

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 :

| | | |
|---|-----------------------|----------------------------|
| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|---|-----------------------|----------------------------|
 - (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 (SEBI) 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



69th Annual Report 2015-2016

Bright Brothers Limited

Brite

Our Valued Customers



COMPANY INFORMATION

Board of Directors

Mr. Suresh Bhojwani – *Chairman & Managing Director*
Smt. Hira Bhojwani – *Whole Time Director*
Mr. K. P. Rao – *Independent Director*
Dr. T. S. Sethurathnam – *Independent Director*
Mr. Byram Jeejeebhoy – *Independent Director*

Board Committees

Audit Committee

Mr. K. P. Rao – *Chairman*
Dr. T. S. Sethurathnam
Mr. Suresh Bhojwani

Stakeholders Relationship Committee

Mr. K. P. Rao – *Chairman*
Mr. Suresh Bhojwani
Smt. Hira Bhojwani

Nomination and Remuneration Committee

Mr. K. P. Rao – *Chairman*
Dr. T. S. Sethurathnam
Mr. Byram Jeejeebhoy

Chief Financial Officer

Mr. Chirag Shah
(w.e.f. 1st June, 2015)

Company Secretary & Compliance Officer

Ms. Sarita Magar
(w.e.f. 24th July, 2015)

Banker

Bank of Baroda

Auditors

M/s. Desai Saksena & Associates,
Chartered Accountants

Registrar and Transfer Agent

M/s. Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup West,
Mumbai - 400078.

AGM Venue : Walchand Hirachand Hall, 4th Floor,
Indian Merchant Chamber Building,
IMC Marg, Churchgate,
Mumbai-400 020.

Day and Date : Wednesday, 3rd August, 2016.

Time : 11.00 a.m.

Registered Office

610-611, Nirman Kendra,
Famous Studio Lane,
Dr. E. Moses Road, Mahalaxmi,
Mumbai-400 011.
Tel.: 022 2490 5324
Fax : 022 2490 5325
E-Mail: invcom@brightbrothers.co.in
CIN: L25209MH1946PLC005056
Website: www.brightbrothers.co.in

Corporate Office

B-54, Road No. 33,
Gyaneshwar Nagar,
Wagle Industrial Estate,
Thane-West,
Maharashtra-400 604.

Factories:

Plant I and II,
Plot No. 1/1 to 1/4,
Thirubhuvanai,
Mannadipet Commune,
Puducherry-605 107.

Plot No. 16-17, Sector 24,
Faridabad, Haryana-121 005.

Hiltron Electronic Complex,
Plot No. C, D, E, F & G,
Mallital, Bhimtal, Nainital
Uttarakhand-263136.

Khasara No. 3962, 3963, 3946 & 3947,
Lal Tapper Industrial Area,
Majri Grant, Dehradun,
Uttarakhand-248140.

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DIRECTOR'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 69th Annual Report together with the Audited Statement of Accounts of **Bright Brothers Limited** ("the Company") for the year ended 31st March, 2016.

Financial Performance:

(₹ in Lakhs)

| Particulars | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|---------------------------------------|-----------------------------------|-----------------------------------|
| Net Sales and Operating Income | 15,441.56 | 16,242.22 |
| Less: Expenses | 15,262.53 | 15,707.54 |
| Operating Profit | 179.03 | 534.68 |
| Add: Other Income | 137.91 | 232.46 |
| Financial Costs | 405.90 | 441.18 |
| Depreciation | 498.20 | 464.36 |
| Profit/(loss) before tax | (587.16) | (138.40) |
| Less: Tax Related to Earlier Years | 1.89 | (2.68) |
| Profit/(loss) after tax | (589.05) | (135.72) |
| Balance Profit of previous year | 1,128.84 | 1,400.87 |
| Distributable profit | 539.79 | 1,265.15 |
| APPROPRIATIONS: | | |
| Proposed Dividend | 113.60 | 113.60 |
| Tax on Dividend | 23.13 | 22.71 |
| Balance Carried to Balance Sheet | 403.06 | 1,128.84 |

Summary of Operations:

The total operational income for the year ended 31st March, 2016 stood at ₹ 15,441.56 lakhs as against ₹ 16,242.22 lakhs in the previous year resulting in a decrease of ₹ 800.66 lakhs as compared to the previous year.

The Operating Profit before Depreciation, Finance Cost and Tax for the year ended 31st March, 2016 amounted to ₹ 179.03 lakhs as against ₹ 534.68 lakhs in the previous year showing a decrease of 66.52% due to changes in the product mix, pricing, increase in operating costs and provisions.

The Year in Retrospect:

In 2015, global economic activity remained subdued. Growth in emerging markets and developing economies, while still accounting for over 70% of global growth, declined for the fifth consecutive year.

Three key transitions continue to influence the global outlook:

- (1) The gradual slowdown and rebalancing of economic activity in China away from investment and manufacturing towards consumption and services;
- (2) Lower prices for energy and other commodities; and
- (3) A gradual tightening in monetary policy in the United States in the context of a resilient U.S. recovery as several other major advanced economy central banks continue to ease monetary policy.

Outlook for the current year:

In the midst of a weak global economy and the crash of the Chinese stock market, India's economic growth rate has eclipsed all others. The Indian economic outlook for 2016 is bright relative to the global economy with businesses expressing enormous faith in the economic policies of the NDA government.

Notwithstanding delays in domestic policy reforms, "India's economy is slowly gaining momentum, with an expected GDP growth of 7.3% and 7.5% in 2016 and 2017, respectively. Despite some delays in domestic policy reforms and enduring fragilities in the banking system, investment demand is supported by the monetary easing cycle, rising FDI and government efforts towards infrastructure investments and public-private partnerships."

Your Company has been making sustained efforts to improve sales and capacity utilisation which is expected to give better results in the next financial year.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year till the date of report:

There is no material event that has occurred from the end of the financial year till the date of the Director's Report.

Dividend and Reserves:

Your Directors are pleased to recommend a dividend of ₹ 2 per Equity Share on 56,80,235 Equity Shares of ₹ 10 each for the financial year ended 31st March, 2016. The said dividend, if approved by the members, would involve a cash outflow ₹ 136.73 lakhs comprising of ₹ 113.60 lakhs as dividend and ₹ 23.13 lakhs as tax on dividend.

The dividend will be paid subject to the approval of shareholders at the forthcoming Annual General Meeting to those Shareholders whose names appear on the Register of Members of the Company as on the specified date.

During the year under review, no amount was transferred to General Reserves.

Share Capital:

The paid up Equity Share Capital as on 31st March, 2016 was ₹ 567.60 lakhs. During the year, the Company has not issued any shares.

Loans, guarantees or investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes accompanying the financial statements.

Fixed Deposits:

Your Company has not accepted any deposits from public.

However, the Company has deposits accepted from its members.

There has been no deposit which was unpaid or unclaimed as at the end of the year.

There has not been any default in repayment of deposits or payment of interest thereon during the year.

The Company is holding deposits of ₹ 1,37,80,000/- accepted from members as at the end of the year.

Related party transactions:

All transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in AOC-2 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors, and Key Managerial Personnel.

All Related Party Transactions are placed before the Audit Committee as also before the Board for approval. Omnibus approval was obtained for transactions which are repetitive in nature. A statement giving details of all the transactions entered into pursuant to omnibus approval are placed before the Audit Committee and Board for their review.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors have any pecuniary relationships or transactions vis-a vis the Company.

Insurance:

All the assets of the Company are fully insured against major risks.

Internal financial controls:

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

Significant and material orders passed by the regulators:

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

Director's Responsibility Statement:

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Management Discussion and Analysis:

Management Discussion and Analysis of the financial conditions and result of operations of the Company for the period under review as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in a separate statement in the Annual Report in Annexure I.

Corporate Governance:

A separate report on Corporate Governance is set out in Annexure II.

Extract of Annual Return:

Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the annual return is annexed as Annexure III.

Meetings of the Board and its Committees:

The details of the Board meetings and various Committee meetings have been mentioned in the Report of Corporate Governance annexed as Annexure II.

Report of the Statutory Auditors and Notes to Financial Statements:

In the 67th Annual General Meeting held on 4th September, 2014, M/s. Desai Saksena & Associates, Chartered Accountants (FRN: 102358W) have been appointed as Statutory Auditors of the Company to hold office from the conclusion of the 67th Annual General Meeting till the conclusion of the 70th Annual General Meeting. Ratification for appointment of Statutory Auditors is being sought from the members of the Company at the ensuing Annual General Meeting.

Further, the report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. The observations made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments.

Cost Audit:

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost records and Audit) Rules, 2014 as amended from time to time, your Company needs to conduct a Cost Audit for the financial year ending on 31st March, 2017.

The Board of Directors, on recommendation of the Audit Committee, has appointed M/s. S. R. Singh & Co., Cost Accountants, as Cost Auditor to audit the cost accounts of the Company for the financial year 2016-17 at a remuneration of ₹ 1,50,000/- plus service tax as applicable and reimbursement of out of pocket expenses. As required under Companies Act, 2013, a resolution seeking members approval for the remuneration payable to the Cost Auditor forms part of the Notice convening Annual General Meeting.

Secretarial Audit:

In terms of Section 204 of the Act and Rules made there under, M/s. Kiran Golla & Associates, Practicing Company Secretary have been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure IV to this report.

The report is self-explanatory and does not call for any further comments:

Report under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 have been submitted in the old format.

Whistle Blower Policy:

Pursuant to the requirement of the Act, the Company has approved its Whistle Blower Policy. This is also called a vigil mechanism.

This mechanism enables directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Risk Management Policy:

The Company has developed and implemented the Risk Management Policy.

The Company considers ongoing risk management to be a core component of the Management of the Company and understands that the Company's ability to identify and address risk is central to achieving its corporate objectives.

The policy is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013 which requires the Company to lay down procedures about risk assessment and risk minimization.

Directors and Key Managerial Personnel:

Mr. Suresh Bhojwani, Whole Time Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Smt. Hira T. Bhojwani was appointed as Whole-time Director- Commercial in the 65th Annual General Meeting of the Company held on 3rd August, 2012 for a term of 3 (three) years. Her term of office expires on 31st March, 2016. Pursuant to the recommendations of the Nomination & Remuneration

Committee and subject to the approval of the Shareholders, Smt. Hira T. Bhojwani was re-appointed by the Board of Directors at its meeting held on 19th May, 2016 for a further period of 3 (three) years w.e.f 1st April, 2016.

The resolution seeking approval of members for re-appointment of Directors is incorporated in the notice of Annual General Meeting of the Company alongwith the brief details about them.

Mr. Chirag Shah - Senior General Manager (Finance & Accounts) has been appointed as Chief Financial Officer of the Company w.e.f. 1st June, 2015 and Ms. Sarita Magar has been appointed as Company Secretary & Compliance Officer w.e.f. 24th July, 2015.

Declaration by Independent Directors:

Mr. K. P. Rao, Dr. T. S. Sethurathnam and Mr. Byram Jeejeebhoy are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfill the conditions specified in section 149 of the Act and the Rules made thereunder about their status as Independent Directors of the Company.

Company's Policy on Appointment and Remuneration:

The objective of remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing interest of stakeholders.

Formal Annual Evaluation by the Board of its own performance and that of its Committees and individual Directors:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of Independent directors was completed. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Separate meeting of Independent Directors was conducted during the year.

Transfer of Amounts to Investor Education and Protection Fund:

During the year, your Company has transferred funds lying unpaid or unclaimed for a period of seven years to the Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company as on 16th September, 2015 (the date of previous Annual General Meeting), with the Ministry of Corporate Affairs.

Particulars of Employees:

None of the employees of the Company is falling under the criteria as set out in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure forming part of the Annual Report.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary.

Human Resources:

Your Company treats its “human resources” as one of its most important assets.

Your Company is focused on the promotion of talent internally through job rotation and job enlargement.

Prevention, Prohibition and Redressal of Sexual Harassment at Workplace:

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Information given as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

A. Conservation of Energy:

Continuous monitoring and awareness amongst employees has helped to avoid wastage of energy. Various investments in reducing the consumption of energy has helped the Company to reduce the overall power consumption.

Continuous study and analysis for energy conservation, installation of energy efficient equipments has resulted into lower units of power consumption per kg production of finished products. Energy Conservation measures taken:

- Installation of Variable Frequency Drives (VFD) to reduce the power consumption of old machines.
- Energy efficient pump for cooling tower.
- Installation of servo drives in injection moulding machines to reduce power consumption.
- Replacement of higher HP motor with lower HP motor.
- Replacement of CFL with LED lights.

B. Technology Absorption, Adaptation and Innovation:

NOT APPLICABLE

C. Foreign Exchange Earnings and Outgo:

The particulars of foreign exchange utilised during the year are given in Clause a, b and c of Note No. 34 of Notes accompanying the financial statements.

Acknowledgement:

Your Directors place on record their appreciation for employees at all levels who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Government and other Statutory authorities for their continued support.

For and on behalf of the Board,
BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Place : Mumbai

Date : 19th May, 2016

Annexure-I

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC AND BUSINESS OVERVIEW:

Despite the tumultuous global economic environment in 2015-16 and major economies showing signs of slowdown in growth, the Indian economy has emerged as the fastest growing economy with a high growth rate. India's economy which accounts for over 70% of South Asia's GDP, has grown by about 7.2% in 2015.

The Indian economy has picked up in the second quarter of 2015-16. Gross domestic product has grown 7.4% in the quarter ended September 2015 on the back of strong performances of the manufacturing sector, trade, hotels, transport and communication services. Even the agricultural sector has grown at a faster pace compared to the corresponding quarter of 2014-15.

The IMF has said that as private investment continues to show no sign of revival, the challenge for India is to sustain its growth momentum. According to the IMF, with global growth weaker, India will have to continue to rely mainly on domestic demand as a key driver of growth.

In the process, India's economic growth for the quarter ended September 2015 has outpaced the growth of the Chinese economy that expanded by 6.9% in the same quarter. China will continue to witness a slowdown in growth, with its GDP projected to grow at 6.4% in 2016 and 6.5% in 2017.

In the Global Competitiveness Index of the World Economic Forum, India ranks at 55, up 16 rungs in 2015-16 which is the largest gain among the major economies. The 2016 World Economic Situation and Prospect report had said that India will be the world's fastest growing large economy at 7.3% in 2016, improving further to 7.5% in the following year.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Riding high on the performance of the manufacturing sector, the industrial sector in India has registered a high growth during 2015-16. The manufacturing sector has been a major contributor in sustaining this high growth rate. The automotive industry is an engine of growth for the manufacturing industry and thereby the Indian economy. The auto component industry contributes 25.6% to the manufacturing GDP and 3.8% to the National GDP providing direct employment to 1.5 million people.

The growth in the manufacturing sector is the result of special efforts made by the Government to revive the country's manufacturing through its 'Make in India' initiative. Focus on ease of doing business, implementation of GST and other reforms augur well for the manufacturing industry.

The Index of Industrial Production has been growing and there has been an increase in urban demand which has led to a rise in manufacturing growth. The automobile sector and the consumer durable sectors have witnessed significant growth.

India has a thriving plastics industry and it is set to become one of the world's largest plastics markets within the next few years. In the past, plastics use in India was largely limited to household, consumer durables and packaging. Now, plastics are also widely used in infrastructure, health care and agriculture. The consumer market for automobiles and electronic goods - both major users of plastics - is also growing rapidly.

The manufacturing growth this time has been far more broad-based. As many as 15 of the 22 industry groups in the manufacturing sector witnessed positive growth during April-September, 2015.

The below mentioned table gives the present composition of business of your Company.

| Category | Percentage Share in Total Turnover |
|-----------------------------|------------------------------------|
| Consumer Durable Components | 87% |
| Brite Branded Products | 13% |

OVERALL FINANCIAL PERFORMANCE:

The financial performance of the Company has been summarised in the table below followed by explanatory remarks for significant changes in 2015-16 compared to the previous year.

(₹ in lakhs)

| | 2015-16 | 2014-15 | Change | % Change | Remarks |
|--|-----------|-----------|----------|----------|---------|
| Tonnage processed including job work (In Tons) | 9568 | 9147 | 421 | 4.60 | 1 |
| Total operational income (net) | 15,441.56 | 16,242.22 | (800.66) | | |
| Changes in finished goods inventory | (88.11) | 13.35 | | | |
| Consumption of material | 10,774.39 | 11,693.18 | | | |
| Purchase of traded goods | 173.95 | 142.89 | | | |
| Employee cost | 1,310.01 | 1,207.64 | (102.37) | (8.48) | 2 |
| Operating and other expenses | 3,092.29 | 2,650.48 | (441.81) | (16.67) | 3 |
| Earning before depreciation and finance cost | 179.03 | 534.68 | (355.65) | (66.52) | 4 |
| Other non-operational income | 137.91 | 232.46 | | | |
| Depreciation and amortisation expenses | 498.20 | 464.36 | | | |
| Finance costs | 405.90 | 441.18 | | | |
| Profit/(loss) before tax | (587.16) | (138.40) | | | |
| Tax expenses | (1.89) | (2.68) | | | |
| Profit/(loss) after tax | (589.05) | (135.72) | | | |
| Earning per share ₹ | (10.37) | (2.39) | | | |
| Reserves & surplus | 4,413.38 | 5,139.16 | | | |
| Current liabilities | 2,623.32 | 2,434.36 | | | |
| Net fixed assets (Incl. CWIP) | 3,523.18 | 3,600.18 | | | |
| Current assets | 3,554.92 | 3,629.19 | | | |

- The tonnage processed during the year has increased partly due to the increase in tonnage at our Puducherry unit which caters to the requirement of the washing machine business of Whirlpool of India Ltd. The tonnage has increased by 4.60%. However, there is decrease in operational turnover because of reduction in raw material prices.
- Employee cost has increased by 8.48% due to increase in salary and wages.
- The increase in the operating and other expenses was on account of increase in power, contract labour (increase in minimum wages), other operational costs and provisions.
- The earnings before depreciation and finance cost has reduced during the year on account of change in product mix, downward revision in selling price, loss on inventory due to reducing raw material prices and provisions.

(₹ In lakhs)

| | | 2015-16 | 2014-15 |
|---|-----|----------|----------|
| Net cash flow from/(used in) operating activities | (A) | 531.85 | 854.05 |
| Net cash flow from/(used in) investing activities | (B) | (44.87) | (155.68) |
| Net cash from/(used in) financing activities | (C) | (481.27) | (666.75) |

REVIEW OF OPERATIONS:

During the year 2015-2016, the monsoon was lower than projected which affected the demand especially in the consumer durable segment. Our customer had projected higher volumes in both the refrigerator and washing machine segment which did not materialise. The water purifier and vacuum cleaner business has remained flat.

Due to the continuous reduction in raw material prices during the year, the Company has sustained a loss on account of inventory which was further compounded by lower capacity utilization, increase in minimum wages and escalating power cost.

The Company's investment in additional capacity for the toothbrush handle manufacturing was fully utilized thanks to the customer's consolidation of business to us. However, due to global pricing pressure, our Company was made to honor existing prevailing pricing during the consolidation which led to only a marginal increase in profitability.

Our new unit at Dehradun was under utilized in major part of the year due to delay in the new project launch at the customer's end.

The MHD division's growth in the south remained marginal. Moving forward, the Company continues to focus on the MHD division as a growth area.

In respect of haircare and beauty care division under the DIVO brand, the division has introduced a new competitive product range to increase sales.

GROWTH DRIVER:

In Dehradun and Bhimtal units, the Company has been awarded a prestigious product launch which has been productionized. This will in turn utilize the installed capacities.

Further to the consolidation of business with Unit 2 at Puducherry for toothbrush handle manufacturing, the Company continues to see installed capacity utilization.

The Company has invested in new technology last year for the tool room at Faridabad which has allowed it to successfully market its capacities to new customers. The Company has targeted the toolroom as a growth and profit centre.

The Company has re-strategized its MHD business to focus on Industrial customers looking for value added products. The Company will be further strengthening its marketing set up to cater to the same.

The Company is focusing on better capacity utilization for all its units by working on operational efficiencies and diversifying the customer base.

OPPORTUNITIES:

- Wider application of products and mass requirement of crates in a variety of applications, MHD offers enormous potential for growth.
- Changing life style, rise in disposable income and a young demography in our country offers immense growth potential to Consumer Durables.
- Considering the rising cost, particularly in China and the recent devaluation of the rupee, MNC's are considering to make India their manufacturing base for export markets.
- Foray into mass production items with multinationals will help in future to get additional business from other players.

THREATS:

- Due to high overheads and erratic schedules from OEM's, the margin remains under pressure.
- In the Hair Care and Beauty Care division since the entire trading is based upon imported goods, currency depreciation will result in higher prices of import which can affect the turnover.
- Delay in implementation of GST is hurting the growth of the economy.
- Continuation of multiple taxation is dampening demand due to higher prices of finished goods.

OUTLOOK:

The global economy is likely to remain challenging and is expected to cast a drag on emerging market economies. These economies will have to work harder to raise capital, readjust for growth in a global economy and regain investor confidence.

In India, the Government initiatives are in the right direction which boosts achievement of the medium and long term objectives.

In terms of investment, there are no plans for capacity additions for the next six months implying slack in the private sector investments in manufacturing to continue. Poor demand conditions, high cost of borrowing, delayed clearances and cost escalation are some of the major constraints which are still affecting the expansion plans.

INTERNAL CONTROL SYSTEM:

The Company has adequate internal audit and control systems. Internal auditors comprising of professional firms of Chartered Accountants have been entrusted the job to conduct regular internal audits at all units and report the lapses, if any, to the management. Both Internal auditors and Statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up and remedial measures are being taken including review and increase in the scope of coverage, wherever necessary. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggest areas of improvements.

The Company has undertaken a detailed exercise to revisit its control systems in technical and other non financial areas to align them properly with Management Information Systems (MIS) to make MIS more efficient and result oriented. Information technology base created by the Company over the period is providing a very useful helping hand in the process. Needless to mention that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain the central point of the entire control system.

CAUTIONARY STATEMENT:

Statements in this "Management Discussion and Analysis" describing the Company's projections, expectations or predictions may be "forward looking statements within the meaning of applicable Securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make a difference to the Company's operation include cyclic demand and pricing of raw materials, changes in Government regulations, tax regimes, cost of power and interest cost and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events or otherwise.

For and on behalf of the Board,
BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Place : Mumbai

Date : 19th May, 2016

Annexure-II

REPORT ON CORPORATE GOVERNANCE

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Company's Philosophy on Code of Corporate Governance:

Your Company firmly believes in effective corporate governance practices and ethical conduct. Transparency and accountability are the basic tenets of Corporate Governance. Corporate Governance is the application of best management practices, compliance of laws, rules, regulations and adherence to ethical principles in all its dealings. It helps the Company to achieve its objectives, enhance stakeholders' value and discharge its social responsibility. It, therefore, continues to lay great emphasis on integrity, fairness, empowerment and responsibility for efficient and ethical conduct of its business.

Your Company is proud to belong to a group whose founder lived his life with ethical values and built the business enterprise on a foundation of good governance. Your Company firmly believes that Management must have freedom of execution and this freedom must be exercised within the framework of accountability to meet stakeholders' aspirations and society expectations.

Your Company consistently meets commitment towards continuous upgradation of Corporate Governance Standards. It has complied with the requirements of Corporate Governance as stipulated in **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI Listing Regulations").

2. Board of Directors:

1.1 Composition and category of directors:

The Board of Directors provides leadership, strategic guidance and objective judgement to the Company's Management and directs, supervises and controls performance of the Company. The Composition of the Board of Directors is in conformity with SEBI Listing Regulations and Companies Act, 2013. The composition of the Board ensures a judicious mix of Executive and Non-Executive directors as well as Independent and Non-Independent Directors. There are three Independent Directors and two Executive Directors on the Board of the Company. The Chairman is a Managing Director and a member of the Promoter Group. The Independent Directors provide their independent judgment, external perspective and objectivity on the issues placed before them.

1.2 During the year 2015-16, the Board met five times on 30-05-2015, 12-08-2015, 16-09-2015, 09-11-2015 and 11-02-2016. The gap between two meetings did not exceed 120 days. The Agenda for the Board meeting were circulated in advance to take informed decisions.

When deemed expedient, the Board also approves certain important and urgent items of business which cannot be deferred till the next Board Meeting by Circular Resolution in compliance with the relevant provisions of Companies Act.

1.3 Attendance and other directorship:

Names and categories of Directors on the Board, their attendance at the Board Meetings held during the year and at the previous Annual General Meeting held on 16th September, 2015 and

the number of other directorships and Chairmanship/Membership of Committee/s in other Companies as on 31st March, 2016 are given below:

| Name of the Director | No. of Meetings held & attended during the year | Category of Directorship | Attendance at previous AGM | No. of Directorship(s) in other public companies | | No. of Committee positions held in other public companies | |
|--|---|-----------------------------|----------------------------|--|--------|---|--------|
| | | | | Chairman | Member | Chairman | Member |
| | (Attended) | | | | | | |
| Mr. Suresh Bhojwani (Chairman & Managing Director) DIN: 00032966 | 5(5) | Promoter Executive | Yes | Nil | Nil | Nil | Nil |
| Smt. Hira T. Bhojwani (Whole-Time Director) DIN: 00032997 | 5(5) | Promoter Executive | Yes | Nil | Nil | Nil | Nil |
| Mr. K. P. Rao DIN: 00027577 | 5(5) | Non-Executive & Independent | Yes | Nil | Nil | Nil | Nil |
| Dr. T. S. Sethurathnam DIN: 00042704 | 5(5) | Non-Executive & Independent | Yes | Nil | 1 | 2 | 2 |
| Mr. Byram Jeeebhoy DIN: 00033204 | 5(2) | Non-Executive & Independent | No | Nil | Nil | Nil | Nil |

(b) *Board's functioning and Procedure:*

The Board of Directors, being an apex body constituted by the Shareholders, plays an important role in ensuring good governance and functioning of the Company. The detailed Agenda are sent to each Director in advance of Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board at every meeting of the overall performance of the Company followed by presentations. The members of the Board have a complete freedom to express their opinion and decisions are taken after detailed discussions.

Evolving strategy, annual business plan, review of actual business plan and course correction as deemed fit, constitute the primary business of the Board.

The Board reviews the certificate issued by Chief Financial Officer and Company Secretary of the Company regarding compliances of all applicable laws on quarterly basis.

3. Committees of the Board of Directors

The Board has constituted the following Committees of Directors to deal with matters and to monitor the activities falling within the terms of reference as follows:

(i) **Audit Committee:**

The Audit Committee was constituted to review the financial statements, annual budget, accounting policies and practices and internal audit process.

The Audit Committee comprises of three directors, Mr. K. P. Rao, Dr. T. S. Sethurathnam and Mr. Suresh Bhojwani as its members. Mr. K. P. Rao, Chartered Accountant (Independent Director) is the Chairman of the Committee. The composition of the Committee is in accordance with the requirements of SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

During the financial year 2015-16, four Audit Committee meetings were held on 30-05-2015, 12-08-2015, 09-11-2015 and 11-02-2016.

All the Members of the Audit Committee attended all the four meetings. The Chairman of the Committee Mr. K. P. Rao was present at the Annual General Meeting of the Company held on 16-09-2015.

- **Terms of Reference:**

The terms of reference of the Audit Committee have been further enhanced/modified to be in line with the enhanced scope for the Committee as laid down under Section 177 of the Companies Act, 2013 which are briefly as follows:

- (a) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- (b) Reviewing with the management quarterly and annual financial statements before submission to the Board for approval with particular reference to the matters specified in the SEBI Listing Regulations:
 - Matters required to be included in the Director's Responsibility Statement and to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- (c) To consider the appointment or re-appointment of the Statutory Auditors, the audit fee, any questions of resignation or dismissal and payment to statutory auditors for any other services rendered by them.
- (d) Reviewing findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (e) Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (f) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

- (ii) **Nomination and Remuneration Committee:**

The Board has constituted the Nomination and Remuneration Committee which has been mandated to recommend to the Board, salary (including annual increments), perquisites and commission to be paid to the Company's Executive Directors and employees. Under the enhanced terms of reference, the scope of the Committee, in addition to the above, includes formulation of criteria for performance evaluation of Independent directors and the Board, policy on director's appointment and remuneration and remuneration policy relating to key managerial personnel and other employees.

Mr. K. P. Rao acts as the Chairman of the Committee with Mr. Byram Jeejeebhoy and Dr. T. S. Sethurathnam being the other members. All the three members of the Committee are Non-Executive and Independent directors.

During the financial year 2015-16, 1 (one) meeting of the Committee was held on 30th May, 2015. Mr. K. P. Rao and Dr. T. S. Sethurathnam attended the meeting.

- Remuneration of Managerial Personnel:

Details of remuneration paid/payable to Managing Director and Whole-Time Director for the financial year ended 31st March, 2016 are as follows:

(₹ in lakhs)

| Particulars | Managing Director | Whole-Time Director |
|---------------------|-------------------|---------------------|
| Salary & Allowances | 75.54 | 9.27 |
| Perquisites | 3.00 | 0.77 |
| Contribution to PF | 7.20 | 0.72 |
| Total | 85.74 | 10.76 |

The additional information in respect of Executive Directors is as under:

| | Mr. Suresh Bhojwani | Smt. Hira T. Bhojwani |
|------------------|---------------------|-----------------------|
| Service contract | Three years | Three years |
| Notice period | Six months | Six months |
| Severance fees | Not applicable | Not applicable |

- Independent and Non-executive Directors are paid sitting fees of ₹ 15,000/- per Board meeting, ₹ 5,000/- per Audit Committee meeting and ₹ 1,000/- for every other Committee meeting. No sitting fee is payable to Executive Directors.
- In addition to this, Non-executive Directors are paid commission collectively up to 1% of the net profits computed in the manner provided in Section 197 of the Companies Act, 2013. The amount of Commission payable is determined after assigning weightage to the attendance at the Board meeting and contribution made at the Board meeting.
- Presently, the Company has no stock option scheme.
- Details of Sitting fees and Commission paid to Independent and Non-Executive Directors for attending Board/Committee Meetings for the period 01-04-2015 to 31-03-2016 are as follows:

(₹ in lakhs)

| Sr. No. | Name of the Director | Board Meetings | Committee Meetings | Independent Directors Meeting | Commission |
|---------|------------------------|----------------|--------------------|-------------------------------|------------|
| 1. | Mr. K. P. Rao | 0.75 | 0.30 | 0.15 | NIL |
| 2. | Dr. T. S. Sethurathnam | 0.75 | 0.21 | 0.15 | NIL |
| 3. | Mr. Byram Jeejeebhoy | 0.30 | - | - | NIL |

- Mr. Byram Jeejeebhoy – Independent Director of the Company holds 5,000 Equity Shares of the Company. Mr. K. P. Rao – Independent Director of the Company holds 1,000 Equity Shares of the Company.

(iii) **Stakeholders Relationship Committee:**

The Committee is constituted to redress Shareholders' complaints like transfer/transmission of shares, duplicate issue of share certificates, non-receipt of annual report, dividends, notices etc.

The composition of the Committee is as follows:

| Name of the Director | Designation | Category |
|-----------------------|-------------|----------------------------|
| Mr. K. P. Rao | Chairman | Independent, Non-Executive |
| Mr. Suresh Bhojwani | Member | Non-Independent, Executive |
| Smt. Hira T. Bhojwani | Member | Non-Independent, Executive |

The Company Secretary acts as the Secretary to the Committee.

There were no complaints pending as on 31st March, 2016.

(iv) Risk Management Committee:

Risk Management Committee was constituted by the Company comprising of
 Mr. Suresh Bhojwani – Chairman & Managing Director,
 Smt. Hira Bhojwani – Whole Time Director,
 Mr. Chirag Shah – Chief Financial Officer,
 Risk Management Policy has been formulated and approved by the Board.

4. General Body Meetings:

Particulars of previous three Annual General Meetings.

| AGM | Year | Location of the Meeting | Date | Time | Special Resolutions |
|----------------------|---------|---|------------|------------|--|
| 68 th AGM | 2014-15 | Walchand Hirachand Hall, IMC, 4th floor, IMC Marg, Churchgate, Mumbai 400020. | 16-09-2015 | 10.30 a.m. | – Payment of Commission to Directors. |
| 67 th AGM | 2013-14 | Walchand Hirachand Hall, IMC, 4th floor, IMC Marg, Churchgate, Mumbai 400020. | 04-09-2014 | 10.30 a.m. | – Alteration of Articles of Association of the Company. – Re-appointment of Mr. Suresh Bhojwani as Managing Director and fixation of Remuneration. |
| 66 th AGM | 2012-13 | Walchand Hirachand Hall, IMC, 4th floor, IMC Marg, Churchgate, Mumbai 400020. | 12-08-2013 | 11.00 a.m. | – Remuneration to be paid to Managing Director. – Re-appointment of Ms. Ruchika Bhojwani as “Chief Operating Officer – Consumer Products” – Re-appointment of Mr. Karan Bhojwani as “Vice President - Operations” – Alteration of Articles of Association of the Company to insert clause of participation in general meetings through electronic mode. |

No resolution was passed by Postal Ballot during the Financial Year.

Extraordinary General meeting:

No Extraordinary General Meeting was held during the year 2015-16.

5. Disclosures:**Compliance with Mandatory Requirements**

- **Related Party Transactions:**

Details of related party transactions entered into by the Company are included in the notes to the Financial Statements.

All the transactions covered under the related party transaction are fair, transparent and at arms length. No significant material transaction has been made with the directors, their relatives or management which is in conflict with the interest of the Company.

- **Risk Management:**

The Company has laid down the procedures for informing the Board about risk assessment and minimization. The risk minimization procedures have been reviewed periodically to ensure that risks are controlled through properly defined management process.

- **Disclosure of Accounting Standards:**

The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and Companies (Accounting Standards) Rules, as applicable.

Others

- The Company does not have any subsidiaries.
- The Company has complied with the requirements of SEBI Listing Regulations, other Regulations/Guidelines/Rules of the Stock Exchanges/SEBI and other Statutory Authorities. Consequently, there have been no penalties imposed on the Company during the previous three years.

6. Compliance with Non-Mandatory requirements:

Adoption of non-mandatory requirements under Regulation 27(1) of the SEBI Listing Regulations is being reviewed by the Board from time to time and implemented as per the need of the Company.

7. Means of Communication:

- The quarterly, half yearly and annual results are generally published in “The Free Press Journal” (English) and “Nav-Shakti” (Marathi) in Mumbai edition.
The results are also submitted on a timely basis in such a form to the Stock Exchange where the Equity shares of the Company are listed so as to enable it to put it on its website. The results are also uploaded on the website of the Company; www.brightbrothers.co.in.
- A Management Discussion and Analysis is being presented as a part of the Annual Report as required under Regulation 34(2)(e) of SEBI Listing Regulations.

8. General Shareholders Information:

| | |
|--|---|
| Annual General Meeting | |
| • Date and Time | : 3rd August, 2016 at 11.00 a.m. |
| • Venue | : Walchand Hirachand Hall, 4th Floor, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400 020. |
| • Dividend Payment date | : On and from 16th August, 2016. |
| Financial Year | 2015-16 |
| Date of Book Closure | : 28th July, 2016 to 3rd August, 2016. |
| Financial Calendar for 2015-16 | |
| Reporting for June, 2016 quarter | : On or before 15th August, 2016. |
| Reporting for September, 2016 quarter | : On or before 15th November, 2016. |
| Reporting for December, 2016 quarter | : On or before 15th February, 2017. |
| Reporting for quarter & year ended March, 2017 | : On or before 30th May, 2017. |

Listing:

The Equity shares of the Company are listed on Bombay Stock Exchange Limited. The Company has paid the Annual Listing Fee for the year 2015-16.

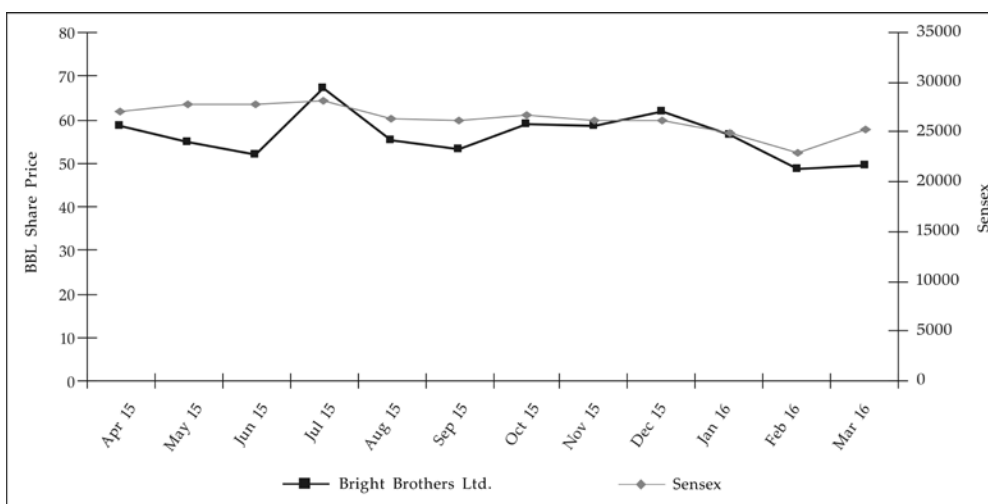
| | |
|-------------------------------------|-------------------------|
| • Stock Code | : 526731 |
| • ISIN No. for NSDL and CDSL | : INE630D01010 |
| • Scrip ID | : BRIGHTBR |
| • CIN | : L25209MH1946PLC005056 |

- **Stock Market Data (BSE):**

Monthly high and low quotations of shares and volume of Equity shares traded on Bombay Stock Exchange Limited is as follows.

| Month | High (In ₹) | Low (In ₹) | Closing (In ₹) | Volume (in Nos.) | Sensex (Closing) |
|-----------------|----------------|---------------|-------------------|---------------------|---------------------|
| April, 2015 | 70.00 | 54.20 | 58.75 | 120991 | 27011.31 |
| May, 2015 | 59.00 | 53.55 | 54.65 | 18185 | 27828.44 |
| June, 2015 | 56.25 | 47.20 | 51.85 | 32282 | 27780.83 |
| July, 2015 | 70.10 | 51.60 | 67.20 | 179726 | 28114.56 |
| August, 2015 | 72.20 | 54.00 | 55.45 | 182603 | 26283.09 |
| September, 2015 | 63.00 | 51.00 | 53.00 | 29151 | 26154.83 |
| October, 2015 | 62.50 | 53.00 | 59.10 | 46927 | 26656.83 |
| November, 2015 | 60.50 | 51.05 | 58.50 | 17883 | 26145.67 |
| December, 2015 | 67.00 | 56.05 | 61.85 | 43590 | 26117.54 |
| January, 2016 | 63.45 | 51.20 | 56.60 | 20851 | 24870.69 |
| February, 2016 | 64.70 | 45.00 | 48.50 | 46194 | 23002.00 |
| March, 2016 | 54.00 | 43.00 | 49.60 | 60758 | 25341.86 |

Share Performance of the Company in Comparison to BSE Sensex
BSE Sensex Vs BBL Share Price (Monthly Closing Price)



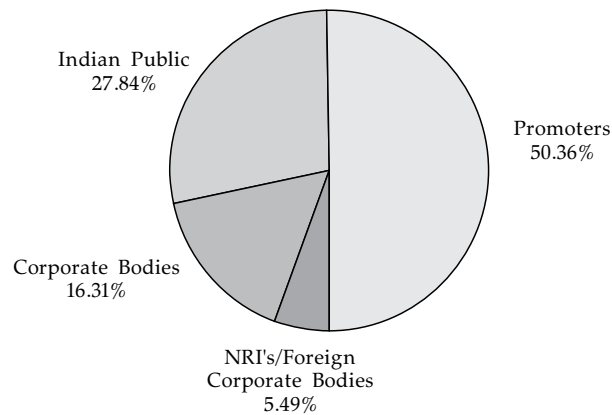
Pattern of Shareholding as on 31st March, 2016:

| Category | No. of Shares | % |
|--|------------------|---------------|
| ** Promoters | 28,60,845 | 50.36 |
| Non Promoters | 28,19,390 | 49.64 |
| a. NRIs/Foreign Nationals/Foreign Corporate Bodies | 2,90,205 | 5.11 |
| b. Mutual Funds/Banks/Financial Institutions | 350 | 0.00 |
| c. Private Corporate Bodies | 9,10,604 | 16.03 |
| d. General Public | 16,18,231 | 28.50 |
| Grand Total | 56,80,235 | 100.00 |

Note: None of the Promoters have pledged their shares as on 31st March, 2016.

** Promoter holdings comprised in “Promoter and Promoter Group” as defined in Regulation 2(w) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

| Sr. No. | Name of the shareholder | No. of Shares | % of total shareholding |
|---------|---------------------------------------|------------------|-------------------------|
| 1. | M/s. T. W. Bhojwani Leasing Pvt. Ltd. | 8,70,637 | 15.33 |
| 2. | Mr. Suresh Bhojwani | 12,83,418 | 22.60 |
| 3. | Smt. Hira T. Bhojwani | 3,70,310 | 6.52 |
| 4. | T. W. Bhojwani – HUF | 2,40,430 | 4.23 |
| 5. | Mrs. Devika S. Bhojwani | 41,050 | 0.72 |
| 6. | S. T. Bhojwani – HUF | 20,000 | 0.34 |
| 7. | Ms. Ruchika S. Bhojwani | 17,500 | 0.31 |
| 8. | Mr. Karan S. Bhojwani | 17,500 | 0.31 |
| | Total | 28,60,845 | 50.36 |



Distribution of Holding:

| Range of Shares held | No. of Folios | No. of Shares held | % Total Shares |
|----------------------|---------------|--------------------|----------------|
| 1-500 | 3,975 | 4,75,477 | 8.37 |
| 501-1000 | 164 | 1,34,473 | 2.37 |
| 1001-2000 | 84 | 1,24,180 | 2.19 |
| 2001-3000 | 28 | 70,472 | 1.24 |
| 3001-4000 | 11 | 38,089 | 0.67 |
| 4001-5000 | 19 | 89,400 | 1.57 |
| 5001-10000 | 19 | 1,33,981 | 2.36 |
| 10001 and above | 45 | 46,14,163 | 81.23 |
| Grand Total | 4,345 | 56,80,235 | 100.00 |

Share Transfer System:

M/s. Sharepro Services (India) Private Limited was acting as Registrar and Transfer Agent (RTA) to process all the matters related to transfers in physical form during the year 2015-16. The share transfers are processed within a period of 15 days from the date of receipt of the transfer documents complete in all respects. All requests for dematerialization of shares, which are in order, are processed within 7 days from the receipt of request and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has changed the RTA from M/s. Sharepro Services (India) Private Limited to M/s. Link Intime India Private Limited w.e.f. 1st July, 2016.

Dematerialisation and Liquidity:

The shares of the Company are required to be compulsorily traded in dematerialised form. 54,17,809 Equity Shares representing 95.38% of the total Equity Capital of the Company are held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31st March, 2016.

Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion date and likely impact on equity:

The Company has not issued any of these instruments so far.

Plant Locations:

| | |
|---|--|
| Puducherry: Plot No. 1/1 to 1/4, Thirubhuvanai, Mannadipet Commune, Puducherry – 605 107. Phone No. : 0413 2640105 0413 2640368 | Faridabad: Plot No. 16-17, Sector 24, Faridabad, Haryana – 121 005. Phone No. : 0219 2232049 0219 5021455 |
| Bhimtal: Hiltron Electronic Complex, Plot No. C,D,E,F & G Mallittal, Bhimtal, Nainital, Uttarakhand – 263136 Phone No. : 05942 247219/212 | Dehradun: Khasara No. 3962,3963,3946 & 3947 Lal Tapper Industrial Area, Majri Grant Dehradun, Uttarakhand – 248140. Phone No: 0135-2499974 |

Address for Investor's correspondence:

| | | |
|---|---|--|
| For all matters relating to shares, dividends, Annual Reports | M/s. Link Intime India Pvt Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai - 400078 Contact person: Mr. Pravin Golatkar Email: rnt.helpdesk@linkintime.co.in | Phone : 022 2596 3838 Fax : 022 2594 6969 |
| For any other general matters | Company Secretary Bright Brothers Limited 610/611, Nirman Kendra, Famous Studio Lane, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 Email: invcom@brightbrothers.co.in | Phone : 022 25822089 Fax : 022 25837051 |

9. Request to shareholders:

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to serve them efficiently and avoid risks while dealing in securities of the Company.

Demat of Shares:

Shareholders are requested to convert their physical holding to demat/electronic form through any of the depository participants (DPs) to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.

Registration of Electronic Clearing Service (ECS) Mandate:

ECS helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the Registrar & Transfer Agent (RTA) or their respective DPs.

Transfer of shares in physical mode:

Shareholders should fill in complete and correct particulars in the transfer deed for expeditious transfer of shares. Wherever applicable, registration number of power of attorney should also be quoted in the transfer deed at the appropriate place.

Shareholders, whose signatures have undergone any change over a period of time, are requested to lodge their new specimen signature duly attested by a bank manager to the RTA.

Shareholders are requested to note that as per SEBI circular no. MRD/DoP/Cir -05/1009 dated 20th May 2009, it is mandatory for transferees to furnish a copy of Permanent Account Number (PAN) for registration of transfer of shares to be held in physical mode.

In case of loss/misplacement of share certificates, shareholders should immediately lodge a FIR/Complaint with the police and inform the Company/RTA with original or certified copy of FIR/acknowledged copy of complaint for marking stop transfer of shares.

Consolidation of Multiple Folios:

Shareholders, who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

Registration of Nominations:

Nomination in respect of shares - Section 72 of the Companies Act, 2013 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his/her nominee without having to go through the process of obtaining succession certificate/probate of the Will etc.

It would, therefore, be in the best interest of the shareholders holding shares in physical form registered as a sole holder to make such nominations. Investors, who have not availed nomination facility, are requested to avail the same by submitting the prescribed form. This form will be made available on request. Investors holding shares in demat form are advised to contact their DPs for making nominations.

Updation of address:

Shareholders are requested to update their address and email id registered with the Company, directly through the RTA located at the address mentioned above to receive all communications promptly.

Shareholders, holding shares in electronic form, are requested to deal only with their DPs in respect of change of address, email id and furnishing bank account number, etc.

SMS Alerts:

Investors are requested to note that National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have announced the launch of SMS alert facility for demat account holders whereby investors will receive alerts for debits/credits (transfers) to their demat accounts a day after the transaction. These alerts will be sent to those account holders who have provided their mobile numbers to their Depository participants (DPs). No charge will be levied by NSDL/CDSL for providing this facility to investors. This facility will be available to investors who request for the same and provide their mobile numbers to the DPs. Further, information is available on the website of NSDL and CDSL namely www.nsdl.co.in and www.cdslindia.com, respectively.

Timely encashment of dividends:

Shareholders are requested to encash their dividends promptly to avoid hassles of revalidation/ losing your right of claim owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

As required by SEBI, shareholders are requested to furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.

Shareholders who have not encashed their dividend warrants in respect of dividends declared for the year ended 31st March, 2009 and for any financial year thereafter may contact the Company and surrender their warrants for payment.

10. CEO/CFO Certification:

The Managing Director and Chief Financial Officer have in respect of the financial year ended 31st March, 2016 certified to the Board regarding compliances of covenants contained in Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Certificate forms part of the Annual Report.

11. Compliance Certificate from the Auditors:

The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate is annexed hereto.

12. Compliance with the Code of Conduct:

DECLARATION

As required under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the Code of conduct for the year ended 31st March, 2016.

On behalf of Board of Directors,
For **BRIGHT BROTHERS LIMITED**

Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Place : Mumbai
Date : 19th May, 2016

**CEO-CFO CERTIFICATE under Regulation 17(8) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To

The Board of Directors,
BRIGHT BROTHERS LIMITED

- (a) We have reviewed financial statements and the cash flow statement of Bright Brothers Limited for the year ended on 31st March, 2016 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mr. Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Mr. Chirag Shah
Chief Financial Officer

Place : Mumbai

Date : 19th May, 2016

AUDITOR'S CERTIFICATE

TO THE MEMBERS OF,
BRIGHT BROTHERS LIMITED

We have examined the Compliance of conditions of Corporate Governance by Bright Brothers Limited ('the Company'), for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges, relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Desai Saksena & Associates**
Chartered Accountants
Firm's Registration No.: 102358W

DR. S. N. DESAI
Partner
Membership No. 32546

Place : Mumbai

Date : 19th May, 2016

Annexure-III**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31st March, 2016****Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.****I. REGISTRATION AND OTHER DETAILS**

| | | |
|-----|---|--|
| i | CIN | L25209MH1946PLC005056 |
| ii | Registration Date | 11th July, 1946 |
| iii | Name of the Company | Bright Brothers Ltd. |
| iv | Category/Sub-category of the Company | Public Limited Company |
| v | Address of the Registered office and contact details | 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai - 400 011. Ph: +91 22 24905324, Fax : +91 22 24905325 |
| vi | Whether listed company | Yes |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any | M/s. Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai - 400 078. Phone: 022 2596 3838 Fax: 022 2594 6969 |

Note: The Company has changed the RTA from M/s. Sharepro Services (India) Private Limited to M/s. Link Intime India Private Limited w.e.f. 1st July, 2016.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated. The Company is engaged in the business of manufacturing injection moulded plastic products for supplies to original equipment manufacturers for consumer durable industry and markets its own products under "Brite" brand for material handling crates.

| Sr. No. | Name & Description of main products/services | NIC Code of the product/service* | % to total turnover of the company# |
|---------|--|----------------------------------|-------------------------------------|
| 1 | Manufacture of Plastic Products | 222 | 98.32% |

* As per National Industrial Classification - Ministry of Statistics and Programme Implementation.

On the basis of Gross Turnover.

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

| Sr. No. | Name & Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % To total Equity)

(i) Category wise Shareholding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year | |
|--|---|------------|------------------|-------------------|---|------------|------------------|-------------------|--------------------------|--------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | | |
| A. PROMOTERS | | | | | | | | | | |
| (1) Indian | | | | | | | | | | |
| a) Individual/HUF | 19,90,208 | 0 | 19,90,208 | 35.04 | 19,90,208 | 0 | 19,90,208 | 35.04 | — | — |
| b) Central Govt. or State Govt. | — | — | — | — | — | — | — | — | — | — |
| c) Bodies Corporates | 8,70,637 | 0 | 8,70,637 | 15.33 | 8,70,637 | 0 | 8,70,637 | 15.33 | — | — |
| d) Bank/FI | — | — | — | — | — | — | — | — | — | — |
| e) Any other | — | — | — | — | — | — | — | — | — | — |
| SUB TOTAL (A) (1) | 28,60,845 | 0 | 28,60,845 | 50.36 | 28,60,845 | 0 | 28,60,845 | 50.36 | — | — |
| (2) Foreign | | | | | | | | | | |
| a) NRI- Individuals | — | — | — | — | — | — | — | — | — | — |
| b) Other Individuals | — | — | — | — | — | — | — | — | — | — |
| c) Bodies Corporates | — | — | — | — | — | — | — | — | — | — |
| d) Banks/FI | — | — | — | — | — | — | — | — | — | — |
| e) Any other | — | — | — | — | — | — | — | — | — | — |
| SUB TOTAL (A) (2) | — | — | — | — | — | — | — | — | — | — |
| Total Shareholding of Promoter (A)=(A)(1)+(A)(2) | 28,60,845 | 0 | 28,60,845 | 50.36 | 28,60,845 | 0 | 28,60,845 | 50.36 | — | — |
| B. PUBLIC SHAREHOLDING | | | | | | | | | | |
| (1) Institutions | | | | | | | | | | |
| a) Mutual Funds | 0 | 300 | 300 | 0.01 | 0 | 300 | 300 | 0.01 | — | — |
| b) Banks/FI | 0 | 50 | 50 | 0.00 | 0 | 50 | 50 | 0.00 | — | — |
| c) Central Govt. | — | — | — | — | — | — | — | — | — | — |
| d) State Govt. | — | — | — | — | — | — | — | — | — | — |
| e) Venture Capital Fund | — | — | — | — | — | — | — | — | — | — |
| f) Insurance Companies | — | — | — | — | — | — | — | — | — | — |
| g) FIIS | — | — | — | — | — | — | — | — | — | — |
| h) Foreign Venture Capital Funds | — | — | — | — | — | — | — | — | — | — |
| i) Others (specify) | — | — | — | — | — | — | — | — | — | — |
| SUB TOTAL (B)(1): | 0 | 350 | 350 | 0.01 | 0 | 350 | 350 | 0.01 | — | — |
| (2) Non Institutions | | | | | | | | | | |
| a) Bodies Corporates | — | — | — | — | — | — | — | — | — | — |
| i) Indian | 9,22,999 | 3,201 | 9,26,200 | 16.31 | 9,07,403 | 3,201 | 9,10,604 | 16.03 | (15,596) | (0.27) |
| ii) Overseas | — | — | — | — | — | — | — | — | — | — |
| b) Individuals | — | — | — | — | — | — | — | — | — | — |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 6,89,891 | 2,34,325 | 9,24,216 | 16.27 | 7,30,580 | 2,30,125 | 9,60,705 | 16.91 | 36,489 | 0.64 |
| ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh | 6,50,888 | 0 | 6,50,888 | 11.46 | 6,51,476 | 0 | 6,51,476 | 11.47 | 588 | 0.01 |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year | |
|--|---|-----------------|------------------|-------------------|---|-----------------|------------------|-------------------|--------------------------|---------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | | |
| c) Others (specify) | — | — | — | — | — | — | — | — | — | — |
| Directors | 6,000 | 0 | 6,000 | 0.11 | 6,000 | 0 | 6,000 | 0.11 | — | — |
| Foreign entity | 250 | 0 | 250 | — | 250 | 0 | 250 | — | — | — |
| Trust | 50 | 0 | 50 | — | 50 | 0 | 50 | — | — | — |
| Non Resident | — | — | — | — | — | — | — | — | — | — |
| Rep | 2,70,398 | 5,000 | 2,75,398 | 4.85 | 2,47,787 | 5,000 | 2,52,787 | 4.45 | (22,611) | (0.40) |
| Non-Rep | 12,288 | 23,750 | 36,038 | 0.63 | 13,418 | 23,750 | 37,168 | 0.65 | 1,130 | 0.02 |
| SUB TOTAL (B)(2): | 25,52,764 | 2,66,276 | 28,19,040 | 49.87 | 25,56,964 | 2,62,076 | 28,19,040 | 49.64 | (13,420) | (0.23) |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 25,52,764 | 2,66,626 | 28,19,390 | 49.64 | 25,56,964 | 2,62,426 | 28,19,390 | 49.64 | — | — |
| C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs | — | — | — | — | — | — | — | — | — | — |
| GRAND TOTAL (A+B+C) | 54,13,609 | 2,66,626 | 56,80,235 | 100 | 54,17,809 | 2,62,426 | 56,80,235 | 100 | — | — |

(ii) Shareholding of Promoters

| Sr. No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|---------|---------------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of shares | % of total shares of the company | % of shares pledged/encumbered to total shares | No. of shares | % of total shares of the company | % of shares pledged/encumbered to total shares | |
| 1 | M/s. T. W. Bhojwani Leasing Pvt. Ltd. | 8,70,637 | 15.33 | N.A. | 8,70,637 | 15.33 | N.A. | NIL |
| 2 | Mr. Suresh Bhojwani | 12,83,418 | 22.60 | N.A. | 12,83,418 | 22.60 | N.A. | NIL |
| 3 | Smt. Hira T. Bhojwani | 3,70,310 | 6.52 | N.A. | 3,70,310 | 6.52 | N.A. | NIL |
| 4 | T. W. Bhojwani - HUF | 2,40,430 | 4.23 | N.A. | 2,40,430 | 4.23 | N.A. | NIL |
| 5 | Mrs. Devika S. Bhojwani | 41,050 | 0.72 | N.A. | 41,050 | 0.72 | N.A. | NIL |
| 6 | S. T. Bhojwani - HUF | 20,000 | 0.34 | N.A. | 20,000 | 0.34 | N.A. | NIL |
| 7 | Ms. Ruchika S. Bhojwani | 17,500 | 0.31 | N.A. | 17,500 | 0.31 | N.A. | NIL |
| 8 | Mr. Karan S. Bhojwani | 17,500 | 0.31 | N.A. | 17,500 | 0.31 | N.A. | NIL |
| | Total | 28,60,845 | 50.36 | N.A. | 28,60,845 | 50.36 | N.A. | NIL |

(iii) Change in Promoters' Shareholding

| Sr. No. | Date | No. of shares | % of total shares of the company | Cumulative Share holding during the year | |
|---------|--|---------------|----------------------------------|--|----------------------------------|
| | | | | No. of shares | % of total shares of the company |
| | At the beginning of the year | | | — | — |
| | Transfer Transfer Transfer Transfer | | | | |
| | At the end of the year | | | — | — |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

| Sr. No. | For Each of the Top 10 Shareholders | Date | No. of shares | % of total shares of the Company | Cumulative Shareholding during the year | |
|---------|---|------------|---------------|----------------------------------|---|----------------------------------|
| | | | | | No. of shares | % of total shares of the Company |
| 1 | PATTON INTERNATIONAL LIMITED | | | | | |
| | At the beginning of the year | | 3,13,200 | 5.51 | — | — |
| | Transfer | | — | — | | |
| | At the end of the year (or on the date of separation, if separated during the year) | | 3,13,200 | 5.51 | — | — |
| 2 | BYRAMJEE JEEJEEBHOY PVT. LTD. | | | | | |
| | At the beginning of the year | | 2,91,785 | 5.14 | — | — |
| | Transfer | — | — | — | — | — |
| | At the end of the year (or on the date of separation, if separated during the year) | | 2,91,785 | 5.14 | — | — |
| 3 | BIDDU APAIAH | | | | | |
| | At the beginning of the year | | 2,06,307 | 3.63 | — | — |
| | Transfer | 07-08-2015 | (10,000) | 0.18 | 1,96,307 | 3.46 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 1,96,307 | 3.46 | — | — |
| 4 | HARDIK BHARAT PATEL | | | | | |
| | At the beginning of the year | | 1,09,112 | 1.92 | — | — |
| | Transfer | — | — | — | — | — |
| | At the end of the year (or on the date of separation, if separated during the year) | | 1,09,112 | 1.92 | — | — |
| 5 | NILIMA UPENDRA MEHTA | | | | | |
| | At the beginning of the year | | 74,505 | 1.31 | — | — |
| | Transfer | 07-08-2015 | (25,000) | 0.44 | 49,505 | 0.87 |
| | Transfer | 07-08-2015 | 5,000 | 0.09 | 54,505 | 0.96 |
| | Transfer | 14-08-2015 | (7,074) | 0.12 | 47,431 | 0.84 |
| | Transfer | 30-10-2015 | 15,000 | 0.26 | 62,431 | 1.10 |
| | Transfer | 04-12-2015 | (25,357) | 0.45 | 37,074 | 0.65 |
| | Transfer | 04-12-2015 | 25,357 | 0.45 | 62,431 | 1.10 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 62,431 | 1.10 | — | — |
| 6 | RAI INVESTMENTS LTD. | | | | | |
| | At the beginning of the year | | 69,401 | 1.22 | — | — |
| | Transfer | 18-09-2015 | (701) | 0.01 | 68,700 | 1.21 |
| | Transfer | 08-01-2016 | 21,800 | 0.38 | 90,500 | 1.59 |
| | Transfer | 19-02-2016 | (11,000) | 0.19 | 79,500 | 1.40 |
| | Transfer | 26-02-2016 | (1,025) | 0.02 | 78,475 | 1.38 |
| | Transfer | 31-03-2016 | 1,618 | 0.03 | 80,093 | 1.41 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 80,093 | 1.41 | — | — |

| Sr. No. | For Each of the Top 10 Shareholders | Date | No. of shares | % of total shares of the Company | Cumulative Shareholding during the year | |
|---------|---|------------|---------------|----------------------------------|---|----------------------------------|
| | | | | | No. of shares | % of total shares of the Company |
| 7. | INNOVATIVE DATA ORGANISERS PVT. LTD. | | | | | |
| | At the beginning of the year | | 69,017 | 1.22 | — | — |
| | Transfer | 31-12-2015 | (18,740) | 0.33 | 50,277 | 0.89 |
| | Transfer | 04-03-2016 | 7,500 | 0.13 | 57,777 | 1.02 |
| | Transfer | 11-03-2016 | 2,785 | 0.05 | 60,562 | 1.07 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 60,562 | 1.07 | — | — |
| 8. | SANGETHA S | | | | | |
| | At the beginning of the year | | 62,391 | 1.10 | — | — |
| | Transfer | 24-04-2015 | 949 | 0.01 | 63,340 | 1.12 |
| | Transfer | 15-05-2015 | 450 | 0.01 | 63,790 | 1.12 |
| | Transfer | 26-06-2015 | 400 | 0.01 | 64,190 | 1.13 |
| | Transfer | 16-10-2015 | 1,040 | 0.02 | 65,230 | 1.15 |
| | Transfer | 19-02-2016 | 2,430 | 0.04 | 67,660 | 1.19 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 67,660 | 1.19 | — | — |
| 9. | PRAVIN GANDHI | | | | | |
| | At the beginning of the year | | 54,859 | 0.97 | — | — |
| | Transfer | 12-06-2015 | 1,100 | 0.02 | 55,959 | 0.02 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 55,959 | 0.98 | — | — |
| 10. | MEDIUM INVESTMENTS CO PVT. LTD. | | | | | |
| | At the beginning of the year | | 52,842 | 0.93 | — | — |
| | Transfer | 17-07-2015 | (3,000) | 0.05 | 49,842 | 0.88 |
| | Transfer | 24-07-2015 | (2,682) | 0.05 | 47,160 | 0.83 |
| | Transfer | 07-08-2015 | (3,000) | 0.05 | 44,160 | 0.78 |
| | Transfer | 14-08-2015 | (2,752) | 0.05 | 41,408 | 0.72 |
| | Transfer | 21-08-2015 | (1,434) | 0.03 | 39,974 | 0.70 |
| | Transfer | 31-12-2015 | (3,000) | 0.05 | 36,974 | 0.65 |
| | Transfer | 04-03-2016 | 200 | 0.00 | 37,174 | 0.65 |
| | Transfer | 11-03-2016 | 300 | 0.01 | 37,474 | 0.66 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 37,474 | 0.66 | — | — |
| 11. | DATTANI CERAMICS PVT. LTD. | | | | | |
| | At the beginning of the year | | 43,396 | 0.76 | — | — |
| | Transfer | 31-12-2015 | (3,960) | 0.07 | 39,436 | 0.69 |
| | Transfer | 04-03-2016 | 5,860 | 0.10 | 45,296 | 0.80 |
| | Transfer | 11-03-2016 | 8,968 | 0.16 | 54,264 | 0.96 |
| | At the end of the year (or on the date of separation, if separated during the year) | | 54,264 | 0.96 | — | — |

(v) Shareholding of Directors & KMP

| Sr. No. | For Each of the Directors & KMP | No. of shares | % of total shares of the company | Cumulative Shareholding during the year | |
|---------|--|---------------|----------------------------------|---|----------------------------------|
| | | | | No of shares | % of total shares of the company |
| 1. | Mr. Byram Jeejeebhoy | | | | |
| | At the beginning of the year | 5,000 | 0.09 | — | — |
| | Date wise increase/decrease in Promoters' Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | — | — | — | — |
| | At the end of the year | 5,000 | 0.09 | — | — |
| 2. | Mr. K. P. Rao | | | | |
| | At the beginning of the year | 1,000 | 0.001 | — | — |
| | Date wise increase/decrease in Promoters' Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | — | — | — | — |
| | At the end of the year | 1,000 | 0.001 | — | — |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|---------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 126.63 | — | 313.41 | 440.04 |
| ii) Interest due but not paid | — | — | — | — |
| iii) Interest accrued but not due | — | — | — | — |
| Total (i+ii+iii) | 126.63 | — | 313.41 | 440.04 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 9.64 | — | 60.30 | 69.94 |
| Reduction | 122.80 | — | 2.40 | 125.20 |
| Net Change | (113.16) | — | 57.90 | (55.26) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 13.47 | — | 371.31 | 384.78 |
| ii) Interest due but not paid | — | — | — | — |
| iii) Interest accrued but not due | — | — | — | — |
| Total (i+ii+iii) | 13.47 | — | 371.31 | 384.78 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Director and/or Manager:

(₹ in lakhs)

| Sr. No. | Particulars of Remuneration | Names | | Total Amount |
|---------|--|--|---|--------------|
| | | Mr. Suresh Bhojwani Managing Director | Smt. Hira Bhojwani Whole-Time Director | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. | 75.54 | 9.27 | 84.81 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | 3.00 | 0.77 | 3.77 |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | — | — | — |
| 2 | Stock option | — | — | — |
| 3 | Sweat Equity | — | — | — |
| 4 | Commission | — | — | — |
| | as % of profit | | | |
| | others (specify) | | | |
| 5 | Others-Provident Fund | 7.20 | 0.72 | 7.92 |
| | Total (A) | 85.74 | 10.76 | 96.50 |

B. Remuneration to other directors:

(₹ in lakhs)

| Sr. No. | Particulars of Remuneration | Name of the Directors | | | Total Amount |
|---------|--|-----------------------|------------------------|---------------|--------------|
| | | Mr. Byram Jeejeebhoy | Dr. T. S. Sethurathnam | Mr. K. P. Rao | |
| 1 | Independent Directors | | | | |
| | (a) Fee for attending Board committee meetings | 0.30 | 1.11 | 1.20 | 2.61 |
| | (b) Commission | — | — | — | — |
| | (c) Others, please specify | — | — | — | — |
| | Total (1) | 0.30 | 1.11 | 1.20 | 2.61 |
| 2 | Other Non Executive Directors | — | — | — | — |
| | (a) Fee for attending board committee meetings | — | — | — | — |
| | (b) Commission | — | — | — | — |
| | (c) Others, please specify. | — | — | — | — |
| | Total (2) | — | — | — | — |
| | Total (B)=(1+2) | 0.30 | 1.11 | 1.20 | 2.61 |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(₹ in lakhs)

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|--|--------------------------|--|--------------|
| | | Chief Financial Officer* | Company Secretary & Compliance Officer** | Total |
| 1 | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 25.67 | 7.14 | 32.81 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | — | — | — |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | — | — | — |
| 2 | others, specify | — | — | — |
| 3 | Others-Provident Fund | 1.38 | 0.38 | 1.76 |
| | Total | 27.05 | 7.52 | 34.57 |

* Details of remuneration are from date of appointment as Chief Financial Officer i.e. 1st June, 2015.

** Details of remuneration are from the date of appointment as Company Secretary and Compliance Officer i.e. 24th July, 2015.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/Compounding fees imposed | Authority (RD/NCLT/Court) | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|---------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

Annexure IV
Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bright Brothers Limited
610-611, Nirman Kendra,
Famous Studio Lane,
Mumbai-400011.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bright Brothers Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) And other applicable laws as stated by the management, including:-
 - 1) Payment of Wages Act, 1936
 - 2) Payment of Bonus Act, 1965
 - 3) The Industrial Disputes Act, 1947
 - 4) Minimum Wages Act
 - 5) Shops and Establishment Act
 - 6) Industrial Employment (Standing Orders) Act, 1946
 - 7) Contract Labour (Regulation and Abolition) Act, 1970
 - 8) Payment of Gratuity Act, 1972
 - 9) Weekly Holidays Act, 1942
 - 10) Workmen's Compensation Act, 1923
 - 11) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - 12) Maternity Benefit Act, 1961
 - 13) Employees' State Insurance Act, 1948
 - 14) Unorganised Workers Social Security Act, 2008
 - 15) Factories Act, 1948
 - 16) Trade Unions Act, 1926
 - 17) Child Labour (Prohibition and Abolition) Act, 1986
 - 18) Juvenile Justice (Care and Protection) of Children Act, 2000
 - 19) The Plantation Labour Act, 1951
 - 20) All other applicable labour Laws, Rules, Regulations
 - 21) All other locally applicable Acts, Rules, Regulations
 - 22) Competition Act, 2002

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

OBSERVATIONS:

As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit:

- (a) We report that the provisions of the Foreign Exchange Management Act, 1999 and Rules and Regulations made thereunder were complied to the extent of:
 - (i) External Commercial Borrowings were not attracted to the Company under the financial year under review;
 - (ii) Foreign Direct Investment (FDI) were not attracted to the Company under the financial year under review;
 - (iii) Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad were not attracted to the Company under the financial year under review;
- (b) The Company has not made any GDRs/ADRs. or any Commercial Instrument under the financial year under review.

- (c) The provisions of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and Rules and Regulations made thereunder were complied with, except to the extent of:
- (i) Report under Regulation 30(1) and 30(2) was not complied with, within the period of seven days from the closure of the financial year end 31st March, 2015.
- (d) The provisions of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and Rules and Regulations made thereunder were complied with:
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; were not applicable for the financial year under review.
- (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, were not applicable for the financial year under review.
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, were not applicable for the financial year under review.
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client, were complied with for the financial year under review.
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; were not applicable for the financial year under review.
- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; were not applicable for the financial year under review.

We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notices were given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

We further report that during the audit period, no major corporate event has occurred which has a major bearing on the company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc.

For **KIRAN MARTIN GOLLA & ASSOCIATES**
Company Secretaries

KIRAN MARTIN GOLLA
Proprietor
FCS No. 7767
C P No.: 8176

Date: 28th April, 2016
Place: Mumbai

'Annexure A'

**(To the Secretarial Audit Report of M/s. Bright Brothers Limited
for the financial year ended 31st March, 2016)**

To,
The Members
Bright Brothers Limited
610-611, Nirman Kendra
Famous Studio Lane,
Mumbai-400011.

Our Secretarial Audit Report for the financial year ended 31st March, 2016, is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **KIRAN MARTIN GOLLA & ASSOCIATES**
Company Secretaries

KIRAN MARTIN GOLLA
Proprietor
FCS No. 7767
C P No.: 8176

Date: 28th April, 2016
Place: Mumbai

Independent Auditor's Report For the year ended 31st March 2016

TO THE MEMBERS OF,
BRIGHT BROTHERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Bright Brothers Limited** ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of profit and loss and the cash flow statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("the Rules"). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under Section 143(11) of the Act.

We conducted our audit in accordance with the Auditing Standards specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A', a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- (g) with respect to the other matters to be included in the Independent Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 (Sn. 1 to 6) to the financial statements;
 - ii. there are no material foreseeable losses arising out of any long-term contracts for which provision is required to be made under any law or accounting standards. The Company has not entered into any long term derivative contracts; and
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Desai Saksena & Associates**
Chartered Accountants
Firm’s Registration No.: 102358W

DR. S. N. DESAI
Partner
Membership No.: 32546

Place : Mumbai
Date : 19th May, 2016

Annexure - A to the Independent Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2016, we report that:

- (i) In respect of Company's fixed assets:
 - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In respect Company's inventories:
 - (a) As explained to us, the inventories other than goods in transit inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.
- (iii) In our opinion and according to information and explanations given to us, the Company has not granted any loans, secured or unsecured to parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured or provided any guarantees or security to parties covered under section 185 of the Act. The Company has not granted any loans, no investments has been made, no guarantees or security are given to parties covered section 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with directives issued by Reserve Bank of India and the provision of sections 73 to 75 or any other applicable provisions of the Act and the (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal. In our opinion and according to the explanation given to us, the Company has not accepted deposit from non-members.
- (vi) We have broadly reviewed the books of accounts and records maintained by the Company pursuant to the Rules prescribed by the Central Government under sub section (1) of section 148 of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) In respect of statutory dues:
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of excise, duty of customs, service tax, professional tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, professional tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authorities on account of any dispute, other than the following dues of duty of excise, service tax, Income tax, sales tax, value added tax and provident fund:

| Sr. No. | Name of the statute | Nature of dues | Financial Year to which it pertains | Forum where dispute is pending | *Amount (₹ in lakhs) |
|---------|--|---------------------------------|-------------------------------------|--------------------------------|----------------------|
| 1 | Bombay Sales Tax Act, 1959 and Central Sales Tax Act, 1956 | Sales tax, Interest and Penalty | 1992-93, 1998-99, 2001-02. | Sales Tax Appellate Tribunal | 13.75 |

| Sr. No. | Name of the statute | Nature of dues | Financial Year to which it pertains | Forum where dispute is pending | *Amount (₹ in lakhs) |
|---------|---|---------------------------------|--|---|----------------------|
| 2 | Bombay Sales Tax Act, 1959 and Central Sales Tax Act, 1956 | Sales tax, Interest and Penalty | 1987-89, 1999-00, 2001-02, 2003-04, 2004-05. | Joint Commissioner (Appeals-Sales Tax) | 91.14 |
| 3 | Bombay Sales Tax Act, 1959 | Sales tax, Interest and Penalty | 1992-93 | Deputy Commissioner (Appeals-Sales Tax) | 3.52 |
| 4 | Maharashtra Value Added Tax Act 2002/ and Central Sales Tax Act, 1956 | VAT, Interest and Penalty | 2005-06, 2006-07, 2008-09. | Joint Commissioner (Appeals-Sales Tax) | 375.68 |
| 5 | Maharashtra Value Added Tax Act 2002 and Central Sales Tax Act, 1956 | VAT, Interest and Penalty | 2005-06, 2007-08, 2009-10, 2011-12. | Deputy Commissioner (Appeals-Sales Tax) | 28.15 |
| 6 | The Central Excise Act, 1944 | Duty and Penalty | 1996-1997 to 1998-1999 | CESTAT | 89.78 |
| 7 | Income Tax Act, 1961 | Income Tax Dues | 2010-11 | CIT (Appeals) | 19.70 |
| 8 | Provident Fund Act, 1952 | P.F. Dues | 2010-2011, 2011-2012, 2012-2013, | Commissioner (PF) | 8.66 |

* Note: 1. The Company has made provision of ₹ 7.41 lacs on account of disputed Statutory Liabilities. Disputed amount is disclosed net of provision made.

2. Interest and Penalty as per the orders received.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loan raised during the year has been applied for the purpose for which it was raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting standard (AS) 18, Related Party Disclosure specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For **Desai Saksena & Associates**
Chartered Accountants
Firm's Registration No.: 102358W

DR. S. N. DESAI
Partner
Membership No.: 32546

Place : Mumbai
Date : 19th May, 2016

Annexure - B to the Independent Auditor's Report for the year ended 31st March 2016 on the Financial Statement

(Referred to in our report of even date)

Report on the Internal Financial Controls over financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Bright Brothers Limited** ("the Company") as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI') (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirement and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company has an Internal control system. However, the same needs to be strengthened.

Opinion

According to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Desai Saksena & Associates**
Chartered Accountants
Firm's Registration No.: 102358W

Place : Mumbai
Date : 19th May, 2016

DR. S. N. DESAI
Partner
Membership No.: 32546

Balance Sheet as at 31st March, 2016

| | Note No. | ₹ in Lakhs | |
|------------------------------------|----------|------------------------------|------------------------------|
| | | As at 31st March, 2016 | As at 31st March, 2015 |
| I. EQUITY AND LIABILITIES | | | |
| 1. Shareholders' funds | | | |
| (a) Share capital | 2 | 567.60 | 567.60 |
| (b) Reserves and surplus | 3 | 4,413.38 | 5,139.16 |
| 2. Non-current liabilities | | | |
| (a) Long-term borrowings | 4 | 181.59 | 195.40 |
| (b) Deferred tax liabilities (Net) | 5 | 154.77 | 154.77 |
| 3. Current liabilities | | | |
| (a) Short-term borrowings | 6 | 197.90 | 123.15 |
| (b) Trade payables | | 1,612.73 | 1,430.65 |
| (c) Other current liabilities | 7 | 638.08 | 703.60 |
| (d) Short-term provisions | 8 | 174.61 | 176.96 |
| Total | | 7,940.66 | 8,491.29 |
| II. ASSETS | | | |
| 1. Non-current assets | | | |
| (a) Fixed assets | 9 | | |
| (i) Tangible assets | | 3,297.95 | 3,486.84 |
| (ii) Intangible assets | | 12.34 | 16.71 |
| (iii) Capital work-in-progress | | 212.89 | 96.63 |
| (b) Non-current investments | 10 | 176.67 | 170.78 |
| (c) Long-term loans and advances | 11 | 646.08 | 1,051.33 |
| (d) Other non-current assets | 12 | 39.81 | 39.81 |
| 2. Current assets | | | |
| (a) Current investments | 13 | 848.00 | 1,097.80 |
| (b) Inventories | 14 | 1,137.54 | 968.69 |
| (c) Trade receivables | 15 | 1,239.51 | 1,232.77 |
| (d) Cash and bank balances | 16 | 179.36 | 170.82 |
| (e) Short-term loans and advances | 17 | 150.51 | 159.11 |
| Total | | 7,940.66 | 8,491.29 |
| Significant accounting policies | 1 | | |

The accompanying notes referred to herein form an integral part of financial statements

As per our Report annexed
For Desai Saksena & Associates
Firm Registration No.: 102358W
Chartered Accountants

Dr. S. N. Desai
Partner
Membership No. 32546

Mumbai, 19th May, 2016.

Mr. Chirag Shah
Chief Financial Officer

Mr. Suresh Bhojwani
DIN: 00032966
Smt. Hira T. Bhojwani
DIN: 00032997
Mr. K. P. Rao
DIN: 00027577
Dr. T. S. Sethurathnam
DIN: 00042704

Chairman &
Managing Director
Whole-time Director
Directors

Statement of Profit and Loss for the year ended 31st March, 2016

| | Note No. | Year ended 31st March, 2016 | (₹ in Lakhs) Year ended 31st March, 2015 |
|---|----------|-----------------------------------|---|
| INCOME | | | |
| 1. Sales and services (Gross) | 18 | 17,043.11 | 17,802.53 |
| Less: Excise duty | | 1,601.55 | 1,560.31 |
| Revenue from operations (Net) | | 15,441.56 | 16,242.22 |
| 2. Other income | 19 | 137.91 | 232.46 |
| 3. Total revenue | | 15,579.47 | 16,474.68 |
| 4. Expenses: | | | |
| Cost of materials consumed | 20 | 10,774.39 | 11,693.18 |
| Purchases of traded goods | 21 | 173.95 | 142.89 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | 22 | (88.11) | 13.35 |
| Other operating expenses | 23 | 1,826.30 | 1,755.38 |
| Employee benefits | 24 | 1,310.01 | 1,207.64 |
| Finance costs | 25 | 405.90 | 441.18 |
| Depreciation and amortization expenses | | 498.20 | 464.36 |
| Other expenses | 26 | 1,265.99 | 895.10 |
| Total expenses | | 16,166.63 | 16,613.08 |
| 5. Profit/(loss) before tax (3-4) | | (587.16) | (138.40) |
| 6. Tax expense: | | | |
| (1) Current Tax | | — | — |
| (2) Deferred Tax | | — | (3.33) |
| (3) Provision for Wealth Tax | | — | 1.73 |
| (4) Tax for earlier years | | 1.89 | (1.08) |
| (5) MAT credit Entitlement | | — | — |
| 7. Profit/(loss) for the year after tax | | (589.05) | (135.72) |
| Earning per equity share in (₹) | | | |
| Basic and diluted (Face Value ₹ 10/- paid-up) | | (10.37) | (2.39) |
| Significant Accounting Policies | 1 | | |

The accompanying notes referred to herein form an integral part of financial statements

As per our Report annexed
For Desai Saksena & Associates
Firm Registration No.: 102358W
Chartered Accountants

Dr. S. N. Desai
Partner
Membership No. 32546
Mumbai, 19th May, 2016.

Mr. Chirag Shah
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Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Chairman &
Managing Director

Whole-time Director

Directors

Cash Flow Statement for the year ended 31st March, 2016

| | Year ended 31st March, 2016 | Year ended 31st March, 2015 |
|---|-----------------------------------|-----------------------------------|
| (₹ in Lakhs) | | |
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Profit/(loss) before tax | (587.16) | (138.40) |
| Adjustments for: | | |
| Depreciation/amortization | 498.20 | 464.36 |
| Finance cost | 405.90 | 441.18 |
| Provision for inter corporate deposits | 400.00 | 100.00 |
| Loss/(gain) on sale of fixed assets | 4.27 | 0.32 |
| Provision for Bad Debts | 24.26 | 1.96 |
| Interest (income) | (4.97) | (6.66) |
| Dividend (income) | (1.66) | (6.99) |
| Net gain/loss on sale of investments | (130.03) | (208.47) |
| Operating profit before working capital changes | 608.81 | 647.30 |
| Adjustments for: | | |
| Movements in working capital: | | |
| Increase/(Decrease) in trade payables and other current liabilities | 116.57 | (44.62) |
| Increase/(Decrease) in long-term and short-term provisions | (2.77) | (1.98) |
| (Increase)/Decrease in trade receivables | (31.00) | (22.85) |
| (Increase)/Decrease in inventories | (168.85) | 118.87 |
| (Increase)/Decrease in long-term and short-term loans and advances | 10.98 | 156.25 |
| Working capital changes: | (75.07) | 205.67 |
| Cash flow from/(Used in) Operating Activities | 533.74 | 852.97 |
| Income tax Refund/(Paid) | (1.89) | 1.08 |
| Net Cash from Operating Activities (A) | 531.85 | 854.05 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of fixed assets, including capital work-in-progress and capital advances | (430.81) | (598.82) |
| Proceeds from sale of fixed assets | 5.33 | 7.74 |
| Earmarked Fixed Deposits and Fixed Deposits more than three Months (Net) | 0.04 | 19.20 |
| Interest Income | 4.97 | 6.66 |
| Dividend Income | 1.66 | 6.99 |
| (Increase)/Decrease in inter-corporate deposits | — | 18.25 |
| Proceeds from sale of investments (Net) | 373.94 | 384.30 |
| Net cash flow from/(Used in) investing activities (B) | (44.87) | (155.68) |
| C. CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Increase/(Decrease) in long-term borrowings | (13.81) | (38.54) |
| Increase/(Decrease) in short-term borrowings | 74.75 | (55.00) |
| Finance Cost | (405.90) | (441.18) |
| Dividend paid (including dividend distribution tax) | (136.31) | (132.03) |
| Net Cash From (Used in) Financing Activities (C) | (481.27) | (666.75) |
| NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C) | 5.71 | 31.62 |
| Cash and cash equivalents at the beginning of year | 121.89 | 90.27 |
| Cash and cash equivalents at the end of the year | 127.60 | 121.89 |
| (1) The above statement has been prepared in indirect method. | | |
| (2) Previous year's figures have been reclassified to conform to current year's presentation. | | |
| (3) Figures in the bracket indicate out go. | | |

This is the Cash Flow Statement referred to in our report of even date.

As per our Report annexed

For Desai Saksena & Associates
Firm Registration No.: 102358W
Chartered Accountants

Dr. S. N. Desai
Partner

Membership No. 32546

Mumbai, 19th May, 2016.

Mr. Chirag Shah
Chief Financial Officer

Mr. Suresh Bhojwani
DIN: 00032966

Smt. Hira T. Bhojwani
DIN: 00032997

Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Chairman &
Managing Director

Whole-time Director

Directors

Notes accompanying the Financial Statements

Note 1

SIGNIFICANT ACCOUNTING POLICIES

COMPANY INFORMATION:

The Company is engaged in the business of manufacturing injection moulded plastics products for supplies to Original Equipment Manufacturers for Consumer Durable Industry and market its own products under "Brite" brand for material handling crates.

The Company has hair care division which market hair brushes and beauty products under "DIVO" brand.

(A) Basis of Preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention other than revaluation of certain fixed assets, on an accrual basis and in accordance with the generally accepted accounting principles in India (Indian GAAP), the applicable mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared and presented as per requirement of Schedule III as notified under Companies Act, 2013. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

(B) Use of Estimates:

The presentation of financial statements requires the management to make certain judgement, estimates and assumption that affects the reported amounts reported under the financial statements and notes thereto. Although such estimates and assumptions are based on the management evaluation of relevant facts and circumstances as on the date of financial statements, the actual amounts (crystallization after preparation of financial statements) may differ from these estimates.

(C) Fixed Assets and Depreciation:

- (i) All the fixed assets, other than certain revalued land, are stated at cost, net of Cenvat and Value added tax less accumulated depreciation including impairment loss. All direct cost including financing cost till commencement of commercial production are capitalized as part of fixed assets.
- (ii) Cost of land includes lands acquired under lease.
- (iii) Cost of building includes buildings constructed on leasehold lands.
- (iv) Depreciation on Fixed Assets has been provided on Straight Line Method based on the useful lives as prescribed under part C of Schedule II of the Companies Act, 2013.
- (v) Intangible assets are amortized on a straight-line basis over a period of four years.
- (vi) Depreciation for assets purchased/sold during the year is proportionately charged.
- (vii) Premium on leasehold land is amortized over the period of lease.

(D) Foreign Currency Transactions:

- (i) Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.
- (ii) Foreign currency monetary assets and liabilities are translated at year end exchange rates. Exchange differences arising either on settlement or on translation of monetary items at the year end are recognised as income or expenses in the year in which they arise.

(E) Inventories:

- (i) Raw Materials are valued at lower of cost or net realisable value, includes taxes, duties which are non refundable in nature.
- (ii) Finished stock and work in progress stock are valued at lower of cost or net realisable value.
- (iii) Stores, spares and packing materials are valued at cost.

Notes accompanying the Financial Statements

(F) Investments:

Trade investments comprise investments in which the Company has strategic business interest. Investments, which are readily realizable and are intended to be held for not more than one year from the date of acquisition, are classified as current investments. All other investments are classified as long term investments.

Long Term Investments are carried at cost less provision, if any, for permanent diminution in value of such investments. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

Current investments are carried at lower of cost or realizable value.

(G) Employee Benefits:

Defined contribution Plan:

Gratuity:

The company has an obligation towards gratuity, a defined contribution retirement plan covering all eligible employees. In accordance applicable laws, the Company provides for gratuity benefit retirement plan (Gratuity Plan) covering all staff, workers and officers. The Gratuity plan provides for, at retirement or termination of employment, an amount based on the respective employees last drawn salary and the year of employment with the Company. The Company provides the Gratuity benefits through annual contribution to a Gratuity Trust which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India (LIC). Under this plan the settlement obligation remains with the Gratuity trust. Life Insurance Corporation of India administers the plan and determines the contribution premium to be paid by the trust.

Superannuation:

Defined contribution plan wherein contributions are made to LIC.

Apart from being covered under the Gratuity plan described above, the employees of the Company who are Managers and above have the option to participate in a defined contribution superannuation plan maintained by the Company.

Provident Fund:

In addition to the above benefits, all employees are entitled to be provided benefits as per the law. For this the Company makes contribution to Regional provident fund commissioner and there is no further obligation on the Company in future.

(H) Impairment of Assets:

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

- (i) the provision for impairment loss, if any; and
- (ii) the reversal of impairment loss recognised in previous periods, if any,

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- (i) In the case of an individual asset, at the higher of the net selling price and the value in use;
- (ii) In the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life).

Notes accompanying the Financial Statements

(I) Taxes on Income:

- (i) Tax expense comprises of current and deferred taxes.
Provision for Current-tax (inclusive of Minimum Alternate Tax) is made on based on taxable income in accordance with relevant tax rates and laws. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal tax during the specified period.
- (ii) Deferred Tax, being tax on “timing differences” between accounting income and taxable income that originate in one year and capable of reversal in one or more subsequent years has been recognised accounted by using the tax rates and laws that have been substantively enacted as on the Balance Sheet date.
- (iii) Deferred tax assets, excluding assets arising from loss/depreciation carried forward are not recognised unless there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In case of carried forward loss/depreciation, it is recognised only if virtual certainty exists.

(J) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- (i) the Company has a present obligation as a result of a past event,
- (ii) a probable outflow of resources is expected to settle the obligation and
- (iii) the amount of the obligation can be reliably estimated.

Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- (i) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- (ii) A present obligation when no reliable estimate is possible;
- (iii) A possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent assets are neither recognised, nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(K) Leased Assets:

Operating Leases: Assets acquired on lease where a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease Rentals are charged to the Profit and Loss account on an accrual basis.

(L) Extraordinary and Exceptional Items:

- (i) Extraordinary items:
Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expenses, is classified as extraordinary items and disclosed as such.

Notes accompanying the Financial Statements

(ii) Exceptional Items:

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to ordinary activities of the Company is such that its disclosure improves an understanding of performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

(M) Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use or sale. All other borrowing costs are charged to revenue.

(N) Revenue Recognition:

- (i) Sales are net of sales return and trade discounts and excludes all taxes and levies.
- (ii) Revenue from the sale of manufactured goods and traded goods is recognised when the significant risks and rewards of ownership have been transferred to the customer.
- (iii) Income from services is recognised upon completion of the contract, in accordance with the specific terms of the contract with the customer.
- (iv) Interest income is recognised on a time proportion basis, determined by the amount outstanding and the rate applicable.
- (v) Dividend Income has been accounted on receipt basis.
- (vi) Profit on sale of investment is recognised at the time when the investments are realised.

(O) Excise Duty:

Excise duty has been accounted on the basis of payments made in respect of goods cleared. No excise duty provision has been made on closing inventory of finished goods. However, it does not have impact on the profits of the Company.

(P) Earnings Per Share:

Earning per share is calculated by divided the profit attributable to the shareholders by the number of equity shares outstanding at the close of the year. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The weighted diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

(Q) Cash Flow Statement:

The Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit is adjusted for the effects of:

- (i) transactions of a non-cash nature.
- (ii) any deferrals or accruals of past or future operating cash receipts or payments and
- (iii) items of income or expense associated with investing or financing cash flows.

Notes accompanying the Financial Statements

| | (₹ in Lakhs) | |
|--|--|--|
| | As at 31st March, 2016 Amount | As at 31st March, 2015 Amount |
| Note 2 | | |
| SHARE CAPITAL | | |
| Authorised | | |
| 70,00,000 (Previous year 70,00,000) Ordinary Shares of ₹ 10/- each | 700.00 | 700.00 |
| 30,00,000 (Previous year 30,00,000) Cumulative redeemable preference shares of ₹ 10/- each | 300.00 | 300.00 |
| Issued, Subscribed and Paid up | | |
| 56,80,235 (Previous year 56,80,235) Ordinary Shares of ₹ 10/- each paid up | 568.02 | 568.02 |
| Less: Calls in arrears | 0.42 | 0.42 |
| Total | 567.60 | 567.60 |

Aggregate number of bonus shares issued, shares issued for consideration other than cash, and shares bought back during the period of five years preceding the reporting date.

(Terms/Rights and Restriction attached to shares):

The Company has one class of shares i.e. Ordinary shares having a par value of ₹ 10/- per share. Each holder of Equity shares is entitled to one vote per share and are subject to the preferential rights as prescribed under law.

Each Shareholder is eligible for one vote per share held. In the event of liquidation, Ordinary shareholders will be eligible to receive the assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except in the case of Interim Dividend.

Preference Shares:

The Company has the power to issue cumulative redeemable preference shares. In the event of liquidation, the Preference shareholders of the Company have the preference over equity shares when it comes to payment of dividend and return of capital.

Reconciliation of the number of equity shares.

| | 2015-16 | | 2014-15 | |
|---|-----------|--------|-----------|--------|
| | Number | Amount | Number | Amount |
| Shares outstanding at the beginning of the year | 56,80,235 | 568.02 | 56,80,235 | 568.02 |
| Shares outstanding at the end of the year | 56,80,235 | 568.02 | 56,80,235 | 568.02 |

Details of shareholders holding more than 5 percent shares.

| Name of Shareholder | As at 31-3-2016 | | As at 31-3-2015 | |
|---------------------------------------|-----------------------|-----------------|-----------------------|-----------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Mr. Suresh Bhojwani | 12,83,418 | 22.59% | 12,83,418 | 22.59% |
| Smt. Hira T. Bhojwani | 3,70,310 | 6.52% | 3,70,310 | 6.52% |
| M/s. T. W. Bhojwani Leasing Pvt. Ltd. | 8,70,637 | 15.33% | 8,70,637 | 15.33% |
| M/s. Patton International Limited | 3,13,200 | 5.51% | 3,20,000 | 5.63% |
| M/s. Byramjee Jeejeebhoy Pvt. Ltd. | 2,91,785 | 5.14% | 2,91,785 | 5.14% |

Unpaid Calls

| | 2015-16 | 2014-15 |
|--------------|---------|---------|
| By Directors | Nil | Nil |
| By Others | 42,000 | 42,000 |

Notes accompanying the Financial Statements

| | As at 31st March, 2016 | (₹ in Lakhs) As at 31st March, 2015 |
|---|------------------------------|--|
| Note 3 | | |
| RESERVES AND SURPLUS | | |
| Reserves | | |
| a. Capital reserves | | |
| As per last balance sheet | 156.83 | 156.83 |
| b. Capital redemption reserve | | |
| As per last balance sheet | 229.53 | 229.53 |
| c. Securities premium account | | |
| As per last balance sheet | 967.00 | 967.00 |
| d. Revaluation reserve | | |
| As per last balance sheet | 84.79 | 84.79 |
| e. General reserve | | |
| As per last balance sheet | 2,433.17 | 2,465.62 |
| <i>Less: Adjustment due to transitional provision of schedule II of Companies Act, 2013 (Net of Deferred Tax ₹ 21.91 lakhs)</i> | — | (32.45) |
| | <u>2,433.17</u> | <u>2,433.17</u> |
| f. Amalgamation reserve | | |
| As per last balance sheet | 139.00 | 139.00 |
| Surplus in statement of profit and loss | | |
| Opening balance | 1,128.84 | 1,400.87 |
| <i>Add/less: Transferred from statement of profit and loss</i> | (589.05) | (135.72) |
| <i>Less: Appropriations during the year</i> | | |
| (i) Proposed dividend | 113.60 | 113.60 |
| (ii) Tax on Proposed dividend | 23.13 | 22.71 |
| Closing balance | <u>403.06</u> | <u>1,128.84</u> |
| Total | <u><u>4,413.38</u></u> | <u><u>5,139.16</u></u> |
| Note 4 | | |
| LONG TERM BORROWINGS | | |
| SECURED | | |
| From Banks | | |
| Car Loan | 8.18 | 5.14 |
| (Secured against hypothecation of Vehicles) | <u>8.18</u> | <u>5.14</u> |
| UNSECURED | | |
| Fixed Deposits | | |
| Related parties | 148.50 | 188.15 |
| Others | 24.91 | 2.11 |
| | <u>173.41</u> | <u>190.26</u> |
| Total | <u><u>181.59</u></u> | <u><u>195.40</u></u> |

Notes accompanying the Financial Statements

| | As at 31st March, 2016 | (₹ in Lakhs) As at 31st March, 2015 |
|---|------------------------------|--|
| Note 5 | | |
| DEFERRED TAX LIABILITY (NET) | | |
| (a) Deferred tax liabilities (Net) | | |
| (i) Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting. | 235.07 | 235.07 |
| Gross deferred tax liability | (A) 235.07 | 235.07 |
| (b) Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purpose on payment basis | | |
| (i) Other item giving rise to timing difference | 25.28 | 25.28 |
| (ii) Unabsorbed business loss | 55.02 | 55.02 |
| Gross deferred tax assets | (B) 80.30 | 80.30 |
| Net deferred tax liabilities | (A-B) 154.77 | 154.77 |
| Note 6 | | |
| SHORT TERM BORROWINGS | | |
| UNSECURED | | |
| Fixed Deposits | | |
| Related parties | 197.90 | 115.15 |
| Others | — | 8.00 |
| Total | 197.90 | 123.15 |
| Note 7 | | |
| OTHER CURRENT LIABILITIES | | |
| Unpaid dividends | 18.78 | 15.91 |
| Current maturities of long-term borrowings | 5.29 | 121.49 |
| Other liabilities | 614.01 | 566.20 |
| Total | 638.08 | 703.60 |
| Other Liabilities includes Statutory liabilities ₹ 45.04 lakhs (Previous year ₹ 56.88 lakhs) | | |
| Note 8 | | |
| SHORT TERM PROVISIONS | | |
| Proposed equity dividend | 113.60 | 113.60 |
| Corporate dividend tax | 23.13 | 22.71 |
| Provision for employees benefits | 37.88 | 40.65 |
| Total | 174.61 | 176.96 |

Notes accompanying the Financial Statements

Note 9

FIXED ASSETS

(₹ in Lakhs)

| Particulars | GROSS BLOCK | | | ACCUMULATED DEPRECIATION | | | NET BLOCK | |
|---|------------------------------------|---------------|-----------------------------|------------------------------------|----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Opening Balance as at 1 April 2015 | Additions | Balance as at 31 March 2016 | Opening Balance as at 1 April 2015 | Depreciation charge for the year | Balance as at 31 March 2016 | Balance as at 31 March 2016 | Balance as at 31 March 2015 |
| a. Tangible assets | | | | | | | | |
| Land - Leasehold | 125.22 | — | 125.22 | 7.15 | 1.20 | 8.35 | 116.87 | 118.07 |
| Land - Freehold | 209.69 | — | 209.69 | — | — | — | 209.69 | 209.69 |
| Buildings | 1,059.97 | 32.23 | 1,092.20 | 278.80 | 32.46 | 311.26 | 780.94 | 781.17 |
| Plant and Equipment | 4,980.92 | 171.48 | 5,152.40 | 2,971.95 | 366.37 | 3,338.32 | 1,814.08 | 2,008.97 |
| Furniture and Fixtures | 200.25 | 5.28 | 205.53 | 140.12 | 14.19 | 154.31 | 51.22 | 60.13 |
| Vehicles | 164.64 | 48.22 | 202.76 | 89.28 | 27.65 | 116.44 | 86.32 | 75.36 |
| Office Equipment | 73.04 | 2.27 | 75.31 | 60.41 | 4.54 | 64.95 | 10.36 | 12.63 |
| Moulds | 552.50 | 18.09 | 570.59 | 404.54 | 27.50 | 432.04 | 138.55 | 147.96 |
| Computers | 131.22 | 19.37 | 150.59 | 118.01 | 10.47 | 128.48 | 22.11 | 13.21 |
| Electric Installation | 205.19 | 17.61 | 222.80 | 145.54 | 9.45 | 154.99 | 67.81 | 59.65 |
| Total (a) | 7,702.64 | 314.55 | 8,007.09 | 4,215.80 | 493.83 | 4,709.14 | 3,297.95 | 3,486.84 |
| b. Intangible Assets | | | | | | | | |
| Goodwill | 20.73 | — | 20.73 | 4.02 | 4.37 | 8.39 | 12.34 | 16.71 |
| Total (b) | 20.73 | — | 20.73 | 4.02 | 4.37 | 8.39 | 12.34 | 16.71 |
| Total (a+b) | 7,723.37 | 314.55 | 8,027.82 | 4,219.82 | 498.20 | 4,717.53 | 3,310.29 | 3,503.55 |
| Previous Year | 7,238.25 | 512.27 | 7,723.37 | 3,742.10 | 464.36 | 4,219.82 | 3,503.55 | 3,496.15 |
| c. Capital Work In Progress (Tangible assets) | — | 212.89 | 212.89 | — | — | — | 212.89 | 96.63 |

Notes accompanying the Financial Statements

| | (₹ in Lakhs) | |
|---|------------------------------|------------------------------|
| | As at 31st March, 2016 | As at 31st March, 2015 |
| Note 10 | | |
| NON-CURRENT INVESTMENTS | | |
| Long Term Investments | | |
| (A) Non-current Investments (non-trade) | | |
| (a) Investment in equity instruments (quoted) | 104.93 | 66.33 |
| (B) Non-current Investments (non-trade) | | |
| (a) Investment in equity shares (at cost) - (unquoted) | 5.10 | 5.10 |
| (b) Other non-current investments (units of venture fund) | 66.64 | 99.35 |
| Total | <u>176.67</u> | <u>170.78</u> |
| Market value of quoted Investments | 108.56 | 104.54 |
| Book value of unquoted Investments | 71.74 | 104.45 |

| Sr. No. | Name of the Body Corporate | (₹ in Lakhs) | | | |
|---|----------------------------|--------------|---------------|--------------|------------|
| | | No. of units | | Amount | |
| | | 31/03/2016 | 31/03/2015 | 31/03/2016 | 31/03/2015 |
| (A) Non-current Investments (non-trade) | | | | | |
| (a) Investment in equity instruments (quoted) (No. of equity shares of face value of ₹ 10 each fully paid-up unless otherwise specified) | | | | | |
| Indusind Bank Ltd. | 500 | 500 | 2.00 | 2.00 | |
| Lakshmi Machine Works Ltd. | — | 204 | — | 5.94 | |
| Bharat Forge Ltd. (Face value of ₹ 2 each) | — | 300 | — | 0.85 | |
| JSW Steel Ltd. | 1,900 | — | 17.68 | — | |
| Finolex Industries Ltd. | 4,000 | 4,000 | 12.03 | 4.25 | |
| Atul Ltd. | 1,300 | 2,020 | 20.97 | 5.67 | |
| MRF Ltd. | 25 | 11 | 9.35 | 1.37 | |
| Hindustan Petro | 1,400 | 1,550 | 11.91 | 5.54 | |
| Suven Life Sciences Ltd. (Face value of ₹ 1 each) | 5,725 | 4,200 | 12.63 | 6.60 | |
| Reliance Industries Ltd. | — | 1,025 | — | 9.51 | |
| Texmaco Infra & Holding (Face value of ₹ 1 each) | — | 6,000 | — | 2.90 | |
| Indian Oil Corp. Ltd. | 1,400 | 600 | 6.06 | 1.93 | |
| Jsw Energy Limited | — | 12,200 | — | 11.30 | |
| Balarampur Chini Mills Ltd. (Face value of ₹ 1 each) | — | 4,500 | — | 2.93 | |
| Karur Vysya Bank Ltd. | — | 500 | — | 2.79 | |
| TVS Srichakra Ltd. | — | 180 | — | 2.75 | |
| EID Parry (India) Ltd. (Face value of ₹ 1 each) | 3,000 | — | 6.13 | — | |
| Madras Cements Ltd. | 1,500 | — | 6.17 | — | |
| | | | <u>104.93</u> | <u>66.33</u> | |

Notes accompanying the Financial Statements

| Sr. No. | Name of the Body Corporate | (₹ in Lakhs) | | | |
|--|--|--------------|------------|---------------|---------------|
| | | No. of units | | Amount | |
| | | 31/03/2016 | 31/03/2015 | 31/03/2016 | 31/03/2015 |
| (B) Non-current Investments (non-trade) | | | | | |
| (a) | Investment in equity instruments (at cost) - unquoted | | | | |
| | The Saraswat Co-op. Bank Ltd. (Share of ₹ 10/- each, fully paid up) | 1,000 | 1,000 | 0.10 | 0.10 |
| | Shalimar Infotech Ltd. (Share of ₹ 300.12/- each, fully paid up) | 1,666 | 1,666 | 5.00 | 5.00 |
| | | | | <u>5.10</u> | <u>5.10</u> |
| (b) | Other non-current investments (units of venture fund) | | | | |
| | Ambit Pragma Fund Scheme I | 6233 | 9935 | 66.64 | 99.35 |
| | Total | | | <u>176.67</u> | <u>170.78</u> |

| | (₹ in Lakhs) | |
|--|------------------------------|------------------------------|
| | As at 31st March, 2016 | As at 31st March, 2015 |

Note 11

LONG TERM LOANS AND ADVANCES

(Unsecured, considered goods unless otherwise stated)

| | | |
|--|---------------|-----------------|
| Inter corporate loans | 919.42 | 919.42 |
| Less: Provisions | 660.00 | 260.00 |
| | <u>259.42</u> | <u>659.42</u> |
| Security and other deposits | 106.04 | 118.41 |
| Advance tax | 112.35 | 93.96 |
| [includes Provision for taxation ₹ Nil (Previous year ₹ 147.49 lakhs)] | | |
| MAT credit | 111.80 | 111.80 |
| Advances recoverable in cash or in kind or for value to be received | 56.47 | 67.74 |
| Total | <u>646.08</u> | <u>1,051.33</u> |

Note 12

OTHER NON-CURRENT ASSETS

| | | |
|-------------------------------------|--------------|--------------|
| Deposit against disputed stamp duty | 39.81 | 39.81 |
| Total | <u>39.81</u> | <u>39.81</u> |

Notes accompanying the Financial Statements

| | (₹ in Lakhs) | |
|---|------------------------------|------------------------------|
| | As at 31st March, 2016 | As at 31st March, 2015 |
| Note 13 | | |
| CURRENT INVESTMENTS | | |
| (At cost or market price whichever is less) | | |
| (a) Investments in mutual funds | 848.00 | 1,097.80 |
| Total | 848.00 | 1,097.80 |

| Sr. No. | Name of the Body Corporate | (₹ in Lakhs) | | | |
|---------|--|--------------|------------|---------------|-----------------|
| | | No. of units | | Amount | |
| | | 31/03/2016 | 31/03/2015 | 31/03/2016 | 31/03/2015 |
| (a) | Investments in Mutual Funds (trade) | | | | |
| | Uti - Liquid Cash Plan - Institutional - Growth | — | 8,750 | — | 200.00 |
| | Kotak Liquid Scheme Plan A - Growth | — | 4,673 | — | 240.00 |
| | ICICI Prudential Income - Regular Plan - Growth | — | 369,032 | — | 157.80 |
| | ICICI Prudential Short Term - Regular Plan - Growth Option | 971,871 | — | 300.00 | — |
| | Franklin India Low Duration Fund (Fildf) | — | 1,305,244 | — | 200.00 |
| | Birla Sunlife Floating Rate Fund - Lt- Growth | — | 179,509 | — | 300.00 |
| | ICICI Prudential Saving Fund - Growth | 66,002 | — | 148.00 | — |
| | UTI Money Market Mutual Fund | 11,826 | — | 200.00 | — |
| | UTI - Floating Rate Fund - Stp - Regular Plan - Growth | 8,193 | — | 200.00 | — |
| | | | | 848.00 | 1,097.80 |

| | (₹ in Lakhs) | |
|---------------------------------|------------------------------|------------------------------|
| | As at 31st March, 2016 | As at 31st March, 2015 |
| Note 14 | | |
| INVENTORIES | | |
| [Refer to Note 1(E)] | | |
| Raw materials | 453.25 | 344.08 |
| Finished goods/work-in-progress | 390.21 | 319.16 |
| Stock-in-trade | 192.71 | 175.65 |
| Stores, spares and components | 82.28 | 113.74 |
| Packing materials | 19.09 | 16.06 |
| Total | 1,137.54 | 968.69 |

Notes accompanying the Financial Statements

| | (₹ in Lakhs) | |
|--|------------------------------|------------------------------|
| | As at 31st March, 2016 | As at 31st March, 2015 |
| Note 15 | | |
| TRADE RECEIVABLES | | |
| Outstanding for a period less than six months from the date they are due for payment | | |
| Unsecured, considered good | 991.90 | 1,016.02 |
| Outstanding for a period exceeding six months from the date they are due for payment | | |
| Unsecured, considered good | 247.61 | 216.75 |
| Total | <u>1,239.51</u> | <u>1,232.77</u> |

Note 16

CASH AND BANK BALANCES

(Unrestricted for use unless otherwise stated)

a. Cash and Cash Equivalents

| | | |
|---|---------------|---------------|
| i. Cash on hand | 5.39 | 4.96 |
| ii. Balances with Banks in current accounts | 122.21 | 116.93 |
| | <u>127.60</u> | <u>121.89</u> |

b. Other Bank Balances

| | | |
|------------------------------|---------------|---------------|
| i. Earmarked deposits | 32.98 | 33.02 |
| ii. Unpaid dividend accounts | 18.78 | 15.91 |
| | <u>51.76</u> | <u>48.93</u> |
| Total | <u>179.36</u> | <u>170.82</u> |

Note 17

SHORT-TERM LOANS AND ADVANCES

(Unsecured considered good, unless otherwise stated)

| | | |
|---|---------------|---------------|
| Prepaid Expenses | 18.28 | 21.78 |
| Advances recoverable in cash or in kind or for value to be received | 27.07 | 19.69 |
| Loan and advances to employees | 24.57 | 14.48 |
| Balance with central excise and service tax authorities | 80.59 | 103.16 |
| Total | <u>150.51</u> | <u>159.11</u> |

Notes accompanying the Financial Statements

| | Year ended 31st March, 2016 | (₹ in Lakhs) Year ended 31st March, 2015 |
|--|-----------------------------------|---|
| Note 18 | | |
| REVENUE FROM OPERATIONS | | |
| Sale of Plastic Components (Gross) | 16,096.99 | 16,823.52 |
| Hair Care and Beauty Products | 286.98 | 342.53 |
| Sale of Moulds | 148.79 | 132.73 |
| Job work | 510.35 | 503.75 |
| Total | 17,043.11 | 17,802.53 |
| <i>Less:</i> | | |
| Excise duty | 1,601.55 | 1,560.31 |
| Total | 15,441.56 | 16,242.22 |
| Note 19 | | |
| OTHER INCOME | | |
| Interest | 4.97 | 6.66 |
| Dividend | 1.66 | 6.99 |
| Net gain on sale of investments | 130.03 | 208.47 |
| Profit/(Loss) sale of assets | (4.27) | (0.32) |
| Other non-operating income | 5.52 | 10.66 |
| Total | 137.91 | 232.46 |
| Note 20 | | |
| COST OF MATERIALS CONSUMED | | |
| A. Cost of raw material Consumed | | |
| Opening stock of raw materials | 344.08 | 429.72 |
| Add : Purchases | 8,948.87 | 9,725.65 |
| Less : Closing stock of raw materials | 453.25 | 344.08 |
| (A) | 8,839.70 | 9,811.29 |
| B. Details of components, packing and paints consumed | | |
| Consumption of components | 1,275.89 | 1,389.64 |
| Consumption of packing | 355.67 | 215.28 |
| Consumption of paints and plating charges | 303.13 | 276.97 |
| (B) | 1,934.69 | 1,881.89 |
| Total (A+B) | 10,774.39 | 11,693.18 |

Notes accompanying the Financial Statements

| | Year ended 31st March, 2016 | (₹ in Lakhs) Year ended 31st March, 2015 |
|---|-----------------------------------|---|
| Note 21 | | |
| PURCHASES OF TRADED GOODS | | |
| Hair Care and Beauty products | 173.95 | 142.89 |
| Total | <u>173.95</u> | <u>142.89</u> |
| Note 22 | | |
| CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE | | |
| Opening stock : | | |
| Finished goods/work-in-process/stock-in-trade | 494.81 | 508.16 |
| Closing stock : | | |
| Finished goods/work-in-process/stock-in-trade | 582.92 | 494.81 |
| Total | <u>(88.11)</u> | <u>13.35</u> |
| Note 23 | | |
| OTHER OPERATING EXPENSES | | |
| Consumption of stores and spare parts | 101.22 | 126.34 |
| Power and fuel | 766.11 | 771.89 |
| Contract labour and sub-contract charges | 804.52 | 746.02 |
| Repairs to machinery | 118.25 | 93.53 |
| Repairs to mould | 36.20 | 17.60 |
| Total | <u>1,826.30</u> | <u>1,755.38</u> |
| Note 24 | | |
| EMPLOYEE BENEFITS | | |
| (a) Salaries, wages, bonus and superannuation fund | 1,158.52 | 1,063.73 |
| (b) Contribution to provident fund and pension scheme | 69.79 | 65.42 |
| (c) Gratuity contribution | 6.33 | 12.91 |
| (d) Staff welfare expenses | 75.37 | 65.58 |
| Total | <u>1,310.01</u> | <u>1,207.64</u> |

Notes accompanying the Financial Statements

| | Year ended 31st March, 2016 | Year ended 31st March, 2015 |
|----------------------------------|-----------------------------------|-----------------------------------|
| Note 25 | | |
| FINANCE COSTS | | |
| Interest and discounting charges | 400.26 | 420.17 |
| Interest on term loan | 5.64 | 21.01 |
| Total | <u>405.90</u> | <u>441.18</u> |

Note 26

OTHER EXPENSES

| | | |
|---|-----------------|---------------|
| Security charges and other contract charges | 89.91 | 77.26 |
| Rent rates and taxes | 164.84 | 150.11 |
| Printing and stationery | 13.48 | 11.87 |
| Communication expenses | 19.44 | 18.43 |
| Insurance | 12.70 | 10.56 |
| Repairs and maintenance - building | 11.81 | 11.41 |
| Repairs and maintenance - others | 26.90 | 34.29 |
| Legal and professional fees | 47.76 | 37.21 |
| Directors sitting fees | 2.61 | 1.99 |
| Audit fees | 4.25 | 4.25 |
| Travelling and conveyance | 143.49 | 149.10 |
| Provision for Bad Debts | 24.26 | 1.96 |
| Sales promotion and commission | 13.14 | 32.46 |
| Freight and forwarding charges | 144.96 | 131.52 |
| Advertisement and sales promotions | 22.83 | 36.59 |
| Provision for doubtful Inter Corporate Deposits | 400.00 | 100.00 |
| Miscellaneous expenses | 123.61 | 86.09 |
| Total | <u>1,265.99</u> | <u>895.10</u> |

Notes accompanying the Financial Statements

(27) Contingent Liabilities not provided for:

(₹ in Lakhs)

| Sr. No. | Particulars | As at 31st March, 2016 | As at 31st March, 2015 |
|---------|---|------------------------|------------------------|
| 1. | Sales Tax, VAT and CST (including Intrest and Penalty wherever applicable.) | 505.90 | 494.45 |
| 2. | Service Tax | — | 51.50 |
| 3. | Stamp Duty | 36.75 | 36.75 |
| 4. | Excise Duty | 89.78 | 89.78 |
| 5. | Income Tax | 19.70 | 19.70 |
| 6. | Employees Provident Fund | 8.66 | 8.66 |
| 7. | Bank Guarantee | 10.71 | 10.71 |

(28) Commitments:

The Estimated value of contracts remaining to be executed on capital account and not provided for in the accounts as at 31st March 2016 is ₹ 50.44 lakhs (Previous year ₹ 110.73 lakhs).

(29) Details in respect of Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are not available with the Company. Hence the details of the principal amounts and interest, if any, payable to the suppliers as on 31st March 2016 have not been furnished.

(30) The Company had earlier given inter corporate loans. During the year the company has provided ₹ 400 lakhs (Previous year ₹ 100 lakhs) towards doubtful loans. The Company has filed legal suit for recovery of the loan in respect of the same.

(31) Values of Current Assets, Loans and Advances are stated at realisable in ordinary course of the business, as stated in balance sheet as per the opinion of the Management of the Company.

(32) Auditors Remuneration:

(₹ in Lakhs)

| Sr. No. | Particulars | 2015-2016 | 2014-2015 |
|---------|---------------------|-----------|-----------|
| 1. | Statutory Audit Fee | 4.25 | 4.25 |

(33) As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plans:

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

(₹ in Lakhs)

| Sr. No. | Particulars | 2015-2016 | 2014-2015 |
|---------|--|-----------|-----------|
| 1. | Employer's Contribution to Provident Fund and Pension Scheme | 69.79 | 65.42 |
| 2. | Gratuity Contribution | 6.33 | 12.91 |

Notes accompanying the Financial Statements

(34) Details of expenditure and income in foreign currency:

(a) C. I. F. Value of Imports

(₹ in Lakhs)

| Particulars | 2015-2016 | 2014-2015 |
|--------------------|-----------|-----------|
| Raw Materials | Nil | Nil |
| Traded Goods | 105.48 | 76.97 |
| Machinery & Spares | Nil | 182.96 |

(b) Expenditure in Foreign Currency

| Particulars | 2015-2016 | 2014-2015 |
|----------------|-----------|-----------|
| Foreign Travel | 0.71 | 5.08 |

(c) Raw Materials Consumed

| Particulars | 2015-2016 | 2014-2015 |
|---------------------------------|-----------------|-----------------|
| Imported | Nil | Nil |
| Percentage to Total Consumption | 0.00% | 0.00% |
| Indigenous | 8,839.70 | 9,811.29 |
| Percentage to Total Consumption | 100.00% | 100.00% |
| Total | 8,839.70 | 9,811.29 |
| | 100.00% | 100.00% |

- (35) (i) The Company is operating under only one segment namely process plastics. Accordingly disclosure as required by Accounting Standard "Segment Reporting" AS-17 is not applicable. Hence; primary disclosure as required by Accounting Standard "Segment Reporting" AS-17 has not been furnished.
- (ii) The Company does not have any export turnover. Accordingly, the Secondary disclosure as required by Accounting Standard "Segment Reporting" AS-17 is not applicable to the Company.

- (36) The disclosure as required by Accounting Standard "Related Party Disclosure", AS-18 is as follows:

(A) Names of Related parties are as under.

(a) Associate Concerns:

M/s. Quality Plastics
M/s. T. W. Bhojwani Leasing Pvt. Ltd.

(b) Key Management Personnel:

Smt. Hira T. Bhojwani – Whole Time Director DIN: 00032997
Mr. Suresh Bhojwani – Managing Director DIN: 00032966

(c) Relatives of Key Management Personnel

Mrs. Devika S. Bhojwani
Mr. Karan Bhojwani
Ms. Ruchika Bhojwani
M/s. T. W. Bhojwani HUF

Notes accompanying the Financial Statements

(B) Transaction during the year with the related parties:

(₹ in Lakhs)

| Particulars | Associate Concerns | | Key Management Personnel | | Relatives of Key Management Personnel | |
|--|--------------------|-----------------|--------------------------|-----------------|---------------------------------------|-----------------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| (a) Remuneration | | | | | | |
| (i) Smt. Hira T. Bhojwani DIN: 00032997 | — | — | 10.76 | 10.47 | — | — |
| (ii) Mr. Suresh Bhojwani DIN: 00032966 | — | — | 85.74 | 52.49 | — | — |
| (iii) Mr. Karan Bhojwani | — | — | — | — | 23.60 | 24.05 |
| (iv) Ms. Ruchika Bhojwani | — | — | — | — | 16.96 | 17.01 |
| | — | — | 96.50 | 62.96 | 40.56 | 41.06 |
| (b) Rent | | | | | | |
| (i) M/s. Quality Plastics | 14.40 | 14.40 | — | — | — | — |
| | 14.40 | 14.40 | — | — | — | — |
| (c) Royalty | | | | | | |
| (i) M/s. Quality Plastics | 3.69 | 3.68 | — | — | — | — |
| | 3.69 | 3.68 | — | — | — | — |
| (d) Purchase | | | | | | |
| (i) M/s. Quality Plastics | 16.47 | 14.29 | — | — | — | — |
| | 16.47 | 14.29 | — | — | — | — |
| (e) Loans Accepted/(Repaid) | | | | | | |
| (i) Smt. Hira T. Bhojwani DIN: 00032997 | — | — | 43.50 | 20.00 | — | — |
| (ii) Mr. Karan Bhojwani | — | — | — | — | (0.15) | — |
| (iii) Ms. Ruchika Bhojwani | — | — | — | — | (0.25) | — |
| | — | — | 43.50 | 20.00 | (0.40) | — |
| (f) Interest Paid | | | | | | |
| (i) Smt. Hira T. Bhojwani DIN: 00032997 | — | — | 19.29 | 15.60 | — | — |
| (ii) Mr. Suresh Bhojwani DIN: 00032966 | — | — | 1.94 | 1.93 | — | — |
| (iii) Mrs. Devika S. Bhojwani | — | — | — | — | 5.53 | 5.52 |
| (iv) Mr. Karan Bhojwani | — | — | — | — | 2.74 | 2.75 |
| (v) Ms. Ruchika Bhojwani | — | — | — | — | 5.06 | 5.07 |
| (vi) M/s. T. W. Bhojwani HUF | — | — | — | — | 0.11 | 0.11 |
| | — | — | 21.23 | 17.53 | 13.44 | 13.45 |
| (g) Year End Balances | 31.03.16 | 31.03.15 | 31.03.16 | 31.03.15 | 31.03.16 | 31.03.15 |
| (i) Receivable | | | | | | |
| (1) M/s. Quality Plastics | 3.69 | 3.68 | — | — | — | — |
| | 3.69 | 3.68 | — | — | — | — |
| (ii) Trade Payable | | | | | | |
| (1) M/s. Quality Plastics | 15.82 | 4.14 | — | — | — | — |
| | 15.82 | 4.14 | — | — | — | — |
| (iii) Unsecured Loans Payable | | | | | | |
| (1) Smt. Hira T. Bhojwani DIN: 00032997 | — | — | 200.00 | 156.50 | — | — |
| (2) Mr. Suresh Bhojwani DIN: 00032966 | — | — | 18.40 | 18.40 | — | — |
| (3) Mrs. Devika S. Bhojwani | — | — | — | — | 53.00 | 53.00 |
| (4) Mr. Karan Bhojwani | — | — | — | — | 26.00 | 26.15 |
| (5) Ms. Ruchika Bhojwani | — | — | — | — | 48.00 | 48.25 |
| (6) M/s. T. W. Bhojwani HUF | — | — | — | — | 1.00 | 1.00 |
| | — | — | 218.40 | 174.90 | 128.00 | 128.40 |

Notes accompanying the Financial Statements

- (C) Details of payment and provisions on account of remuneration to Key Management Personnel included in the statement of Profit and Loss as under:

| Sr. No. | Particulars | Year Ended 31st March 2016 ₹ | Year Ended 31st March 2015 ₹ |
|---------|--------------------------------|------------------------------------|------------------------------------|
| 1. | Salary | 79,45,500 | 55,71,000 |
| 2. | Leave Travel Assistance | 1,50,000 | 50,000 |
| 3. | Perquisites | 3,77,420 | 1,01,810 |
| 4. | Medical Reimbursements | 3,85,453 | 80,854 |
| 5. | Contribution to Provident Fund | 7,92,000 | 4,92,000 |
| | Total | 96,50,373 | 62,95,664 |

- (37) Trade Payables includes amount payable to Related Party ₹ 15.82 lakhs (Previous Year ₹ 4.14 lakhs)

- (38) Earnings per share as per Accounting Standard "Earnings Per Share", AS-20 is as follows:

(₹ in Lakhs)

| Particulars | 2015-16 | 2014-15 |
|--|-----------|-----------|
| Net profit after tax | (589.05) | (135.72) |
| Weighted average number of equity shares | 56,80,235 | 56,80,235 |
| Basic and diluted Earning per share | (10.37) | (2.39) |
| Face value per equity share (₹ 10/- paid-up) | | |

- (39) Reconciliation of Cash and Cash Equivalents:

(₹ in Lakhs)

| Sr. No. | Particulars | As at 31st March, 2016 | As at 31st March, 2015 |
|---------|--|---------------------------|---------------------------|
| 1. | Cash & Bank Balance as per Note 16 | 179.36 | 170.82 |
| 2. | Less: Fixed deposit earmarked for letter of credit purpose | 32.98 | 33.02 |
| 3. | Less: Unpaid Dividend Accounts | 18.78 | 15.91 |
| 4. | Cash and Cash equivalents as per cash flow statement | 127.60 | 121.89 |

- (40) The Company has taken various factory premises, office premises under operating lease agreement. These are generally cancellable and are renewable on mutually agreed terms. Operating lease payments are recognized as an expense proportionately during the lease or lease period respectively.

Future minimum lease payments are as under:

(₹ in Lakhs)

| Particulars | 2015-2016 | 2014-2015 |
|---|-----------|-----------|
| Not later than one year | 51.60 | 44.40 |
| Later than one year but not later than five years | 148.10 | 84.50 |

Notes accompanying the Financial Statements

- (41) The Company has recognized ₹ 1,11,79,900/- as at 31st March, 2016 (Previous Year ₹ 1,11,79,900/-) as Minimum Alternate Tax Credit Entitlement, which represents the credit of MAT liability which would be available based on the provisions of Section 115JAA of the income Tax Act, 1961. The Management based on the future profitability projections is confident that there would be sufficient taxable profit available in future which will enable the Company to utilize the MAT Credit Entitlement
- (42) The unsold portion of Freehold land at Bhandup was revalued on 30th June, 1993 on the Market Value/Replacement basis using the standard indices as assessed by the approved valuer. The revalued amount of freehold land remains substituted for the historical cost in the gross block of fixed assets amounting to ₹ 150.39 lakhs. In respect of the said land, MOU entered by the company in the past had expired with the efflux of time and has become null and void. The other party to the MOU had filed a case against the Company which is contested by the Company and the matter is pending with Bombay High Court.
- (43) The Previous year figures are regrouped and reclassified to make comparable with current year classification.

As per our Report annexed
For Desai Saksena & Associates
Firm Registration No.: 102358W
Chartered Accountants

Dr. S. N. Desai
Partner
Membership No. 32546
Mumbai, 19th May, 2016.

Mr. Chirag Shah
Chief Financial Officer

Mr. Suresh Bhojwani
DIN: 00032966

Smt. Hira T. Bhojwani
DIN: 00032997

Mr. K. P. Rao
DIN: 00027577

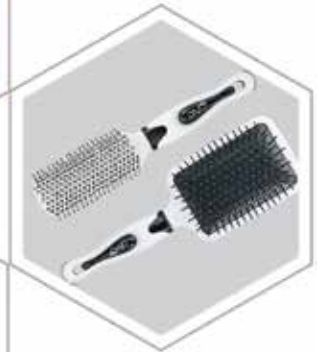
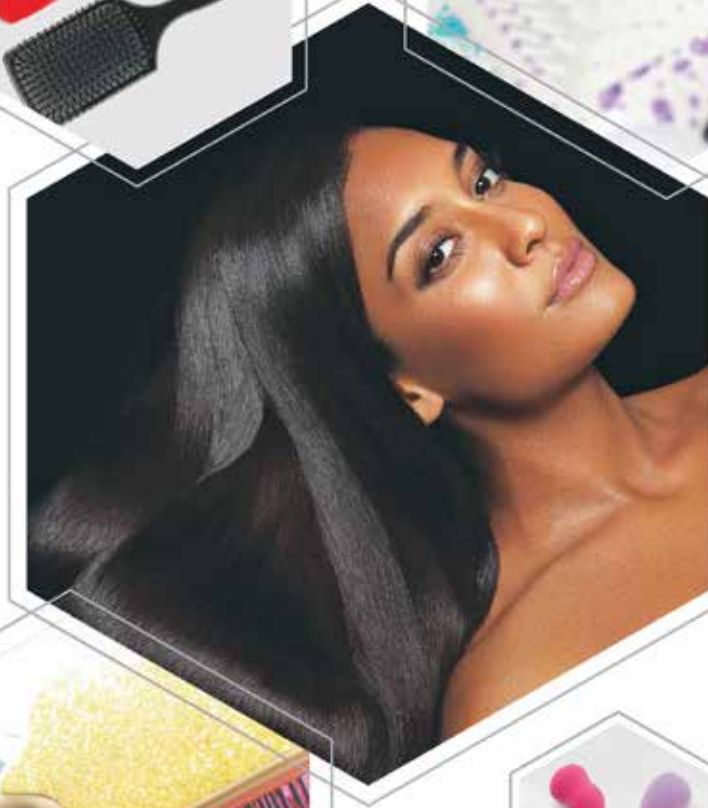
Dr. T. S. Sethurathnam
DIN: 00042704

*Chairman &
Managing Director*

Whole-time Director

Directors

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For Crate Inquiry:
Email: mhdpy@brightbrothers.co.in
Phone: 0413-2640105, 2640367, 2640368



BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

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

• Tel.: 91 22 2490 5324 • Fax: 91 22 2490 5325 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

ATTENDANCE SLIP

69th ANNUAL GENERAL MEETING, on Wednesday, 3rd August, 2016 at 11.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai - 400 020.

Folio No. :

DP ID No. :

Client ID No. :

No. of Shares held :

I hereby accord my presence

| Name and Address of the Member/the Proxy | Signature of the Member/the Proxy |
|--|-----------------------------------|
| | |

1. Only Member/Proxy holder can attend the Meeting.

2. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Member/Proxy holder are requested to bring their copy of the Annual Report for reference at the Meeting.

| ELECTRONIC VOTING PARTICULARS | | |
|---------------------------------------|---------|----------|
| Electronic Voting Event Number (EVEN) | User ID | Password |
| | | |



BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

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

• Tel.: 91 22 2490 5324 • Fax: 91 22 2490 5325 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____

Registered address : _____

E-mail ID : _____

Folio No/Client ID No : _____

DP ID No : _____

I/We, being the member(s) of the above named company holding _____ shares, hereby appoint:

1. Name: _____

Address: _____

E-mail ID: _____ Signature: _____, or failing him/her,

2. Name: _____

Address: _____

E-mail ID: _____ Signature: _____, or failing him/her,

3. Name: _____

Address: _____

E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company to be held on the 3rd August, 2016 at 11.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber Building, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions | For | Against |
|---------|--|-----|---------|
| 1 | To receive, consider and adopt the Audited Financial Statements for the year ended 31 st March, 2016 including the Audited Balance Sheet as at that date and the Profit and Loss for the year ended 31 st 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 | To ratify the appointment of M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 102358W) as Auditors of the Company. | | |
| 5 | To re-appoint Smt. Hira Bhojwani (DIN: 00032997) as Whole Time Director – Commercial. | | |
| 6 | Payment of Remuneration to Cost Auditors for the financial year 2016-17. | | |

Signed this _____ day of _____ 2016.

Signature of Shareholder

Signature of Proxy holder(s)

| |
|---|
| Affix Revenue Stamp of Re. 1/- |
|---|

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BRIGHT BROTHERS LIMITED

CIN: L25209MH1946PLC005056

Registered Office : 610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai - 400011.

• Tel.: 91 22 2490 5324 • Fax: 91 22 2490 5325 • E-mail: invcom@brightbrothers.co.in • Website: www.brightbrothers.co.in

BALLOT FORM

1. Name & Registered Address :
of the sole/first named
shareholder
2. Name(s) of the :
joint holder(s)
(if any)
3. Registered Folio No./ :
DP ID No./Client ID No.*
* (Applicable to investors
holding shares in
dematerialized form)
4. Number of share(s) held :
5. E-voting Event Number (EVEN) :
6. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of 69th Annual General Meeting dated 3rd August, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate column below:

| Sr. No. | Description of Resolutions | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|---------|--|-------------------------------------|--|
| 1 | To receive, consider and adopt the Audited Financial Statements for the year ended 31 st March, 2016 including the Audited Balance Sheet as at that date and the Profit and Loss for the year ended 31 st 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 rotaion, and being eligible, offers himself for re-appointment. | | |
| 4 | To ratify the appointment of M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 102358W) as Auditors of the Company. | | |
| 5 | To re-appoint Smt. Hira Bhojwani (DIN: 00032997) as Whole Time Director – Commercial. | | |
| 6 | Payment of Remuneration to Cost Auditors for the financial year 2016-17. | | |

Place: _____

Date: _____

Signature of the Shareholder/Authorized Representative

Notes: Please read the instructions carefully before exercising your vote.

P.T.O.

INSTRUCTIONS

Notes:

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post.
2. **A Member can opt for only one mode of voting, i.e. either by post or through remote e-voting. If a Member casts votes by both modes then voting done through e-voting shall prevail and a physical ballot form of that Member shall be treated as invalid.**

The right of voting shall not be exercised by a Proxy.

3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Annual General Meeting.
4. The Scrutinizer will collate the votes downloaded from the e-voting system, votes received through post and voting by poll conducted at the meeting to declare the final result for each of the Resolutions forming part of the Notice Annual General Meeting.

Process and manner for Members opting to vote by using the Physical Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Abhishek Prakash, Practicing Company Secretary, not later than the close of working hours (17:00 hours) on 2nd August, 2016. Ballot Forms received after 2nd August, 2016 will be strictly treated as if the reply from the Members has not been received.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Form for every Folio/Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided for the same.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 27th July, 2016 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
7. A Member may request for a duplicate Ballot Form, if required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No. 1 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutinizer's decision on the validity of a Ballot Form shall be final.
10. Members are requested not to send any other paper in the envelop along with the Ballot Form as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website www.brightbrothers.co.in and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
12. Members may address any query to Company Secretary of the Company by sending the same to the Registered Office of the Company or by e-mail to invcom@brightbrothers.co.in.