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PRACTISING COMPANY SECRETARY

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CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman,
Bright Brothers Limited

68th Annual General Meeting of Equity shareholders of Bright Brothers Limited to be held on Wednesday, 16th September, 2015 at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020 at 10.30 a.m.

Pursuant to resolution passed by the Board of the Bright Brothers Limited (hereinafter referred as 'Company') at its meeting held on 26th May, 2015, I have been appointed as scrutiniser for the e-voting (clause (ix) sub rule (4) of Rule 20) held between September 13, 2015 at 09.00 AM till September 15, 2015 at 05.00 PM.

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 68th Annual General Meeting of the Company. NSDL had extended the said facility via website <https://www.evoting.nsdl.com/>.

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 Wednesday, September 9, 2015. The evoting facility as prescribed under rules was kept open for three days from September 13, 2015 at 09.00 AM till September 15, 2015 at 05.00 PM.

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 15th September, 2015, the voting portal was duly blocked restricting any further votes as per the requisite. On September 16, 2015 the votes cast by using Remote E-voting facility were duly unblocked by me as scrutiniser in the presence of Mr. Rizwan Momin and Ms. Riddhi Soni as witnesses, as prescribed. Further, Ballot Box which was being kept for the purpose of voting through ballots were locked by me and were opened on closure of the meeting 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.

A separate scrutinizer's report was issued on September 16, 2015 to the Company of remote e-voting and voting through ballot process at the venue of the meeting on the basis of the votes exercised by the shareholders of the Company and

As the Scrutiniser, **report for votes casted through** remote e-voting together with that of voting through ballot process at the venue of the meeting as under:

1. As an Ordinary Resolution- Item No. 1 passed with requisite majority

Resolution : Consideration and adoption of financials as on 31.03.2015 along with Report of Directors and Auditor's Report thereon

	Total Number of members (valid votes)	Number of Votes cast by them	Percent (%) of total No of Valid votes Cast
i. Voted in Favour of Resolution	28	28,62,182	100
ii. Voted against the Resolution	0	0	0
iii. Invalid Votes			
	Total Number of members present and Voting declared Invalid	Total Number of Votes Cast by them	
	0	0	

2. As an Ordinary Resolution- Item No. 2 passed with requisite majority

Resolution : Declaration of Dividend

	Total Number of members (valid votes)	Number of Votes cast by them	Percent (%) of total No of Valid votes Cast
i. Voted in Favour of Resolution	28	28,62,182	100
ii. Voted against the Resolution	0	0	0
iii. Invalid Votes			
	Total Number of members present and Voting declared Invalid	Total Number of Votes Cast by them	
	0	0	

3. As an Ordinary Resolution- Item No. 3 passed with requisite majority

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

	Total Number of members (valid votes)	Number of Votes cast by them	Percent (%) of total No of Valid votes Cast
i. Voted in Favour of Resolution	28	28,62,182	100
ii. Voted against the Resolution	0	0	0
iii. Invalid Votes			
	Total Number of members present and Voting declared Invalid	Total Number of Votes Cast by them	
	0	0	

4. As an Ordinary Resolution- Item No. 4 passed with requisite majority

Resolution : Ratify the appointment M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai, as Statutory Auditors of the Company

	Total Number of members (valid votes)	Number of Votes cast by them	Percent (%) of total No of Valid votes Cast
i. Voted in Favour of Resolution	28	28,62,182	100
ii. Voted against the Resolution	0	0	0
iii. Invalid Votes			
	Total Number of members present and Voting declared Invalid	Total Number of Votes Cast by them	
	0	0	

5. As an Special Resolution- Item No. 5 passed with requisite majority

Resolution : Payment of Commission to Directors

	Total Number of members (valid votes)	Number of Votes cast by them	Percent (%) of total No of Valid votes Cast
i. Voted in Favour of Resolution	27	28,62,172	100
ii. Voted against the Resolution	0	0	0
iii. Invalid Votes			
	Total Number of members present and Voting declared Invalid	Total Number of Votes Cast by them	
	0	0	

6. As an Special Resolution- Item No. 6 passed with requisite majority

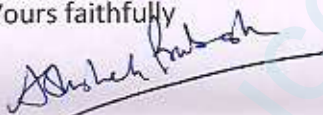
Resolution : Payment of Remuneration to Cost Auditors for the Financial year 2015-16

	Total Number of members (valid votes)	Number of Votes cast by them	Percent (%) of total No of Valid votes Cast
i. Voted in Favour of Resolution	27	28,62,172	100
ii. Voted against the Resolution	0	0	0
iii. Invalid Votes	Total Number of members present and Voting declared Invalid	Total Number of Votes Cast by them	
	0	0	

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.

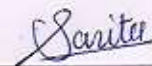
Thanking You
Yours faithfully



CS Abhishek Prakash
Proprietor | COP no. 13269
Date: September 16, 2015
Place: Mumbai



Countersigned by
For Bright Brothers Limited



Sarita Magar
Company Secretary