

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 79th Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Friday, 18th September, 2026 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, 2026 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, 2026 together with the Report of Auditors thereon.

2. Declaration of Dividend:

To declare dividend on equity shares for the financial year 2025-26.

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

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

SPECIAL BUSINESS:

4. Ratification for payment of remuneration to Cost Auditors for the financial year 2026-27:

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, 2027, 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. Re-appointment of Mr. Kuchimanchi Viswanath (DIN: 00547132) 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. Kuchimanchi Viswanath (DIN: 00547132), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing

from 27th May, 2022 till 26th May, 2027 (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 27th May, 2027 till 26th May, 2032 (both days inclusive).

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorized to take all such steps as may be considered necessary, desirable and expedient for giving effect to this resolution.”

6. Re-appointment of Mr. Karan Bhojwani (DIN: 06423542) as Whole-time Director and payment of remuneration.

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

“**RESOLVED THAT** pursuant to the:

- 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) Regulations, 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, approval of the members of the Company be and is hereby accorded for re-appointment Mr. Karan Bhojwani (DIN: 06423542), as Whole-time Director, who is liable to retire by rotation, for a period of five years with effect from 1st April, 2027 to 31st March, 2032 as his term of office is liable to determination by expiry of the previous term of appointment and shall be paid remuneration as per the Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and on the basis of the terms and conditions as contained in the agreement to be entered between the Company and Mr. Karan Bhojwani and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee be and are hereby authorized to alter and vary the terms and conditions as may be permissible under law in the best interest of the Company and on the terms of remuneration and perquisites as set out in the explanatory statement.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit in any financial year comprised in the period of appointment, the Company will pay remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

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 : 11th August, 2026

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 RE-APPOINTMENT AT THE 79TH ANNUAL GENERAL MEETING

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

Name	Mr. Karan Bhojwani	Mrs. Devika Bhojwani	Mr. Kuchimanchi Viswanath
DIN	06423542	08355381	00547132
Designation	Whole-time Director	Whole-time Director	Independent Director
Date of Birth and age	30 th April, 1979, 47 years	18 th April, 1953, 73 years	6 th September, 1955, 70 years
Date of Appointment	1 st April, 2022	1 st April, 2019	27 th May, 2022
Qualifications	Studied Business Management at Bryant College, United States of America and International Baccalaureate at United World College, Singapore.	Graduated from J. J. School of Arts with Distinction in Design	Graduated as a Bachelor of Commerce from Bangalore University and a Fellow Member of the Institute of Chartered Accountant of India since 1983. He is a Certified Internal Auditor and holds a Certificate in Information Systems Auditing. He studied at the IIM Ahmedabad and holds a Certificate in Corporate Governance from Indian Institute of Corporate Affairs. He has been co-opted as a Member of Internal Audit Standards Board of the Institute of Chartered Accountants of India (ICAI) for the Council Year 2026-27.
Experience (including expertise in specific functional area)	He is associated with the Company since 2003. He has immense knowledge of the industry in which the Company operates and its business operations.	She is an artist, an educationist and a business woman who has contributed immensely towards various art festivals and has also set up an NGO at Tata Memorial Hospital for creating cancer awareness. She has received many awards and honours.	He has immense knowledge and vast experience in the fields of Audit & Assurance and he also specializes in Corporate Tax Advisory Services.
Number of equity shares held in the Company as on 31st March, 2026	17,500 Equity shares	41,300 Equity shares	Nil
List of Public Companies in which Directorships held as on 31st March, 2026 (other than Bright Brothers Limited)	Nil	Nil	Nil

Name	Mr. Karan Bhojwani	Mrs. Devika Bhojwani	Mr. Kuchimanchi Viswanath
Chairman/member of the Committees of the Board of the Companies in which She/he is a Director (other than Bright Brothers Limited)	Nil	Nil	Nil
Remuneration Last Drawn in the year 2025-26	₹ 80.00 lakhs	₹ 23.00 lakhs	Not Applicable
Remuneration proposed to be paid	As detailed in the explanatory statement	As detailed in the explanatory statement	As detailed in the explanatory statement
Relationship with other Director/ Key Managerial Personnel	Son of Mr. Suresh Bhojwani (Chairman and Managing Director) and Mrs. Devika Bhojwani (Whole-time Director)	Spouse of Mr. Suresh Bhojwani (Chairman & Managing Director) and Mother of Mr. Karan Bhojwani (Whole-time Director)	No relationship with any other Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year 2025-26	5 meetings	4 meetings	5 meetings

Note: Remuneration paid to Mr. Karan Bhojwani and Devika Bhojwani, Whole-Time Directors during the financial year 2025-26 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, 5 and 6 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. A Corporate Member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board resolution authorizing such representative to attend and vote on its behalf at the Meeting.

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 September 18, 2026 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 September 11, 2026 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 September 11, 2026.
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 MUFG 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
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
2024-25	25/08/2025	01/10/2025	01/10/2032

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2018-19, under "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 after obtaining entitlement letter from the Company/RTA 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.

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 MCA Circulars and SEBI Regulations, Notice of the AGM along with the Annual Report 2025-26 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 web-link 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 2025-26 will also be available on the Company's website <https://brightbrothers.co.in/annual-report/>, BSE's website www.bseindia.com. and also available on the website of our RTA i.e. MUFG Intime India Pvt. Ltd. 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. 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.
15. 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.
16. 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.
17. 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 Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
18. A Resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121 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 investor. helpdesk@in.mpms.mufig.com and invcom@brightbrothers.co.in on or before 11th September 2026 at 5:00 p.m. Form 121 are available on MUFG Intime India Private Limited website at <https://web.in.mpms.mufig.com/admin/DownloadFiles/Form-No-121.pdf> 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).
19. 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 41 or any other document which may be required to avail the tax treaty benefits by sending an email to investor.helpdesk@in.mpms.mufig.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 11th September 2026. The formats of No PE Declaration (including beneficial ownership) and Form 41 are available on MUFG Intime India Private Limited website at <https://web.in.mpms.mufig.com/admin/DownloadFiles/Form-No-41.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.
20. 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.
21. 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
22. 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.
23. Documents for inspection:
- A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company;
 - B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and
 - C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
24. The remote e-voting period e- commences from 15th September, 2026 at 9.00 a.m. and ends on 17th September, 2026 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 11th September 2026 (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.
25. Mr. Abhishek Prakash, Practicing Company Secretary (C.P. No. 13269) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
26. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through 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.
27. Results of voting shall be declared within 48 hours from the conclusion of the meeting and the declared results along with the report of the scrutinizer shall be accessed on the website of BSE Limited i.e. <https://www.bseindia.com/stock-share-price/bright-brothers-ltd/brightbr/526731/voting-results/>, Company i.e. <https://brightbrothers.co.in/voting-result/> in the "Annual General Meeting" Tab and MUFG Intime India Private Limited i.e. <https://instavote.linkintime.co.in>

28. Voting through electronic means/Ballot Paper:

- (a) In compliance with provisions of Section 108 of the Act and Rules issued thereunder and Regulation 44 of Listing Regulations, Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by 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) INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, 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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- 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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.

- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- 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.
- 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 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. 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.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. 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 ‘point 4’ above.
 - Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.

- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- 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".
- Enter "16-digit Demat Account No."
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

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.mufig.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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

Individual 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.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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
- Further Click on “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 above mentioned depository / depository participants website.

General Instructions - Shareholders

- 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 : 11th August, 2026

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 2026-2027

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 12th May, 2026, have approved the appointment of M/s. Joshi Apte and Associates as Cost Auditor of the Company for the financial year 2026-27.

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 2026-2027 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 considering their 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: Re-appointment of Mr. Kuchimanchi Viswanath (DIN: 00547132) as an Independent Director of the Company:

Mr. Kuchimanchi Viswanath (DIN: 00547132) is currently an Independent Director of the Company and Chairman of the Nomination and Remuneration Committee.

Mr. K. Viswanath was appointed as an Additional Independent Director of the Company by the Directors at its Board meeting held on 27th May, 2022 and his appointment for a period of 5 (five) consecutive years commencing from 27th May, 2022 till 26th May, 2027 (both days inclusive) was approved by the members at 75th Annual General Meeting of the Company held on 24th August, 2022. His deep knowledge and vast experience in Audit, Assurance and Corporate Tax Advisory Services have been instrumental in guiding the Company during his tenure as an Independent Director. Further, he has been co-opted as a Member of Internal Audit Standards Board of the Institute of Chartered Accountants of India (ICAI) for the Council Year 2026-27.

At present, the age of Mr. K. Viswanath is 70 years and during his second tenure after re-appointment as Independent Director (subject to approval of the members at the ensuing AGM), he will attain age of 75 years. As per Regulation 17(1A) of the Listing Regulations, his re-appointment is justified considering his immense knowledge and contribution he has done during the first term of his tenure as an Independent Director. Brief profile of Mr. K. Viswanath 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 12th May, 2026 proposed the re-appointment of Mr. K. Viswanath as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 27th May, 2027 upto 26th May, 2032 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Further, Mr. K. Viswanath has confirmed that:

- i. he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- ii. he is not debarred from holding office as a Director of the Company, by virtue of any order issued by the Securities and Exchange Board of India or any other such authority;
- iii. 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.

Further, has given his consent to act as Independent Director of the Company in terms of Section 152 of the Act for the second term of 5 (five) consecutive years commencing from 27th May, 2027 upto 26th May, 2032 (both days inclusive) subject to approval of members.

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

The Board recommends the special resolution as set out at Item no. 5 of the Notice for approval by the members.

Item No. 6: Re-appointment of Mr. Karan Bhojwani (DIN: 06423542) as Whole-time Director and payment of remuneration.

The Board of Directors at its meeting held on 11th February, 2022 had approved the appointment of Mr. Karan Bhojwani as Whole-time Director of the Company and the same was approved by Members of the Company by passing a special resolution through Postal Ballot on 30th March, 2022. Accordingly, Mr. Karan Bhojwani was appointed as a Whole-time Director of the Company for the period of 5 (five) consecutive years commencing from 1st April, 2022 to 31st March, 2027.

During his tenure as Whole-time Director, he led the Company's overall business operations. He played a key role in diversifying activities, broadening the customer base, and establishing new facilities both within India and internationally.

The Nomination and Remuneration Committee and the Board of Directors have acknowledged Mr. Karan Bhojwani's dedicated efforts and thorough approach in handling the Company's key business transactions.

As the Company has benefited with the invaluable contribution of Mr. Karan Bhojwani during his tenure, the Board of Directors, upon seeking recommendation from the Nomination and Remuneration Committee, Audit Committee at their respective meetings held on 12th May, 2026, has considered his re-appointment as Mr. Karan Bhojwani as Whole-time Director for a further period of five years, subject to the approval of members of the Company. The brief profile of Mr. Karan Bhojwani as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, hereinafter referred to as "Listing Regulations", is given as an annexure to this Notice. The Company has received consent from Mr. Karan Bhojwani for re-appointment as Whole-time Director of the Company

Taking into consideration the duties and responsibilities of the Director, the prevailing managerial remuneration in industry and on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board at its meeting held on 11th August, 2026 has approved the following terms and conditions of re-appointment and remuneration of Mr. Karan Bhojwani as Whole-time Director, subject to approval of the members of the Company:

Term of appointment	5 years (1 st April, 2027 to 31 st March, 2032)
Term of remuneration	3 years (1 st April, 2027 to 31 st March, 2030)

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:

The Basic Salary shall be increased from Rs.2,86,620 p.m. (Rupees Two Lakhs Eighty Six thousand Six Hundred and Twenty only) upto the maximum limit of ₹ 4,50,000 p.m. (Rupees Four 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 and Audit Committee, subject to the provisions of under Schedule V of the Companies Act, 2013.

b. Allowances:

- i. House Rent Allowance payable monthly, upto 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:

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

Further, Mr. Karan Bhojwani has confirmed that:

- i. he is not disqualified from being appointed as Director in terms of Section 164 of the Act and
- ii. he is not debarred from holding office as a Director of the Company, by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Except Mr. Karan Bhojwani and his relatives (including Mr. Suresh Bhojwani and Mrs. Devika 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 Mr. Karan Bhojwani is proposed 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. 6 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 : 11th August, 2026

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

Route Map of the AGM venue

