notice and Explanatory Statement are available for inspection up to and during the AGM in electronic form. Members seeking to inspect such documents can send an email to invcom@brightbrothers.co.in.
17. Mr. Abhishek Prakash, Practising Company Secretary (C. P. No. 13269) has been appointed as the Scrutinizer to scrutinize the entire e-voting process i.e. remote e-voting and e-voting during the AGM in a fair and transparent manner.
18. **VOTING THROUGH ELECTRONIC MEANS:**
 - i. In compliance with the provisions of Section 108 of the Act, and Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the members holding shares either in physical form or in dematerialised form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means and the business may be transacted through e-voting services provided by Link Intime.

- ii. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting). The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM.
- iii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. 5th November, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on 7th November, 2020 (9.00 a.m. IST) and ends on 11th November, 2020 (5.00 p.m. IST). The remote e-Voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM.
- v. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
- vi. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on 5th November, 2020 being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date. A person who is not a Member as on 5th November, 2020 should treat this Notice for information purposes only.
- vii. The instructions for Members for remote e-Voting are as under:
 - a. Visit the e-voting system of Link Intime India Private Limited (LI IPL). Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>. Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

- A. User ID: Enter your User ID
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
 - Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above
 - Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- E. Password: Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&* etc.), at least one numeral, at least one alphabet, at least one capital letter and at least one small letter).
- F. Click “confirm” (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- b. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
- c. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
- d. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
- e. E-voting page will appear.
- f. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- g. After selecting the desired option i.e. Favour/Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
- h. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/Mutual Fund/Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/Mutual Fund/Corporate Body’ login for the Scrutinizer to verify the same.
- i. If you have forgotten the password:
- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- j. In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address.
- k. Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- l. The password should contain minimum 8 characters, at least one special character (@!#\$%&* etc.), at least one numeral, at least one alphabet, at least one capital letter and at least one small letter.
- m. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular “Event”. Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case Members have any queries or have any grievances regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or can contact Mr. Rajiv Ranjan | Assistant Vice President - e-Voting, Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083, at +91 22 49186000 | Extn-2540 or at +91 22 49186000 | Extn-2505 or send an email to enotices@linkintime.co.in.

19. INSTRUCTIONS FOR ATTENDING AGM THROUGH VIDEO- CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM)

Members are entitled to attend the AGM through VC/OAVM provided by Link Intime by following the below mentioned process:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
2. Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
3. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note: Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

20. INSTRUCTIONS FOR MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING

- (a) Members of the Company who would like to speak or express their views or ask question during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least 3 days in advance with the Company at invcom@brightbrothers.co.in.
- (b) Members will get confirmation on first cum first basis depending upon the availability of time for the AGM.
- (c) Members will receive “speaking serial number” once they mark attendance for the meeting.
- (d) Other Members may ask questions to the panellist, via active chat-board during the meeting.
- (e) Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at invcom@brightbrothers.co.in. The same will be replied by the Company suitably.
- (f) Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

- (g) For a smooth experience of viewing the AGM proceedings, Members who are registered as speakers for the event are requested to download and install the 'Webex Meetings' application by clicking on the link: <https://www.webex.com/downloads.html/>
- (h) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Note: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

21. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING

Once the electronic voting is activated by the scrutinizer during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- c) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- e) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

22. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH LINK INTIME (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):

Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a) Members who have not registered their email address and in consequence could not receive the Notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/EmailReg/email_register.html and following the registration process as guided thereafter. After successful registration of the email address, Link Intime will email a copy of this AGM Notice along with the e-voting user ID and password.
- b) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.

23. OTHER INSTRUCTIONS

The Scrutinizer will, immediately upon conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and within a period of forty eight hours from the conclusion of the meeting, make and submit a consolidated Scrutinizer's Report to the Chairman or a person authorised by Chairman in writing who shall countersign the same.

The voting results shall be declared not later than forty-eight hours from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.brightbrothers.co.in and the website of Link Intime at <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorised by the Board in this regard and will simultaneously be sent to BSE Limited, where equity shares of the Company are listed.

The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite votes through a compilation of Voting results (i.e. remote e-Voting and the e-Voting held at the AGM).

Members are requested to send their queries to invcom@brightbrothers.co.in, if any, relating to the Annual Report on or before 5th November, 2020 in order to enable the Company to respond suitably.

24. GENERAL INFORMATION TO SHAREHOLDERS:

- i. 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. 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.
- ii. Members who are holding shares in physical form are requested to dematerialize the same to ensure safe and speedy transaction in securities.
- iii. 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.

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai

Date : 9th September, 2020

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: Payment of Remuneration to Cost Auditors for the financial year 2020-21

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 29th June, 2020 and 9th September, 2020 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, 2021 at a remuneration of ₹ 75,000 p.a. plus tax as applicable 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 ₹ 75,000 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. 4 of the Notice for approval by the members.

Item no. 5: Payment of Commission to Directors

The Members of the Company at their Annual General Meeting held on 16th September, 2015 had approved, the payment of remuneration by way of commission to the Directors of the Company (other than Managing Director and Whole-time Director), a sum not exceeding 1% of the net profit of the Company computed in accordance to Section 198 of the Companies Act, 2013 ("Act") to be determined and distributed among the aforesaid Directors of the Company for a period of five years commencing from 1st April, 2015, in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings which each of the aforesaid Directors may be entitled to receive.

The Board of Directors of the Company consists of 2 Executive and 4 Non- Executive Directors including 3 Independent Directors. The Non-Executive Directors which includes Independent Directors bring relevant knowledge and expertise and provide required diversity in the Board's decision-making process. The role played by the Independent Directors in the Company's governance and performance is very important for sustainable growth of the Company. With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations, the role and responsibilities of the Board, particularly Independent Directors has become more onerous, requiring greater time commitments and attention.

Pursuant to Section 197(1)(ii)(a) of the Act, the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed one percent of the net profits of the company, if there is a managing or whole-time director or manager except with the with the approval of the company in general meeting.

In accordance with Regulations 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company.

In view of the above, the Board of Directors, on the recommendations of Nomination and Remuneration Committee, subject to approval of the Members, approved the payment of commission to Independent Directors, not exceeding 1 % of the net profits of the Company for Financial Year 2020-21 and onwards, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

The commission will be distributed amongst the Non-executive Directors after taking into consideration parameters such as attendance at Board and Committee meetings, contribution at the meetings, etc.

Except the Non-executive Directors of the Company, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the Members of the Company.

Item no. 6: Appointment of Mr. Anil Kumar Bhandari (DIN: 00031194) as an Independent Director for a period of five years

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, the Board of Directors (the Board) has appointed, Mr. Anil Kumar Bhandari as an Additional Director of the Company with effect from 9th September, 2020 who would hold office upto the date of the ensuing Annual General Meeting. Mr. Anil Kumar Bhandari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee has recommended the appointment of Mr. Anil Kumar Bhandari as an Independent Director for a period of five consecutive years.

The Company has also received:

- i. consent in writing to act as an Independent Director;
- ii. intimation that he is not disqualified under section 164(2) of the Companies Act, 2013;
- iii. declaration that he meets 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 he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI);
- v. registration certificate for Independent Director's Databank registration.

Mr. Anil Kumar Bhandari possesses appropriate skills, experience and knowledge, inter alia, in the field of business and finance. Brief profile of Mr. Anil Kumar Bhandari as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint him as an Independent Director, not liable to retire by rotation.

In the opinion of the Board, Mr. Anil Kumar Bhandari fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Details 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 are provided in the "Annexure" to the Notice.

Except Mr. Anil Kumar Bhandari, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

The Board recommends the special resolution as set out at Item no. 6 of the Notice for approval by the members.

Item no. 7: Approve payment of remuneration to Mr. Suresh Bhojwani (DIN: 00032966) Chairman and Managing Director of the Company for remaining period of his term of 5 years

Mr. Suresh Bhojwani was appointed as a Chairman and Managing Director of the Company for a period of 5 years from 1st February, 2018 to 31st January, 2023 by the members at the 70th Annual General Meeting held on 10th August, 2017. In the said meeting, the members had approved payment of remuneration for a period of three years i.e. from 1st February, 2018 to 31st January, 2021. Therefore, in the present Annual General Meeting the Company is seeking approval for payment of remuneration on the same terms and conditions as approved by the members at the Annual General Meeting held on 10th August, 2017 for the remaining period of his term beginning from 1st February, 2021 to 31st January, 2023.

The terms and conditions for payment of remuneration are enumerated below:

Remuneration:

Salary: Basic Pay shall be ₹ 5,50,000/- p.m.

Perquisites and other allowances: The House Rent Allowance, Medical Allowance, Medical/Personal Accident Premium and other benefits and amenities restricted to a sum not exceeding ₹ 18 lakhs p.a.

Other Terms & Conditions:

- i. For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.
- ii. Expenses incurred for travelling, boarding and lodging including attendants during business trips and provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iii. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Chairman and Managing Director in accordance with Schedule V to the Act or any amendments thereto made hereinafter in this regard, as may be agreed by the Board and Mr. Suresh Bhojwani.
- iv. If at any time the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be a Managing Director of the Company. Minimum Remuneration: In the event of inadequacy or absence of profit in any financial year of the Company during the terms of Managing Director, the minimum remuneration payable to Managing Director shall be by way of salary, House rent allowance, Medical allowance, and other allowance as set above subject to the provision of Section 197 of the Companies Act, 2013 and compliances as required under Section II of Part II of Schedule V of the Companies Act, 2013.

Except Mr. Suresh Bhojwani and his relatives (including Smt. Hira Bhojwani, Non-Executive Director and Mrs. Devika Bhojwani, Whole-time Director) no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution. 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. 7 of the Notice for approval of the shareholders.