

# BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

Registered Office: Office no. 91, 9<sup>th</sup> 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 77<sup>th</sup> Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on 27<sup>th</sup> September, 2024 IST at 11:30 a.m. "Walchand Hirachand Hall", 4<sup>th</sup> Floor, Indian Merchant's Chamber Building, IMC Marg, Churchgate, Mumbai- 400 020 to transact the following businesses.

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements:

- a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 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 of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of Auditors thereon.

#### 2. Declaration of Dividend:

To declare dividend on equity shares for the financial year 2023-24.

#### 3. Re-appointment of Mr. Karan Bhojwani, Whole-time Director (DIN: 06423542), who is liable to retire by rotation:

Mr. Karan Bhojwani, Whole-time 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. Ratification for payment of remuneration to Cost Auditors for the financial year 2024-25:

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 31<sup>st</sup> March, 2025, be paid the remuneration of ₹ 2,50,000/- 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 for payment of remuneration to Mr. Karan Bhojwani (DIN: 06423542), Whole-time 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. Karan Bhojwani (DIN: 06423542) for the remaining period of his term beginning from 1<sup>st</sup> April, 2025 and ending on 31<sup>st</sup> March, 2027 on the same terms and conditions which were previously approved by the members by passing a special resolution through Postal Ballot on 29<sup>th</sup> March, 2022.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Karan Bhojwani, Whole-time 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* : 13<sup>th</sup> May, 2024

**Registered office:**  
Office no. 91, 9<sup>th</sup> 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 77<sup>TH</sup> ANNUAL GENERAL MEETING**  
**[Pursuant to Regulation 36(3) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	Mr. Karan Bhojwani
<b>DIN</b>	06423542
<b>Designation</b>	Whole-time Director
<b>Date of Birth and age</b>	30 <sup>th</sup> April, 1979; 45 years
<b>Date of initial Appointment</b>	1 <sup>st</sup> April, 2022
<b>Qualifications</b>	i. Studied at International Baccalaureate at United World College, Singapore ii. Studied Business Management at Bryant College, United States of America
<b>Experience in specific functional area</b>	i. Production, Marketing and Sales Management ii. Strategic thinking and Decision making iii. Financial, Technical and Professional skills
<b>Number of equity shares held in the Company as on 31<sup>st</sup> March, 2024</b>	17,500 Equity shares
<b>List of Public Companies in which Directorships held as on 31<sup>st</sup> March, 2024 (other than Bright Brothers Limited)</b>	Nil
<b>Chairman/member of the Committees of the Board of the Companies in which he is a Director (other than Bright Brothers Limited)</b>	Nil
<b>Remuneration Last Drawn in the year 2023-24 (in lakhs)</b>	₹ 57.50
<b>Remuneration proposed to be paid</b>	As approved by the members of the Company by passing a special resolution through Postal Ballot on 29 <sup>th</sup> March, 2022.
<b>Relationship with other Director/ Key Managerial Personnel</b>	Son of Mr. Suresh Bhojwani, Chairman and Managing Director and Mrs. Devika Bhojwani, Whole-time Director Not related to any other Director/Key Managerial Personnel.
<b>Number of meetings of the Board attended during the year 2023-24</b>	4 meetings

*Note: Remuneration paid to Mr. Karan Bhojwani, Whole-time Director during the financial year 2023-24 includes contribution to provident fund.*

**NOTES:**

1. Updation of bank account details is mandatory for all members (shareholders). 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 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (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 27<sup>th</sup> September, 2024 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 20<sup>th</sup> September, 2024 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 20<sup>th</sup> September, 2024.
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
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

Financial year	Date of declaration of Dividend	Date of transfer to unpaid Dividend Account	Last date for claim
2021-22	24/08/2022	30/09/2022	30/09/2029
2022-23	15/09/2023	22/10/2023	22/10/2030

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2016-17, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Download → Investors" Section on the Website of the Company viz. [www.brightbrothers.co.in](http://www.brightbrothers.co.in).

After the last date of claim, the company shall transfer the unpaid dividend to IEPF, including all benefits accruing on such shares, if any, and the same can be claimed only from the IEPF Authority by making a separate application to the IEPF Authority in Form IEPF-5 as prescribed under the Rules and the same is made available at IEPF website i.e. [www.iepf.gov.in](http://www.iepf.gov.in). In view of the above, the members are advised to send a written request for claiming unpaid dividend pertaining to the above years to 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/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023, electronic copies of the Notice of the Annual General Meeting alongwith Annual Report for the financial year 2023-24 is being sent to all the members whose email address are registered/ available with the Company/ Depository Participant as on cut -off date of 30<sup>th</sup> August, 2024.
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](http://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](http://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](mailto:invcom@brightbrothers.co.in) at least seven clear days in advance so that the information required can be made available at the meeting.
16. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company / RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.
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. 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, 2024 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](mailto:rnt.helpdesk@linkintime.co.in) and [invcom@brightbrothers.co.in](mailto:invcom@brightbrothers.co.in) on or before 20<sup>th</sup> September, 2024 at 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](mailto:rnt.helpdesk@linkintime.co.in), and [invcom@brightbrothers.co.in](mailto:invcom@brightbrothers.co.in). The aforesaid declarations and documents need to be submitted by the Members by 5:00 p.m. IST on 20<sup>th</sup> September, 2024. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at [https://liiplweb.linkintime.co.in/admin/DownloadFiles/8\\_FORM%2010F.pdf](https://liiplweb.linkintime.co.in/admin/DownloadFiles/8_FORM%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. The members may take note that 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- a) Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
  - b) Features - A user-friendly GUI.
  - c) Track Corporate Actions like Dividend/Interest/Bonus/split
  - d) PAN-based Investments - Provides access to linked PAN accounts, Company wise holdings and security valuations
  - e) Effortlessly Raise request for Unpaid Amounts
  - f) Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant
  - g) Statements - View entire holdings and status of corporate benefits.
  - h) Two-factor authentication (2FA) at Login - Enhances security for investors
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
  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 24<sup>th</sup> September, 2024 at 9.00 a.m. and ends on 26<sup>th</sup> September, 2024 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 20<sup>th</sup> September, 2024 (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](http://www.bseindia.com), Company i.e. [www.brightbrothers.co.in](http://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 9<sup>th</sup> 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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. 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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<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><b>Individual Shareholders holding securities in Physical mode/Non-Individual Shareholders holding securities in demat mode &amp; e-Voting Service Provider is LINKINTIME</b></p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>  A Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ol style="list-style-type: none"> <li>a. <b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> 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.</li> <li>b. <b>PAN:</b> 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.</li> <li>c. <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>d. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>* Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘c’ and ‘d’, shall provide their Folio Number in ‘d’ above</li> <li>* Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</li> </ul> </li> </ol> </li> <li>⇒ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>⇒ Click “confirm” (Your password is now generated).</li> </ol> <ol style="list-style-type: none"> <li>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ol>
<p><b>Institutional shareholders:</b></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 <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as ‘<b>Custodian / Mutual Fund / Corporate Body</b>’. 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 ‘<b>Custodian / Mutual Fund / Corporate Body</b>’ login for the Scrutinizer to verify the same.</p>

Type of shareholders	Login Method
<b>In case the Individual Shareholders, holding securities in Physical mode &amp; e-Voting service Provider is LINKINTIME, have forgotten the password:</b>	<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: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?</li> <li>Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</li> </ul> <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 (@!#\$%&amp;*), 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>
<b>In case Individual Shareholders, holding securities in demat mode with NSDL/ CDSL, have forgotten the password:</b>	<ul style="list-style-type: none"> <li>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.</li> <li>It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".</li> </ul>

**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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022- 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto: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* : 13<sup>th</sup> May, 2024

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

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

### Item No. 4: Ratification for payment of remuneration to Cost Auditors for the financial year 2024-2025

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 2024-2025 at a remuneration of ₹ 2,50,000 (Rupees Two 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 ₹ 2,50,000 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 for payment of remuneration to Mr. Karan Bhojwani (DIN: 06423542), Whole-time Director of the Company for remaining period of his term of 5 years

Mr. Karan Bhojwani was appointed as a Whole-time Director of the Company for a period of 5 years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 by members of the Company by passing a special resolution through Postal Ballot on 29<sup>th</sup> March, 2022. In the said resolution, the members had approved payment of remuneration for a period of three years i.e. from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025. Therefore, in the ensuing Annual General Meeting, the Company is seeking approval for payment of remuneration on the same terms and conditions which were previously approved by the members for the remaining period of his term which will begin from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2027.

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:

₹ 1,90,000 p.m. (Rupees One Lakh Ninety 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.

b. Allowances:

- i. House Rent Allowance payable monthly, equivalent to 50% of basic salary.
- ii. Leave Travel Allowance as per the Company's policy.
- iii. Other Allowances like Home Maintenance, Special Allowance, Education Allowance, Conveyance Allowance, Uniform Allowance and Soft furnishing Allowance as per 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:

- i. Contribution to Provident Fund
- ii. Superannuation Fund
- iii. Gratuity Premium

Except the Promoters of the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this 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. 5 of the Notice for approval of the members.

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

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

*Place* : Mumbai  
*Date* : 13<sup>th</sup> May, 2024

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

Route Map of the AGM venue

