BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056
Registered Office : 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai - 400011.
• Tel.: 91 22 24905324 • Fax: 91 22 24905325 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

NOTICE

Notice is hereby given that the 69th Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Wednesday, 3rd August, 2016 at "Walchand Hirachand Hall", 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020 at 11.00 a.m. to transact the following businesses:-

ORDINARY BUSINESS:

1. **Adoption of Accounts.**

   To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 including the Audited Balance Sheet as at that date and the Statement of Profit and Loss for the year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditor's Report thereon.

2. To declare a dividend on Equity shares for the financial year 2015-16.

3. To re-appoint a director in place of Mr. Suresh Bhojwani (DIN: 00032966), who retires by rotation and being eligible, offers himself for re-appointment.

4. **Appointment of Auditors.**

   To ratify the appointment of M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 102358W) as Auditors of the Company.

   "RESOLVED THAT appointment of M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 102358W) as Statutory Auditors of the Company to hold office from the conclusion of 69th Annual General Meeting till the conclusion of 70th Annual General Meeting be and is hereby ratified."

SPECIAL BUSINESS:

5. **Re-appointment of Smt. Hira Bhojwani (DIN: 00032997) as a Whole Time Director – Commercial.**

   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 Section 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 (the said Act) read with Schedule V to the Act & rules made thereunder (including any statutory modification or re-enactment thereof) and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for the re-appointment of Smt. Hira T. Bhojwani, as a "Whole Time Director - Commercial" for a further period of 3 years with effect from 1st April, 2016 who shall be liable to retire by rotation on terms and conditions as contained in an agreement to be entered into between the Company and Smt. Hira Bhojwani, with authority to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board), 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 as to 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 to the Whole Time Director, remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to this resolution".

6. **Payment of Remuneration to Cost Auditors for the financial year 2016-17.**

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 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,50,000/- plus service tax as applicable and reimbursement of out of pocket expenses as recommended by Audit Committee, considered and approved by the Board of Directors of the Company, to be paid to M/s. S. R. Singh and Co. as Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2017 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors,
For BRIGHT BROTHERS LTD.

Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Place : Mumbai
Date : 19th May, 2016.

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself 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.

   In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other member.

   The instrument of Proxy, in order to be effective, should be deposited 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.

2. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in Item Nos. 5 and 6 above, is annexed hereto.
3. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment are also annexed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 28th July, 2016 to 3rd August, 2016 (both days inclusive).
5. The dividend as recommended by the Board of Directors, if declared, at the Annual General Meeting will be paid on and from 16th August, 2016 to those members:
   (a) whose names appear as Beneficial Owners in the list of Beneficial Owners on 27th July, 2016 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL)
   (b) whose names appear as a members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Transfer Agent on or before 27th July, 2016.

6. 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.

7. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Transfer Agent, M/s Link Intime India Private Limited.

8. Pursuant to provisions of Section 205C of the Companies Act, 1956, (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) 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 declared by the Company and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Date of transfer to unpaid Dividend Account	Last date for claim
2008-09	26/06/2009	28/07/2009	27/07/2016
2009-10	29/07/2010	30/08/2010	29/08/2017
2010-11	04/08/2011	5/09/2011	04/09/2018
2011-12	03/08/2012	4/09/2012	03/09/2019
2012-13	12/08/2013	13/09/2013	12/09/2020
2013-14	04/09/2014	10/10/2014	09/10/2021
2014-15	16/09/2015	22/10/2015	21/10/2022

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2008-09, on the website of the IEPF viz. www.iepf.gov.in and under "Investors" Section on the Website of the Company viz. www.brightbrothers.co.in.

Further, the Company shall not be in a position to entertain the claims of Shareholders for the unclaimed dividends after the last date as mentioned in the table. In view of the above, the Shareholders are advised to send all the un-encashed dividend warrants pertaining to the above years to M/s Link Intime India Private Limited, Registrar and Transfer Agent (RTA) for revalidation or issuance of Demand Draft in lieu thereof and encash them before the due dates for transfer to the IEPF.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

10. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants. For members who have not registered their email address, physical copies of the Annual report is being sent through the permitted mode.

11. **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.**

12. Members may also note that the Annual Report for financial year 2015-16 will also be available on the Company's website www.brightbrothers.co.in for download.

    Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.

13. Members desirous of obtaining any information as concerning Accounts shall write to the Company Secretary at the Registered Office of the Company at least seven clear days in advance so that the information required can be made available at the meeting.

14. Pursuant to the provisions of Section 72 of Companies Act, 2013, facility for making nomination is available for individual members. Therefore, the shareholders holding shares in physical forms and willing to avail this facility may make nomination. However, in case of demat holding the shareholders should approach their respective depository participants for making nominations.

15. **Voting through electronic means:**

    I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

    II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

    III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    IV. The remote e-voting period commences on 31st July, 2016 (9:00 am) and ends on 2nd August, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 27th July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

    V. The process and manner for remote e-voting are as under:

        A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

            (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

            (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

            (iii) Click on Shareholder – Login

            (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

            (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

            (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

            (vii) Select "EVEN" of "Bright Brothers Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	**USER ID**	**PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th July, 2016.

X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th July, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

XIII. Mr. Abhishek Prakash, Practising Company Secretary (C.P. No. 13269) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

16. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing the representative to attend and vote on their behalf at the meeting.

17. The Securities and Exchange Board of India (SEBl) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agent.

18. All documents referred to in the accompanying Notice, the Explanatory Statement and Annual Report shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays up to the date of the Annual General Meeting of the Company.

By Order of the Board of Directors,
For BRIGHT BROTHERS LTD.

Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Place : Mumbai
Date : 19th May, 2016.

Registered Office:
610-611, Nirman Kendra,
Dr. E. Moses Road,
Famous Studio Lane,
Mahalaxmi, Mumbai 400 011.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Smt. Hira Bhojwani was re-appointed as Whole Time Director - Commercial of the Company in terms of the resolution passed at the Annual General Meeting held on 3rd August, 2012 for a period of three years with effect from 1st April 2013. Her term expires on 31st March 2016. The Board of Directors at its meeting held on 19th May, 2016 on the basis of the recommendation of the Nomination and Remuneration Committee has renewed the terms of appointment of Smt. Hira Bhojwani as a Whole Time Director of the Company for a period of three years with effect from 1st April, 2016.

She has been associated with the Company for more than 3 decades and has handled important assignments in the areas of Administration and Finance. Apart from her considerable experience in the industry, she is well conversant with the affairs of the Company. The Company is suitably utilizing her experience and expertise during her association with the Company in various capacities. Management has further decided to extend her term for a period of 3 years w.e.f. 1st April, 2016 on the details as to remunerations and otherwise, as set out hereunder for a period of 3 years w.e.f 1st April, 2016:

(a)	Basic Salary	₹ 50,000/- p.m. (Fifty Thousand only) with such increment(s) as may be decided from time to time
Perquisites as under:		
(a)	House Rent Allowance	₹ 21,000/- p.m.
(b)	Gas, Electricity, Water and Furnishing	The expenditure incurred shall be evaluated as per the applicable Income tax Rules. In the absence of any specific rule the same shall be valued on actual payment.
(c)	Medical Expenses	One month's basic or overall ceiling of three month's basic for a period of three years.
(d)	Leave Travel Expenses	Once in a year for self subject to a ceiling of one month's basic salary.
(e)	Club Fees	Membership of two clubs (excluding admission and life membership fee).
(f)	Entertainment, Traveling and Other Business Expenses	Reimbursement as per the rules of the Company.
(g)	Personal Accident Insurance	Amount not exceeding ₹ 10,000/- per annum.
(h)	Car and Telephone	The Company shall provide car with driver and telephone at the residence of Whole Time Director, for Company's business.
(i)	Leave Encashment	As per the rules of the Company.
(j)	PF contribution	Contribution to Provident Fund shall be as per the rules of the Company.
(k)	Other allowances, benefits and perquisites.	Any other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company from time to time.

Notwithstanding, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration including benefit in accordance with the provisions of Schedule V of the Act.

There is no change in terms of remuneration drawn by her in comparison with her previous appointment and the terms of appointment as stated above may be regarded as an abstract u/s 190 of the Companies Act, 2013.

The proposal as set out in the Notice is placed for your consideration and approval.

Except for Smt. Hira T. Bhojwani and Mr. Suresh Bhojwani, being a relative of Smt. Hira T. Bhojwani, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No. 6

The Company is directed, under Section 148 of Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. S. R. Singh and Co. as the Cost Auditors of the Company to conduct Cost Audits of the Company for the year ending 31st March, 2017, at a remuneration of ₹ 1.5 lakhs p.a. plus service tax and out of pocket expenses.

M/s. S. R. Singh and Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. S. R. Singh & Co. has vast experience in the field of cost audit.

The Board recommends the remuneration of ₹ 1.5 lakhs plus service tax and out-of-pocket expenses to M/s. S. R. Singh & Co. as the Cost Auditors and the approval of the shareholders is sought for the same by an Ordinary Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 69th ANNUAL GENERAL MEETING

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

Particulars	Mr. Suresh Bhojwani (DIN: 00032966)	Smt. Hira T. Bhojwani (DIN: 00032997)
Date of Birth	16th April, 1948	3rd January, 1923
Date of Appointment	1st February, 2001	1st April, 1994
Qualifications	Graduate in Engineering and Management (Boston University)	B.Sc. (Hons), from Government College, Lahore, (Stood first in the University) and M.Sc. (Hons), from Government College, Lahore.
Experience in specific functional area	More than four decades of experience in Plastics Industry. Elected Member of Automotive Component Manufacturers Association (ACMA) Executive Committee, Chairman of ACMA Raw Materials Committee, Past President and Elected Member of the Organisation of Plastic Processors of India (OPPI) Executive Committee.	Wide Managerial Experience.
Number of equity shares held in the Company as on 31st March, 2016	12,83,418	3,70,310
List of Public Companies in which Directorships held as on 31.03.2016 (Excluding Private limited companies)	NIL	NIL
Chairman/member of the Committees of the Board of the Companies in which he is a Director	NIL	NIL

Route Map to the Venue of AGM