



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies
(Management and Administration) Rules

To,
The Chairman,
Bright Brothers Limited

70th Annual General Meeting of Equity shareholders of Bright Brothers Limited to be held on Thursday, 10th August 2017 at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020 at 11.00 a.m.

1. Appointment as a Scrutiniser

Pursuant to resolution passed by the Board of the Bright Brothers Limited (hereinafter referred as 'Company') at its meeting held on 08th May, 2017, I have been appointed as scrutiniser for the Remote e-voting (clause (ix) sub rule (4) of Rule 20) held between Monday, August 07, 2017 at 09.00 a.m. till Wednesday, August 09, 2017 at 05.00 p.m.

2. Cut-off date

The cut off date for the purposes of identifying shareholders, who will be entitled to vote on the resolutions as proposed in the Notice, was Friday, August 04, 2017. The Remote e-voting facility as prescribed under rules was kept open for three days from Monday, August 07, 2017 at 09.00 a.m. till Wednesday, August 09, 2017 at 05.00 p.m.



3. Remote E-Voting

The Company has availed facility of National Securities Depository Limited (NSDL) for extending the facility of remote e-Voting to the shareholders of the Company. NSDL has provided a system of recording votes of the shareholder electronically on all items of Business (both ordinary and special) sought to be transacted at 70th Annual General Meeting of the Company. NSDL had extended the said facility via website <https://www.evoting.nsdl.com/>.

The notices sent contained detailed procedure in point 15 in notes to the notice of AGM, to be followed by shareholders who were desirous to cast their votes electronically under Rule 20 of Companies (Management and Administration) Rules, 2014 as amended.

At the end of Voting period on 09th August 2017, the voting portal was duly blocked restricting any further votes as per the requisite. On August 10, 2017 the votes cast by using Remote E-voting facility were duly unblocked by me as scrutiniser in the presence of Mr. Hardik Shah and Mr. Jainesh Doshi as witnesses, as prescribed.

- Further, the Company extended Ballot forms to the Shareholders in lieu of Remote E-voting. The said forms were duly verified and taken on record for the report.

4. Voting at the AGM

A Ballot Box was kept for the purpose of voting through ballots was duly locked and were opened on closure of the meeting in front of aforementioned witnesses and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by Company/Registrar and Transfer Agents of the Company.

5. Results

Based on the votes made available, 7 members have cast their votes via Remote E-Voting, 16 have availed ballot forms against E-voting & 19 have availed polling facility at the AGM Venue.

- The Consolidated Results with respect to each item of the agenda as set out in the notice of 70th AGM dated 10th August, 2017 is mentioned below.



1) Ordinary Resolution

Resolution : Consideration and adoption of Audited financials as on 31.03.2017 along with Report of Directors and Auditor's Report thereon

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
	Assent	23	3149559	19	221	42	
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	23	3149559	19	221	42	3149780	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority

2) Ordinary Resolution

Resolution : To declare of dividend on Equity Shares for the Financial year 2016-17

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
	Assent	23	3149559	19	221	42	
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	23	3149559	19	221	42	3149780	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority



3) Ordinary Resolution

Resolution : Re-Appointment Director in place of Smt. Hira Bhojwani (DIN: 00032997), who retires by rotation, and being eligible, offers herself for re-appointment

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	288714	19	221	29	288935	100.00
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	10	288714	19	221	29	288935	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority

4) Ordinary Resolution

Resolution : Appointment M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 102358W) as Statutory Auditors of the Company

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	23	3149559	19	221	42	3149780	100.00
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	23	3149559	19	221	42	3149780	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority



5) Special Resolution

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

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	288714	19	221	29	288935	100.00
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	10	288714	19	221	29	288935	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority

6) Special Resolution

Resolution : Payment of Remuneration to Mr. Karan Bhojwani – Vice President (Operations)

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	288714	19	221	29	288935	100.00
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	10	288714	19	221	29	288935	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority



7) Ordinary Resolution

Resolution : Payment of Remuneration to Cost Auditors for the financial year 2017-18.

Particulars	Remote E Voting (including Ballot)		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	23	3149559	19	221	42	3149780	100.00
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	23	3149559	19	221	42	3149780	100.00

Based on the afore said results we report that the ordinary Resolution as contained above has been passed with requisite majority

All the above mentioned resolutions were passed with requisite majority.

The electronic data and all other relevant records relating to the remote e-voting and poll is under safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You
Yours faithfully

Abhishek Prakash



CS Abhishek Prakash
Proprietor | COP no. 13269
Date: August 11, 2017
Place: Mumbai