

BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

Registered Office : Office no. 91, 9th Floor, Jolly Maker Chambers No. 2, 225, Nariman Point, Mumbai - 400021.

• Tel.: 8828204635 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

NOTICE

Notice is hereby given that the 75th Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Wednesday, 24th August, 2022 at 11:30 a.m. IST at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020 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, 2022 together with the Report of the Board of Directors and the Auditor's Report thereon.

2. Declaration of dividend

To declare Dividend on equity shares for the financial year 2021-22.

3. Re-appointment of Mr. Suresh Bhojwani, Chairman and Managing Director (DIN: 00032966), 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.

4. Appointment of Statutory Auditors

To appoint M/s. GMJ & Co., Chartered Accountants, (Firm Registration No. 103429W) as Statutory Auditors of the Company for a term of 5 years.

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee, M/s. GMJ & Co., Chartered Accountants (Firm Reg. No. 103429W), be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of ensuing Annual General Meeting till the conclusion of the 80th Annual General Meeting of the Company at a remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors."

SPECIAL BUSINESS:

5. Payment of Remuneration to Cost Auditors for the financial year 2022-23.

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 Cost Auditors, M/s. S. R. Singh and Co., Cost Accountants (Registration no.: 003403) appointed by the Board of Directors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023, be paid the remuneration of ₹ 1,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses as per the details set out in the statement annexed to the Notice 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."

6. Re-appointment of Mr. Suresh Bhojwani (DIN: 00032966) as Chairman and Managing Director and payment of remuneration.

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 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder 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-enactments thereof for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Suresh Bhojwani (DIN: 00032966), as Chairman and Managing Director, who is liable to retire by rotation, as his term of office is liable to determination by expiry of the previous term of re-appointment, for a period of five years with effect from 1st February, 2023 to 31st January, 2028 and shall be paid remuneration, as recommended by the Nomination and Remuneration Committee, and on the basis of the terms and conditions as contained in the agreement to be entered between the Company and Mr. Suresh Bhojwani and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee be and are hereby authorized 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 of remuneration and prerequisites 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 Chairman and Managing Director, remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors as per the recommendation of the Nomination and Remuneration Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Re-appointment of Mrs. Devika Bhojwani (DIN 08355381) as a Whole-time Director and payment of remuneration:

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 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder 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-enactments thereof for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment of Mrs. Devika Bhojwani (DIN: 08355381), as Whole-time Director, who is liable to retire by rotation, as her term of office is liable to determination by expiry of the previous term of appointment, for a period of five years with effect from 1st October, 2022 to 30th September, 2027 and shall be paid remuneration, as recommended by the Nomination and Remuneration Committee, and on the basis of the terms and conditions as contained in the agreement to be entered between the Company and Mrs. Devika Bhojwani and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee be and are hereby authorized 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 of remuneration and prerequisites 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 of Directors as per the recommendation of the Nomination and Remuneration Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Appointment of Mr. Kuchimanchi Viswanath (DIN 00547132) as an Independent Director.

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 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder 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-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Kuchimanchi Viswanath (DIN: 00547132), who was appointed as an Additional Director in the capacity of an Independent Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 27th May, 2022, and who holds office upto the date of ensuing 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 five consecutive years from the date of ensuing AGM upto the conclusion of the 80th AGM of the Company to be held in respect of Financial Year ending 31st March, 2027 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.”

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai

Date : 27th May, 2022

Registered office:

Office no. 91, 9th Floor,
Jolly Maker Chambers No. 2,
225, Nariman Point,
Mumbai – 400021.

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT /
RE-APPOINTMENT AT THE 75TH ANNUAL GENERAL MEETING**

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

Name	Mr. Suresh Bhojwani	Mrs. Devika Bhojwani	Mr. Kuchimanchi Viswanath
DIN	00032966	08355381	00547132
Designation	Chairman & Managing Director	Whole-time Director	Additional Director (Proposed to be appointed as Independent Director)
Date of Birth and age	16 th April, 1948, 74 years	18 th April, 1953, 69 years	6 th September, 1955, 66 years
Date of Appointment	1 st February, 2001	1 st April, 2019	27 th May, 2022
Qualifications	Graduate in Engineering and Management (Boston University)	Graduated from J. J. School of Arts with Distinction in Design	i. Bachelor of Commerce (Bangalore University) ii. Chartered Accountant in practice since 1983 iii. Studied at The Indian Institute of Management, Ahmedabad at an Executive Management Educational Program iv. Certified Internal Auditor and holds a Certificate in Information Systems Auditing
Experience in specific functional area	i. More than five 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 (OPPI) Executive Committee	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.	i. Specializes in the areas Audit & Assurance and Corporate Tax Advisory Services. ii. Spoken at several national and international forums on a wide variety of topics.

Name	Mr. Suresh Bhojwani	Mrs. Devika Bhojwani	Mr. Kuchimanchi Viswanath
Number of equity shares held in the Company as on 31st March, 2022	12,83,418 Equity shares	41,300 Equity shares	Nil
List of Public Companies in which Directorships held as on 31st March, 2022 (other than Bright Brothers Limited)	Nil	Nil	Nil
Chairman/member of the Committees of the Board of the Companies in which She/he is a Director (other than Bright Brothers Limited)	Nil	Nil	Nil
Remuneration Last Drawn in the year 2021-22	₹ 91.91 lakhs	₹ 10.24 lakhs	Not Applicable
Remuneration proposed to be paid	As detailed in the explanatory statement	As detailed in the explanatory statement	As detailed in the explanatory statement
Relationship with other Director/ Key Managerial Personnel	Spouse of Mrs. Devika Bhojwani (Whole-time Director) and Father of Mr. Karan Bhojwani (Whole-time Director)	Spouse of Mr. Suresh Bhojwani (Chairman & Managing Director) and Mother of Mr. Karan Bhojwani (Whole-time Director)	No relationship with any other Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year 2021-22	5 meetings	5 meetings	Not applicable

Note: Remuneration paid to Mr. Suresh Bhojwani, Chairman and Managing Director and Mrs. Devika Bhojwani, Whole-time Director during the financial year 2021-22 includes contribution to provident fund.

NOTES:

1. Updation of bank account details is mandatory for all members. 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.
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. 5 to 8 above, is annexed hereto.
5. A Member entitled to attend and vote can also 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 18th August, 2022 to 24th August, 2022 (both days inclusive) for determining the entitlement of the Members 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 paid on or after 24th August, 2022 either by crediting directly to their registered bank accounts or by dispatching dividend warrants to those members:
 - (a) whose names appear as Beneficial Owners in the list of Beneficial Owners on 17th August, 2022 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 requests for transmission and transposition lodged with the Company/Registrar and Share Transfer Agent on 17th August, 2022.
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), M/s 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
2014-15	16/09/2015	23/10/2015	23/10/2022
2015-16	03/08/2016	09/09/2016	09/09/2023
2016-17	10/08/2017	16/09/2017	16/09/2024
2017-18	22/09/2018	29/10/2018	29/10/2025
2018-19	13/08/2019	19/09/2019	19/09/2026
2019-20	09/03/2020	15/04/2020	15/04/2027
2020-21	27/09/2021	03/11/2021	03/11/2028

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2014-15, 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 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.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

12. 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.
13. 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.
14. Members may also note that the Annual Report for financial year 2021-22 is also available on the Company's website www.brightbrothers.co.in for download. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
15. Members desirous of obtaining any information concerning Accounts shall write 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.
16. Pursuant to the provisions of Section 72 of Companies Act, 2013, facility for making nomination is available for individual members. Therefore, the Members holding shares in physical forms and willing to avail this facility may make nomination in the prescribe Form No. SH-13 and send the form duly filled in to Link Intime India Pvt. Ltd. However, in case of demat holding the Members should approach their respective depository participants for making nominations.
17. 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 duly filled 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.
18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company/Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
19. A Resident individual Members with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non-deduction/ lower deduction of tax at source by writing an email to mt.helpdesk@linkintime.co.in and invcom@brightbrothers.co.in on or before 12th August, 2022 (time) IST on 5:00 p.m. The Members are requested to note that in case their PAN is not registered/ updated, the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).
20. Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F or any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in and invcom@brightbrothers.co.in. The aforesaid declarations and documents need to be submitted by the Members by 5:00 p.m. IST on 12th August, 2022. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at https://www.linkintime.co.in/admin/DownloadFiles/Form_10F.pdf
TRC needs to be obtained by the Members from the Tax Department of their country of residence. Non-resident Members shall also furnish the lower/nil withholding certificate, if obtained from the Tax Department.
21. 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/Re-appointment at this AGM is annexed.
22. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, Link Intime India Private Limited for assistance in this regard.

23. Documents for inspection:
- A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company;
 - B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and
 - C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
24. The e-voting period commences from 19th August, 2022 at 9.00 a.m. and ends on 23rd August, 2022 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 17th August, 2022 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change/modify it subsequently or cast the vote again.
25. Mr. Abhishek Prakash, Practicing Company Secretary (C.P. No. 13269) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
26. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
27. Results of voting shall be declared within 48 hours from the conclusion of the meeting and the declared results along with the report of the scrutinizer shall be accessed on the website of BSE Limited i.e. www.bseindia.com, Company i.e. www.brightbrothers.co.in and Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>
28. **Voting through electronic means/Ballot Paper:**
- (a) In compliance with provisions of Section 108 of the Act and Rules issued thereunder and Regulation 44 of Listing Regulations, Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by Link Intime India Pvt. Ltd. on all resolutions set out in this Notice. Resolutions passed by the members through ballot papers or e-voting is/are deemed to have been passed, as if they have been passed at the AGM.
 - (b) The process for e-voting is specified below. The facility for voting through ballot paper shall be annexed to this notice and made available at the Meeting and Members attending the Meeting, who have not already cast their vote by e-voting, shall be able to exercise their right at the Meeting by Ballot Paper.
 - (c) The Members who have cast their vote by e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (d) **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**
As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the e-Voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & e-Voting Service Provider is LINKINTIME	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in A Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> * Shareholders/ members holding shares in physical form but have not recorded ‘c’ and ‘d’, shall provide their Folio Number in ‘d’ above <ul style="list-style-type: none"> ⇒ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ⇒ Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. 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). 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.
Institutional shareholders:	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.
In case the Individual Shareholders, holding securities in Physical mode & e-Voting service Provider is LINKINTIME, have forgotten the password:	<p>If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> • Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’ • Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. <p>In case shareholders are having valid email address, Password will be sent to his/her registered e-mail address. Shareholders 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. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company</p>

Type of shareholders	Login Method
In case Individual Shareholders, holding securities in demat mode with NSDL/ CDSL, have forgotten the password:	<ul style="list-style-type: none"> Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/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, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-Voting Service Provider is LINKINTIME

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 27th May, 2022

Registered office:
Office no. 91, 9th Floor,
Jolly Maker Chambers No. 2,
225, Nariman Point, Mumbai - 400021

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5: Payment of Remuneration to Cost Auditors for the financial year 2022-23

The Company is directed, under Section 148 of Companies Act, 2013, hereinafter referred to as “the Act”, to have an audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company at its meeting held on 27th May, 2022 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 Audit for the year ending 31st March, 2023 at a remuneration of ₹ 1.5 lakhs 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 ₹ 1.5 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. 6: Re-appointment of Mr. Suresh Bhojwani (DIN: 00032966) as Chairman and Managing Director and payment of remuneration

The Members of the Company at their 70th Annual General Meeting had approved re-appointment of Mr. Suresh Bhojwani as Chairman and Managing Director of the Company. The present term of the Chairman and Managing Director expires on 31st January, 2023. While re-appointing Mr. Suresh Bhojwani as Chairman and Managing Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company.

As per proviso to section 196(3)(a) of the Companies Act, 2013, the explanatory statement shall provide a justification for appointment of Managing Director who has attained age of seventy years. In accordance with the said provision, the Nomination and Remuneration Committee and Board of Directors have noted the diligent efforts and meticulous approach of Mr. Suresh Bhojwani in the major business transactions of the Company and also his proficiency and competency in the industry in which the Company operates.

As the Company has benefited with the invaluable contribution of Mr. Suresh Bhojwani during his Chairmanship, the Board of Directors, upon seeking recommendation from the Nomination and Remuneration Committee, at their respective meetings held on 27th May, 2022, has considered his re-appointment as Chairman and Managing Director for a further period of five years, subject to the approval of members of the Company. The brief profile of Mr. Suresh Bhojwani as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, hereinafter referred to as “Listing Regulations”, is given as an annexure to this Notice.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 27th May, 2022 has approved the following terms and conditions of re-appointment and remuneration of Mr. Suresh Bhojwani as Chairman and Managing Director, subject to approval of the members of the Company:

Term of appointment	5 years (1 st February, 2023 to 31 st January, 2028)
Term of remuneration	3 years (1 st February, 2023 to 31 st January, 2026)

Terms and conditions of remuneration:

The proposed terms and conditions of remuneration subject to the limits prescribed under Schedule V of the Companies Act, 2013 are provided below:

a. Basic Salary:

₹ 5,50,000 p.m. (Rupees Five Lakhs Fifty Thousand only)

b. Allowances:

- i. House Rent Allowance payable monthly, equivalent to 50% of basic salary.
- ii. Leave Travel Allowance as per the Company's policy.

c. Perquisites:

- i. Health Insurance Policy of self and family and Personal Accident Insurance as per Company's policy.
- ii. Reimbursement of expenses incurred for purchase of books and periodicals.
- iii. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- iv. Reimbursement of Membership fees of two clubs in India (excluding admission and life membership fees).
- v. Reimbursement of charges pertaining to gas, electricity, water and any other utility bills.
- vi. Reimbursement of expenses incurred by the Director on behalf of the Company.
- vii. Provision of Car with driver for official as well as personal use.
- viii. Communication facilities like telephone, internet connection and such other facilities at the residence of the Director.

The perquisites/ allowances shall be valued as per the Income-tax Rules, wherever applicable, in the absence of such rules perquisites/ allowances shall be valued at actual cost.

d. Other perquisites as per rules of the Company: Contribution to Provident Fund

The Company has received an intimation from Mr. Suresh Bhojwani that he is not disqualified from being a Director under section 164(2) of the Companies Act, 2013. Further, he is also not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

Except Mr. Suresh Bhojwani and his relatives (including Mrs. Devika Bhojwani and Mr. Karan Bhojwani), no other Directors, Key Managerial Personnel of the Company and their relative are concerned and interested in the said 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: Re-appointment of Mrs. Devika Bhojwani (DIN 08355381) as Whole-time Director and payment of remuneration:

The Members of the Company at their 72nd Annual General Meeting had approved appointment of Mrs. Devika Bhojwani as Whole-time Director of the Company. Her present term of appointment expires on 30th September, 2022.

The Board of Directors noted the contribution done by Mrs. Devika Bhojwani in the overall progress of the Company. Therefore, the Board of Directors, upon seeking recommendation from the Nomination and Remuneration Committee, at their respective meetings held on 27th May, 2022, has considered her re-appointment as Whole-time Director for a further period of five years, subject to the approval of members of the Company. The brief profile of Mrs. Devika Bhojwani as stipulated under Regulation 36(3) of the Listing Regulations, is given as an annexure to this Notice.

The terms and conditions of re-appointment and remuneration of Mrs. Devika Bhojwani as Whole-time Director are provided below:

Term of appointment	5 years (1 st October, 2022 to 30 th September, 2027)
Term of remuneration	3 years (1 st October, 2022 to 30 th September, 2025)

Terms and conditions of remuneration:

The proposed terms and conditions of remuneration subject to the limits prescribed under Schedule V of the Companies Act, 2013 are provided below:

a. Basic Salary:

₹ 75,000 p.m. (Rupees Seventy-five Thousand only) with authority to the Board of Directors to grant annual increment(s) as they may deem fit based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limit specified under Schedule V of the Companies Act, 2013.

b. Allowances:

- i. House Rent Allowance payable monthly, equivalent to 50% of basic salary.
- ii. Leave Travel Allowance as per the Company's policy.

c. Perquisites:

- i. Health Insurance Policy of self and family and Personal Accident Insurance as per Company's policy.
- ii. Reimbursement of expenses incurred for purchase of books and periodicals.
- iii. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- iv. Reimbursement of Membership fees of two clubs in India (excluding admission and life membership fees).
- v. Reimbursement of charges pertaining to gas, electricity, water and any other utility bills.
- vi. Reimbursement of expenses incurred by the Director on behalf of the Company.
- vii. Provision of Car with driver for official as well as personal use.
- viii. Communication facilities like telephone, internet connection and such other facilities at the residence of the Director.

The perquisites/ allowances shall be valued as per the Income-tax Rules, wherever applicable, in the absence of such rules perquisites/ allowances shall be valued at actual cost.

d. Other perquisites as per rules of the Company: Contribution to Provident Fund.

The Company has received intimation from Mrs. Devika Bhojwani that she is not disqualified from being a Director under section 164(2) of the Companies Act, 2013. Further, she is also not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

Except Mrs. Devika Bhojwani and her relatives (including Mr. Suresh Bhojwani and Mr. Karan Bhojwani), no other Directors, Key Managerial Personnel of the Company and their relative are concerned and interested in the said resolution.

The Board recommends the special resolution as set out at Item no. 7 of the Notice for approval by the members.

Item No. 8: Appointment of Mr. Kuchimanchi Viswanath (DIN 00547132) as an Independent Director:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors has appointed, Mr. Kuchimanchi Viswanath as an Additional Director of the Company with effect from 27th May, 2022 who would hold office upto the date of the ensuing Annual General Meeting. Mr. Kuchimanchi Viswanath 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. Kuchimanchi Viswanath as an Independent Director for a period of five consecutive years.

Mr. Kuchimanchi Viswanath possesses appropriate skills, experience and knowledge, inter alia, in the field of Audit & Assurance and Corporate Tax Advisory Services. Brief profile of Mr. Kuchimanchi Viswanath 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 and the Listing Regulations. Being a Chartered Accountant in practice for almost four decades and keeping in view his expertise and vast knowledge in finance, it will be in the interest of the Company to appoint him as an Independent Director, not liable to retire by rotation.

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.

Except Mr. Kuchimanchi Viswanath, 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. 8 of the Notice for approval by the members.

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai

Date : 27th May, 2022

Registered office:

Office no. 91, 9th Floor,
Jolly Maker Chambers No. 2,
225, Nariman Point, Mumbai - 400021

Route map to the venue of AGM

