

Bright Brothers Limited

Regd. Office :

610/611, Nirman Kendra, Famous Studio Lane,
Dr. E'moses Road, Mahalaxmi, Mumbai - 400 011.
Tel.: (91-22) 2490 5324 Fax : 2490 5325
Email : ho@brightbrothers.co.in
Website : <http://www.brightbrothers.co.in>
CIN : L25209MH1946PLC005056

29th May, 2019

BSE Limited
Corporate Relations Dept.
P. J. Towers, Dalal Street,
Fort, Mumbai- 400001

Scrip Code: 526731

Dear Sir/ Madam,

**Sub.: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015**

We enclose herewith Annual Secretarial Compliance Report for the year ended 31st March, 2019 as per Regulation 24A of the captioned Regulations read with SEBI's Circular CIR/CFD/CMDI/27/2019 dated 8th February, 2019.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For **Bright Brothers Limited**

Sonali Pednekar

Compliance Officer & Company Secretary



Encl.: as above

PURNIMA SHETTY

B.Com, FCS, LLB, FIII, MBA(Finance)

Practicing Company Secretary & Insolvency Professional

Dx-6, Om Woods, Plot No.144, Badam Lane,
Sector 21, Near DMart, Nerul (East),

Navi Mumbai- 400706

(M): 9920100695

Email: pcspurnima@gmail.com

Secretarial Compliance Report of Bright Brothers Limited

For the Financial Year Ended 31st March, 2019

Under regulation 24A of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015

To,
Bright Brothers Limited,
610-611, Nirman Kendra,
Famous Studio Lane,
Mahalaxmi, Mumbai 400 011

I have examined:

- all the documents and records made available to us and explanation provided by M/s Bright Brothers Limited ("the listed entity"),
- the submissions/ filings made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

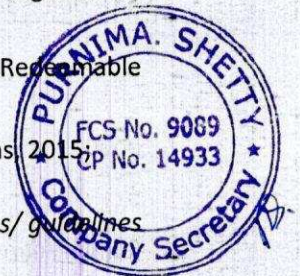
For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **
- the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011;
- the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **
- the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014; **
- the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **
- the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **
- the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

(**Not applicable as the listed entity did not carry out the activities covered by the regulations/ guidelines during the review period)



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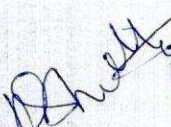
Email: pcspurnima@gmail.com

Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of the matter specified below :-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regln 30(2) of LODR: The events specified in Para A of Part A of Schedule III are deemed to be material events and listed entity shall make disclosure of such events. Point no. 4 a & h of Para A of Part A of Schedule III: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting with respect to declaration of dividend and approval of financial results	The intimation of the outcome of the Board meeting held on 29-05-2018 to approve the financial result for year ended March, 2017 and declaring of dividend which concluded at 2.30 pm was slightly delayed by approx. 20 minutes Similarly the intimation of meeting held on 14-08-2018 was also slightly delayed by approx. 13 minutes	The delay seems inadvertent and caused due to some technical glitches as per information received.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of these records;
- c) There are no actions taken against the listed entity / its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;
- d) The reporting of actions by the listed entity to comply with the observations made in the previous reports does not arise during the Review period.


Purnima Shetty
Practicing Company Secretary
FCS-9089, COP-14933



Place: Mumbai
Date: 29th May, 2019