

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 76th Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Friday, 15th September, 2023 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

- a) To receive, consider and adopt the Audited Standalone Financial Statements for the year ended 31st March, 2023 together with the Report of the Board of Directors and the Auditor's Report thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31st March, 2023 together with the Report of Auditors thereon.

2. Declaration of Dividend:

To declare dividend on equity shares for the financial year 2022-23.

3. Re-appointment of Mrs. Devika Bhojwani, Whole-time Director (DIN: 08355381), who is liable to retire by rotation

Mrs. Devika Bhojwani, Whole-time Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To approve the payment of remuneration to Cost Auditors for the financial year 2023-24.

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, 2024, 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."

5. Approval to enhance the limit of remuneration payable to Ms. Ruchika Bhojwani, Chief Operating Officer of the Company and holding an office or place of profit in the Company.

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 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per recommendation and approval of Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded to enhance the limit of remuneration payable to Ms. Ruchika Bhojwani, Chief Operating Officer of the Company upto ₹ 50 lakhs p.a.

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.”

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 24th May, 2023

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 DIRECTOR RETIRING BY ROTATION AT THE 76TH ANNUAL GENERAL MEETING
[Pursuant to Regulation 36(3) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name	Mrs. Devika Bhojwani
DIN	08355381
Designation	Whole-time Director
Date of Birth and age	18 th April, 1953, 70 years
Date of Appointment	1 st April, 2019
Qualifications	Graduated from J. J. School of Arts with Distinction in Design
Experience in specific functional area	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.
Number of equity shares held in the Company as on 31st March, 2023	41,300 Equity shares
List of Public Companies in which Directorships held as on 31st March, 2023 (other than Bright Brothers Limited)	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
Remuneration Last Drawn in the year 2022-23	₹ 12.91 lakhs p.a.
Remuneration proposed to be paid	As approved by the members of the Company at their Annual General Meeting held on 24 th August, 2022
Relationship with other Director/ Key Managerial Personnel	Spouse of Mr. Suresh Bhojwani (Chairman & Managing Director) and Mother of Mr. Karan Bhojwani (Whole-time Director)
Number of meetings of the Board attended during the year 2022-23	4 meetings

Note: Remuneration paid to Mrs. Devika Bhojwani, Whole-time Director during the financial year 2022-23 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. 4 & 5 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.

A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such other person shall not act as proxy for any other person or shareholder.

The instrument of Proxy, in order to be effective, must be received 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 9th September, 2023 to 15th September, 2023 (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 15th September, 2023 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 8th September, 2023 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 8th September, 2023.
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
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

Financial year	Date of declaration of Dividend	Date of transfer to unpaid Dividend Account	Last date for claim
2019-20	09/03/2020	15/04/2020	15/04/2027
2020-21	27/09/2021	03/11/2021	03/11/2028
2021-22	24/08/2022	30/09/2022	30/09/2029

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2015-16, 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. In compliance with SEBI's circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, electronic copies of the notice of the AGM alongwith Annual Report for the Financial year 2022-23 is being sent to all members whose email addresses are registered/available with the Company/Depository Participants as on cut-off date of 18th August, 2023.
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. The notice has also been uploaded on the website of the Company viz. www.brightbrothers.co.in under the Investors tab in the Download section. The notice can also be accessed on the website of the BSE Ltd. viz. www.bseindia.com and also available on the website of our RTA i.e. Link Intime India Pvt. Ltd.
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 form 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. Members/ Proxies are requested to handover 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. As per the provisions of the Income Tax Act dividend income is taxable in the hands of members and the Company is required to deduct tax at source from dividend payable to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2023 as well as the relevant provisions of the Income Tax Act/Rules. 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 rnt.helpdesk@linkintime.co.in and invcom@brightbrothers.co.in on or before 11th September, 2023 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 11th September, 2023. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at <https://web.linkintime.co.in/admin/DownloadFiles/ANNEXURE%20-3%20Form%2010F.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 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 Re-appointment at this AGM is annexed.
22. In terms of amended Regulation 40 of the SEBI Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form are not processed unless the securities are held in the dematerialised mode with a Depository Participant. Further, with effect from 24th January, 2022, SEBI has made it mandatory for listed companies to issue securities in dematerialized mode only while processing any investor service request viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Further, SEBI vide its Circular dated 25th January 2022, clarified that the RTA/ listed company shall verify and process the service requests and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.
23. Common and simplified norms for investor service request:

SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (Contact Details, Bank Details and Specimen Signature) and Nomination details.

As per said Circular, it is mandatory for the members holding securities in physical form to, inter alia, furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details were not available on or after 1st April, 2023 were to be frozen by the RTA and would be eligible for lodging grievance or any service request only after registering the required details. The said timeline of 1st April, 2023 for freezing of folios has been extended to 1st October, 2023.

Dividend and other payments, if any, in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024 upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

If a member holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in the prescribed form.

The members holding shares in electronic form who have either not furnished nomination or submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30th September, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.

The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. The relevant forms in this regard have been made available on the website of the Company at https://brightbrothers.co.in/financial_result.php

Accordingly, the members are advised to register their details with the RTA or DP, as the case may be, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

24. 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.
25. The remote e-voting period commences from 12th September, 2023 at 9.00 a.m. and ends on 14th September, 2023 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 8th September, 2023 (cut-off date) may cast their vote electronically. The remote 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.
26. 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.
27. 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 remote 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.
28. 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>
29. **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 annexed to this notice shall be 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/ Polling 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 remote e-Voting/ 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://www.evoting.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 remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>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 remote e-Voting period.</p>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Physical mode/Non-Individual Shareholders holding securities in demat mode & e-Voting Service Provider is LINKINTIME</p>	<ol style="list-style-type: none"> 1. 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"> a. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. 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. <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 * Shareholders holding shares in NSDL form, shall provide ‘D’ above ⇒ 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). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.
<p>Institutional shareholders:</p>	<p>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.</p>

Type of shareholders	Login Method
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>
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 022-4886 7000 and 022- 2499 7000
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 toll free no. 1800 22 55 33

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 : 24th May, 2023

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. 4: Payment of Remuneration to Cost Auditors for the financial year 2023-24

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. S. R. Singh and Co., Cost Accountants for the financial year 2023-2024 at a remuneration of ₹ 1,50,000 (Rupees One lakh Fifty thousand only) plus tax as applicable and out of pocket expenses to conduct the audit of the Cost Records of the Company.

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 ₹ 1,50,000 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: Approval to enhance the limit of remuneration payable to Ms. Ruchika Bhojwani, Chief Operating Officer of the Company and holding an office or place of profit in the Company.

Ms. Ruchika Bhojwani is the Chief Operating Officer of the Company. Under her supervision and control, the Haircare division which is engaged in the business of trading and supplying leading hair and beauty accessories under its brand named DIVO has expanded manifold. The division has introduced diverse range of products in its trading business. Her knowledge in the range of beauty products and her market analysis and research has helped to increase the product sales. Considering the aforesaid, it is proposed to enhance the limit of remuneration payable to her.

Ms. Ruchika Bhojwani is the daughter of Mr. Suresh Bhojwani (Chairman and Managing Director) and Mrs. Devika Bhojwani (Whole-time Director) and Sister of Mr. Karan Bhojwani (Whole-time Director). Thus, as per section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, she is a “related party” and is holding office or place of profit in the Company as she receives remuneration from the Company.

As per section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Boards and its Powers), 2014, if the monthly remuneration payable to a related party exceeds ₹ 2,50,000, then the Company shall seek its members’ approval by passing an ordinary resolution. Currently, the remuneration paid to Ms. Ruchika is ₹ 29.86 lakhs p.a. It is proposed to enhance the limit of remuneration upto ₹ 50 lakhs p.a.

The statement of disclosure as required under the Companies (Meeting of Board and its Powers) Rules, 2014 is given below:

i	Name of Related party	:	Ms. Ruchika Bhojwani
ii	Name of Director or Key Managerial Personnel who is related	:	Mr. Suresh Bhojwani, Mrs. Devika Bhojwani and Mr. Karan Bhojwani
iii	Nature of relationship	:	Ms. Ruchika Bhojwani is Daughter of Mr. Suresh Bhojwani (Chairman and Managing Director) and Mrs. Devika Bhojwani (Whole-time Director) and Sister of Mr. Karan Bhojwani (Whole-time Director)
iv	Nature, material terms, monetary value and particulars of the contract or Arrangement	:	Enhance the limit of remuneration payable to Ms. Ruchika Bhojwani upto ₹ 50 lakhs

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit Committee at its meeting held on 24th May, 2023 had given its consent to enhance the limit of remuneration payable to Ms. Ruchika Bhojwani upto ₹ 50 lakhs (Rupees Fifty Lakhs only) per annum subject to approval of the members of the Company by passing an Ordinary Resolution.

Except Mr. Suresh Bhojwani, Mrs. Devika Bhojwani and Mr. Karan Bhojwani, none of the other Directors and Key Managerial Personnel of the Company or their respective 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.

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai
Date : 24th May, 2023

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

Route map to the venue of AGM

