

BRIGHT BROTHERS LIMITED

Corporate Identification Number (CIN): L25209MH1946PLC005056

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

• Tel.: 91 8828204635 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 28 th February, 2023 at 9.00 hrs IST	Wednesday, 29 th March, 2023 at 17.00 hrs IST

Notice is hereby given to the Members of Bright Brothers Limited ("the Company"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 3/2022 dated 5th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") to transact the special business as set out hereunder for seeking approval of the members of the Company through Postal Ballot by voting through electronic means ("Remote e-voting").

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, **Bright Brothers Limited** ("Company") is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.brightbrothers.co.in

SPECIAL BUSINESS:-

1. Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether immovable assets, movable current assets or stock-in-trade, work-in-progress and the whole or substantially the whole of any of the undertakings of the Company, present and future, in such form and in such manner and on such terms and conditions as the Board of Directors of the Company may consider and think fit and proper in the interest of the Company in favour of the Banks/ Financial Institutions/ other working capital/ term lenders ("the Lenders") to secure all credit facilities including loans or non-fund based facilities availed/ to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowing.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise the documents and deeds as may be applicable for creating appropriate mortgage and/ or charge on such of the immovable and/ or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors, and perform all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charges as aforesaid and to delegate all or any of these powers to the Managing Director or Whole-time Director of the Company.”

2. Appointment of Mr. Indru G. Advani (DIN 02036028) as an Independent Director:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the recommendation of the Nomination and Remuneration Committee, Mr. Indru G. Advani (DIN 02036028), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 1st April, 2023 till 31st March, 2028 and to whom remuneration shall be paid in the form of sitting fees for attending meetings and profit-related commission, if any, as approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 : 13th February, 2023

Registered Office:

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

ANNEXURE TO THE NOTICE

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015)

Name of Director	Mr. Indru G. Advani
Current Designation	Currently Mr. Indru G. Advani does not hold any designation in the Company
Date of Birth and age	30 th November, 1947, Age 75 years
Date of proposed Appointment as a Director	1 st April, 2023
Qualifications	i. B. E. (Mechanical) 1965-70 from Maharaja Sayajirao University ii. Post Graduate Diploma in Operations Management 1971-72 from Jamnalal Bajaj Institute of Management Studies (Bombay University)
Experience in specific functional area	Engineering, Marketing, Project Management, Operations, Growth Strategies
Number of equity shares held in the Company as on 10 th February, 2023	3,775 equity shares
List of Public Companies in which Directorships held as on 10 th February, 2023 (Excluding Private limited companies)	NIL
Chairman/member of the Committees of the Board of the Companies in which he is a Director	Not applicable
Remuneration Last Drawn	Not applicable
Remuneration proposed to be paid	As mentioned in the special resolution in the Notice of Postal Ballot and explanatory statement annexed to the said Notice.
Relationship with other Director/Key Managerial Personnel	No relationship with any other Director/ Key Managerial Personnel

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
- The Company has appointed Mr. Abhishek Prakash (FCS 35941: COP 13269) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
- In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Link Intime India Private Limited, the Company's Registrars and Transfer Agents ('RTA') as on **Friday, 17th February, 2023 ('Cut-Off Date')** and whose email addresses are registered with the Company RTA/Depositories/Depository Participant (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **Friday, 17th February, 2023**.
- Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the Company's RTA, Link Intime India Pvt. Ltd., Unit: Bright Brothers Ltd., C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083, Maharashtra or the scanned copies of the documents may alternatively be mailed to Bright Brothers Limited on the email id invcom@brightbrothers.co.in. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses. As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on, Friday, 17th February, 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. This Notice is also available on the Company's website i.e. www.brightbrothers.co.in and also on the website of stock exchange i.e. www.bseindia.com and on the website of Link Intime India Private Limited at www.linkintime.co.in.
7. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
8. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice. A Member shall only avail this facility as per the instructions provided herein.
9. The voting period begins at 9.00 hours IST on Tuesday, 28th February, 2023 and ends at 17.00 hours IST on Wednesday, 29th March, 2023. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board and declares the result of the voting forthwith after completion of the scrutiny. The results of the voting by Postal Ballot will be announced on Thursday, 30th March, 2023. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday, 29th March, 2023.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Results of voting along with the report of the scrutinizer shall be accessed on the website of BSE Limited i.e. www.bseindia.com, Company i.e. www.brightbrothers.co.in and Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.

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

Suresh Bhojwani
Chairman & Managing Director
DIN: 00032966

Place : Mumbai

Date : 13th February, 2023

Registered Office:

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

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have link of e-Voting service provider i.e. LINKINTIME. Click on “LINKINTIME” and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. • Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode & e-Voting Service Provider is LINKINTIME	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ol style="list-style-type: none"> A. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> 1. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 2. PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. 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. <ul style="list-style-type: none"> * Shareholders/ members holding shares in physical form but have not recorded ‘c’ and ‘d’, shall provide their Folio Number in ‘d’ above B. 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). C. Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
Institutional shareholders:	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the Board Resolution / Authority letter/ Power of Attorney etc. together with attested specimen signature of the duly Authorised Representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.</p>

Type of shareholders	Login Method
In case the Individual Shareholders, holding securities in Physical mode & e-Voting service Provider is LINKINTIME, have forgotten the password:	<ul style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password ? option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'. In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
In case Individual Shareholders, holding securities in demat mode with NSDL/ CDSL, have forgotten the password:	<ul style="list-style-type: none"> Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:	Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL:	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL:	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

Item no. 1: Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

The Company has availed lending facilities namely, Term Loan, Sales Invoice Finance and Overdraft facility from Kotak Mahindra Bank Ltd. and Yes Bank Limited. Pursuant to the sanctioning of the said facilities, the Company is required to create charge on its assets (movable and immovable) by way of mortgage/ hypothecation/ pledge to secure repayment of the borrowings. As creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act 2013 Accordingly, the Special Resolution set out under Item no. 1 of the notice is submitted to the members for their approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item no. 2: Appointment of Mr. Indru G. Advani (DIN 02036028) as an Independent Director

Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors has considered and approved appointment of Mr. Indru Advani as an Independent Director of the Company with effect from 1st April, 2023, subject to approval of the members of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Nomination and Remuneration Committee has recommended his appointment as an Independent Director for a period of five consecutive years.

His brief profile as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations.

He has more than 40 years of experience in Plastics Industry. He has expertise and experience in Engineering, Marketing, Project Management, Operations, Strategy and Finance. He was associated with Bright Brothers Limited for a period of 37 years i.e. from 1970 to 2007 and he was also appointed as a Chief Executive Officer. He was then associated with Automotive supply company of Sintex namely, Sintex-BAPL as a Director, President and CEO of the Company and he resigned in 2017. He is now associated with the Operations and Compliance of two Non-government Organisations namely, E-Teach and Sanctuary Nature Foundation.

Mr. Indru Advani has also confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA) and in terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Company has also received:

- i. consent in writing to act as an Independent Director;
- ii. Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013;
- iii. Declaration that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations;
- iv. a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI);
- v. Registration certificate for Independent Director's Databank registration.

Except Mr. Indru Advani, 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. 2 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 : 13th February, 2023

Registered Office:

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