

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 78th Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on 25th August, 2025 at 11:30 a.m. IST at "Walchand Hirachand Hall", 4th 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 31st March, 2025 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 31st March, 2025 together with the Report of Auditors thereon.

2. Declaration of Dividend:

To declare dividend on equity shares for the financial year 2024-25.

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.

SPECIAL BUSINESS:

4. Ratification for payment of remuneration to Cost Auditors for the financial year 2025-26:

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. Joshi Apte & Associates, Cost Accountants (Registration no.: 000240) 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, 2026, 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 approved.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Appointment of Secretarial Auditor of the Company for a term of 5 years:

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

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Board of Directors and Audit Committee of the Company, Ms. Purnima Shetty, (Individual) Company Secretary in Practice (Certificate of Practise Number: 14933), be and is hereby appointed at this 78th Annual General Meeting as the Secretarial Auditor of the Company for a term of 5 consecutive years, to conduct the Secretarial

Audit of five consecutive financial years from 1st April 2025 to 31st March, 2030 and to issue (i) the Secretarial Audit Report and Annual Secretarial Compliance Report under Regulation 24A of the Listing Regulations, during her term as a Secretarial Auditor at a remuneration to be determined by the Board of Directors of the Company or person(s) authorized by the Board.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. Approval for payment of remuneration to Mr. Suresh Bhojwani (DIN: 00032966), Chairman and Managing Director of the Company for remaining period of his term of 5 years:

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

“RESOLVED THAT pursuant to the

- i. 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force),
- ii. Articles of Association of the Company,
- iii. Nomination and Remuneration Policy of the Company and based on recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for payment of remuneration to Mr. Suresh Bhojwani (DIN: 00032966), Chairman and Managing Director of the Company with effect from 1st February, 2026 in excess of the limits prescribed under Schedule V of the Companies Act, 2013 as per the details and justification mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable for the remaining period of his term of appointment beginning from 1st February, 2026 and ending on 31st January, 2028 on the terms and conditions as stated in the explanatory statement annexed hereto.

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

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.”

7. Approval for payment of remuneration to Mrs. Devika Bhojwani (DIN: 08355381), Whole-time Director of the Company for remaining period of her 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

- i. 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force),
- ii. Articles of Association of the Company,

- iii. Nomination and Remuneration Policy of the Company and based on recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for payment of remuneration to Mrs. Devika Bhojwani (DIN: 08355381) for the remaining period of her term beginning from 1st October, 2025 and ending on 30th September, 2027 on the same terms and conditions which were previously approved by the members by passing a special resolution in the Annual General Meeting held on 24th August, 2022 and subject to the limits of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Devika Bhojwani, Whole-time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee and Audit 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.”

8. Re-appointment of Mr. Anil Kumar Bhandari (DIN:00031194) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Anil Kumar Bhandari (DIN: 00031194), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 9th September, 2020 till 8th September, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 9th September, 2025 till 8th September, 2030 (both days inclusive).

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 considered necessary, desirable and expedient for giving effect to this resolution.”

9. Payment of Commission to Non-executive Directors:

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of commission to the Non-executive Directors of the Company, being such sum as the Board of Directors may determine on the basis of the recommendation of the Nomination and Remuneration Committee (to be divided in such proportion as may be determined by the Board of Directors from time to time) provided that such commission shall not exceed one percent of the net profits of the Company as determined in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Act for a period of five years commencing from 1st April, 2025 to 31st March, 2030.

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

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 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 : 10th May, 2025

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/SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE 78TH ANNUAL GENERAL MEETING**

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

Name	Mr. Suresh Bhojwani	Mr. Anil Kumar Bhandari
DIN	00032966	00031194
Designation	Chairman & Managing Director	Independent Director
Date of Birth and age	16 th April 1948, 77 years	18 th June, 1944 81 years
Date of Appointment	1 st February, 2001	12 th November, 2020
Qualifications	Graduate in Engineering and Management, Boston University, USA	Graduate in Economics from Madras University and Masters in Economics from North Eastern University, Boston, USA
Experience (including expertise in specific functional area)	Mr. Suresh Bhojwani has five decades of experience in Plastics Industry. He was Past Elected Member of Automotive Component Manufacturers Association (ACMA) Executive Committee. Further, he was Past President and is currently an Elected Member of the Organization of Plastic Processors of India (OPPI) Executive Committee.	Mr. Anil Kumar Bhandari is a second generation coffee grower in Coorg, Karnataka for more than 50 years. He was nominated to the Coffee Board of India by the Ministry of Commerce and has served as its Vice Chairman. He has vast experience in Business Management, Operations and Strategic Planning. For additional details please refer explanatory statement to the AGM notice.
Number of equity shares held in the Company as on 31st March, 2025	16,57,728 Equity shares	1,000 Equity shares
List of Public Companies in which Directorships held as on 31st March, 2025 (other than Bright Brothers Limited)	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
Remuneration Last Drawn in the year 2024-25	₹ 91.91 lakhs	Not Applicable
Remuneration proposed to be paid	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)	No relationship with any other Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year 2024-25	5 meetings	5 meetings

Note: Remuneration paid to Mr. Suresh Bhojwani, Managing Director during the financial year 2024-25 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 MUFG 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 MUFG Intime India Pvt. Ltd.
2. Members who are holding shares in physical form are requested to dematerialize the same to ensure safe and speedy transaction in securities.
3. Members are requested to register nomination in respect of their holdings in shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his/her nominee without having to go through the process of obtaining succession certificate/probate of the Will etc.
4. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in Item Nos. 4 to 9 above, is annexed hereto.
5. A Member entitled to attend and vote 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. 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 25th August, 2025 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 18th August, 2025 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 18th August, 2025.
7. 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.
8. 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 MUFG Intime India Private Limited.
9. 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
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
2021-22	24/08/2022	30/09/2022	30/09/2029
2022-23	15/09/2023	22/10/2023	22/10/2030
2023-24	27/09/2024	03/11/2024	03/11/2031

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2017-18, on the website of the IEPF viz. www.iepf.gov.in and under "Download → Investors" Section on the Website of the Company viz. <https://brightbrothers.co.in/transfer-of-shares-to-investor-education-and-protection-fund-iepf/>

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 MCA website i.e. www.mca.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 MUFG Intime India Private Limited, Registrar and Transfer Agent (RTA) for crediting unpaid dividend directly in your bank account through NEFT.

10. 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 MCA Circulars and SEBI Regulations, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories") and letter containing weblink showing exact path of Annual Report is being sent to those shareholders who have not registered their email addresses. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://brightbrothers.co.in/annual-report/> and BSE's website www.bseindia.com. Members are entitled to receive such Annual Report in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id invcom@brightbrothers.co.in.
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 Relations tab. 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. MUFG 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. 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 optout 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, 2025 as well as the relevant provisions of the Income Tax Act/Rules. The Members are requested to update their PAN with the Company/MUFG Intime India Private Limited (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@in.mpms.mufg.com and invcom@brightbrothers.co.in on or before August 14, 2025 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@in.mpms.mufg.com and invcom@brightbrothers.co.in. The aforesaid declarations and documents need to be submitted by the Members by 5:00 p.m. IST on August 14, 2025. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on MUFG Intime India Private Limited website at https://web.in.mpms.mufg.com/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 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 "MUFG 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.in.mpms.mufg.com/>
- 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 August 22, 2025 at 9.00 a.m. and ends on August 24, 2025 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on August 18, 2025 (cut-off date) may cast their vote electronically. The remote voting module shall be disabled by MUFG 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. <https://www.bseindia.com/stock-share-price/bright-brothers-ltd/brightbr/526731/voting-results/>, Company i.e. <https://brightbrothers.co.in> and MUFG 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 MUFG 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) REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 – Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
 - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/Easiest facility

Shareholders who have registered/ opted for CDSL Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Loginorwww.cdslindia.com>.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

* Shareholders holding shares in *NSDL form*, shall provide 'D' above

** Shareholders holding shares in *physical form* but have not recorded 'C' and 'D', shall provide their Folio number in '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).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "Login" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/Mutual Fund")**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2– Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

* *File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button.(The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity).The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 – VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 – VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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
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

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body / Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders 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".

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai

Date : 10th May, 2025

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: Ratification for payment of remuneration to Cost Auditors for the financial year 2025-2026

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ('the Act') and Rule 3 of Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), the Company has to conduct audit of its cost records. Accordingly, the Board of Directors, based on the approval of Audit Committee at its meeting held on 10th May, 2025, have approved the appointment of M/s. Joshi Apte and Associates as Cost Auditor of the Company for the financial year 2025-26.

Brief profile of Cost Auditors

The Cost Auditor has provided written consent for such appointment and has also provided a certificate stating that the auditor is eligible for appointment and is not disqualified under the provisions of the aforesaid Act and the Rules. Further, the appointment is within the limits laid down under the Act and Rules and there are no proceedings against the Cost Auditor or audit firm or partner or partner of the audit firm pertaining to professional matters of conduct.

The Board of Directors of the Company, on the recommendation of the Audit Committee, have approved the appointment of M/s. Joshi Apte and Associates, Cost Accountants for the financial year 2025-2026 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. Joshi Apte and Associates has furnished a certificate regarding its eligibility for appointment as Cost Auditors of the Company and they have 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. Joshi Apte and Associates 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: Appointment of Secretarial Auditor of the Company for term of consecutive 5 years:

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report (Form MR-3) given by a practicing Company Secretary in the format as may be prescribed. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 authorises the Board of Directors to appoint Secretarial Auditor.

Further, as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations) read with SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) the Secretarial Auditor shall be appointed by members of the Company.

In accordance with the aforesaid provisions, the Board of Directors, based on the approval of Audit Committee at its meeting held on 10th May, 2025, have approved the appointment of Ms. Purnima Shetty, (Individual) Company Secretaries in practice, (Certificate Of Practice Number: 14933), as Secretarial Auditor of the Company for a period of 5 consecutive financial years commencing from upon 1st April, 2025 upto 31st March, 2030 subject to approval of the members of the Company in this Annual General Meeting. Further, the Secretarial Auditor shall issue the Secretarial Audit Report and Annual Secretarial Compliance Report as per Regulation 24A of the Listing Regulations annually during the aforesaid Term.

Ms. Purnima Shetty has given her consent for the said appointment and has also confirmed that her appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. She has further confirmed that she is not disqualified to be appointed as Secretarial Auditor in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid Circular.

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

Item No. 6: Approval for payment of remuneration to Mr. Suresh Bhojwani (DIN: 00032966), Chairman and Managing Director of the Company for remaining period of his term of 5 years

Mr. Suresh Bhojwani, Chairman and Managing Director of the Company has five decades of experience in Plastics Industry. He graduated in Engineering and Management from Boston University, USA. Before his appointment as Whole-time Director of Bright Brothers Limited, he was the Managing Director of Brite Automotive Plastics Ltd. which later merged into Bright Brothers Ltd. in 2000. Further, he was appointed as Whole-time Director of Bright Brothers Ltd. in 2001 and later on, he was appointed as Chairman and Managing Director in 2008.

The business acumen, skill, expertise and experience of Mr. Bhojwani have been an invaluable contribution to the growth and success of the Company. Under his leadership, the Company has expanded its business and manufacturing base by setting up new manufacturing units in India and USA. The 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.

Therefore, as per proviso to section 196(3)(a) of the Companies Act, 2013, the continuation of his appointment as Managing Director (who has attained age of seventy years) is justified. Further, the Board of Directors upon seeking recommendation of the Nomination and Remuneration Committee has proposed that the present remuneration drawn by Mr. Suresh Bhojwani be increased so that the same commensurate with his age and experience.

During the re-appointment of Mr. Suresh Bhojwani as a Chairman and Managing Director at the AGM held on 24th August, 2022 for a period of five years, the members had approved payment of remuneration for a period of three years i.e. from 1st February, 2023 to 31st January, 2026. Therefore, in the ensuing Annual General Meeting, the Company is seeking approval for payment of remuneration on the terms and conditions as mentioned below for the remaining period of his term which will begin from 1st February, 2026 to 31st January, 2028. Brief profile of Mr. Suresh Bhojwani as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

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:

The Basic Salary shall be increased from ₹ 5,50,000 p.m. (Rupees Five Lakh Fifty Thousand only) upto the maximum limit of ₹ 9,50,000 p.m. (Rupees Nine Lakh Fifty 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 within the aforesaid limits.

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 medical expenses.
- iii. Reimbursement of expenses incurred for purchase of books and periodicals.
- iv. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- v. Reimbursement of Membership fees of two clubs in India (excluding admission and life membership fees).

- vi. Reimbursement of charges pertaining to gas, electricity, water and any other utility bills.
- vii. Reimbursement of expenses incurred by the Director on behalf of the Company.
- viii. Provision of Car with driver for official as well as personal use.
- ix. 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 the 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) or any other such authority.

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 additional information as required to be mentioned as per schedule V of the Companies Act, 2013 has been included in the Annual Report. Further, the proposed remuneration of Mr. Suresh Bhojwani is comparable to that drawn by the peers in the similar capacity in the Industry.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval of the members.

Item No. 7: Approval for payment of remuneration to Ms. Devika Bhojwani (DIN: 08355381), Whole-time Director of the Company for remaining period of her term of 5 years.

Ms. Devika Bhojwani was appointed as a Whole-time Director of the Company for a period of 5 years from 1st October, 2022 to 30th September, 2027 by members of the Company by passing a special resolution in the AGM held on 24th August, 2022. In the said resolution, the members had approved payment of remuneration for a period of three years i.e. from 1st October, 2022 to 30th September, 2025. Therefore, in the ensuing Annual General Meeting, the Company is seeking approval for payment of remuneration on the same terms and conditions as approved by members in the AGM held on 24th August, 2022 for the remaining period of her term which will begin from 1st October, 2025 to 30th September, 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:

₹ 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 medical expenses.
- iii. Reimbursement of expenses incurred for purchase of books and periodicals.

- iv. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- v. Reimbursement of Membership fees of two clubs in India (excluding admission and life membership fees).
- vi. Reimbursement of charges pertaining to gas, electricity, water and any other utility bills.
- vii. Reimbursement of expenses incurred by the Director on behalf of the Company.
- viii. Provision of Car with driver for official as well as personal use.
- ix. 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) or any other such authority.

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 additional information as required to be mentioned as per schedule V of the Companies Act, 2013 has been included in the Annual Report. Further, the proposed remuneration of Mrs. Devika Bhojwani is comparable to that drawn by the peers in the similar capacity in the Industry.

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

Item No. 8: Re-appointment of Mr. Anil Kumar Bhandari (DIN:00031194) as an Independent Director of the Company:

Mr. Anil Kumar Bhandari (DIN: 00031194) is currently an Independent Director of the Company and Chairman of the Audit Committee.

Mr. Anil Bhandari was appointed as an Independent Director of the Company by the Members at the 73rd Annual General Meeting of the Company held on 12th November, 2020 for a period of 5 (five) consecutive years commencing from 9th September, 2020 till 8th September, 2025 (both days inclusive). His vast experience in Business Management, Operations and Strategic Planning has guided the Company during his tenure as an Independent Director. Therefore, his re-appointment as Independent Director for the second term of five consecutive years is justified as per Regulation 17(1A) of the Listing Regulations. Brief profile of Mr. Anil Kumar Bhandari as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 10th May, 2025 proposed the re-appointment of Mr. Anil Bhandari as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 9th September, 2025 upto 8th September, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Further, Mr. Anil Bhandari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Anil Bhandari has also confirmed that he has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and is eligible for re-appointment for a second term on the Board of the Company.

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

The Board recommends the special resolution as set out at Item no. 8 of the Notice for approval by the members.

Item No. 9: Payment of Commission to Non-executive Directors:

The Members of the Company at their Annual General Meeting held on 12th November, 2020 had approved, the payment of remuneration by way of commission to the Non-executive Directors of the Company, a sum not exceeding 1% of the net profit of the Company computed in accordance to Section 198 of the Companies Act, 2013 ("Act") to be determined and distributed among the aforesaid Directors of the Company for a period of five years commencing from 1st April, 2020, in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings which each of the aforesaid Directors may be entitled to receive.

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

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

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

In view of the above, the Board of Directors, on the recommendations of Nomination and Remuneration Committee, subject to approval of the Members, approved the payment of commission to Independent Directors, not exceeding 1 % of the net profits of the Company for Financial Year 2025-26 and onwards, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

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

Except the Non-executive Directors of the Company, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 9.

The Board recommends the special resolution as set out at Item no. 9 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 : 10th May, 2025

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

Route Map of the AGM venue

