

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

NOTICE

Notice is hereby given that the 71st Annual General Meeting of BRIGHT BROTHERS LIMITED will be held on Saturday, 22nd September, 2018 at M. C. Ghia Hall, 2nd Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Fort, Mumbai – 400001 at 3.00 p.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, 2018 including the Audited Balance Sheet as at that date and the statement of Profit and Loss for the year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditor's Report thereon.

2. Declaration of Dividend.

To declare a dividend on Equity shares for the financial year 2017-18.

3. Appointment of Director in place of those retiring by rotation.

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.

SPECIAL BUSINESS:

4. Payment of Remuneration to Cost Auditors for the financial year 2018-19.

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 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, 2019 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."

5. Continuation of appointment of Mr. K. P. Rao (DIN: 00027577), Dr. T. S. Sethurathnam (DIN: 00042704) and Mr. Byram Jeejeebhoy (DIN: 00033204) as Independent Directors as per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of appointment of Mr. K. P. Rao (DIN: 00027577), Mr. Byram Jeejeebhoy (DIN: 00033204) and Dr. T. S. Sethurathnam (DIN: 00042704) as Independent Directors of the Company, even though they have attained age of seventy-five years be and is hereby approved, as the wide experience and specialized knowledge of the Directors in the field of business will help in furtherance and growth of the Company."

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

Suresh Bhojwani

Chairman & Managing Director

DIN 00032966

Place : Mumbai

Date : 29th May, 2018.

NOTES:

1. **Updation of bank account details is mandatory for all members as per SEBI's circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018. These details will be printed on the dividend warrants issued to the members. Therefore, the members who have not updated their bank details are requested to provide original cancelled cheque bearing the member's name and account number pre-printed on the cheque or Bank passbook/statement duly attested by branch manager to Link Intime India Pvt. Ltd. The members who are holding shares in their demat account are requested to approach their depository participants for updation of bank details.**
2. **The members who are holding shares in physical form are requested to dematerialize the same as transfer of shares in physical form is allowed only upto 4th December, 2018 as per SEBI's notification dated 8th June, 2018. In case the member intends to transfer the shares on or after 5th December, 2018, then the shares have to be compulsorily dematerialized and then transferred.**
3. 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.
4. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself 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.

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 15th September, 2018 to Saturday, 22nd September, 2018 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
6. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared, at the Annual General Meeting will be dispatched/remitted paid on or after 22nd September, 2018 to those members:
 - (a) whose names appear as Beneficial Owners in the list of Beneficial Owners on 14th September, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and
 - (b) whose names appear as a member 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 14th September, 2018.
7. 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.
8. Members holding shares in physical form are requested to inform any change of address, updation of bank details etc. immediately to the Company's Registrar and Share Transfer Agent (RTA), M/s Link Intime India Private Limited.
9. Pursuant to provisions of Section 124 of the Companies Act, 2013, 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 paid by the Company and respective due dates for claim by the members:

Financial Year	Date of Declaration of Dividend	Date of transfer to unpaid Dividend Account	Last date for claim
2010-11	04/08/2011	5/09/2011	08/09/2018
2011-12	03/08/2012	4/09/2012	06/09/2019
2012-13	12/08/2013	13/09/2013	17/09/2020
2013-14	04/09/2014	10/10/2014	09/10/2021
2014-15	16/09/2015	22/10/2015	22/10/2022
2015-16	03/08/2016	09/09/2016	08/09/2023
2016-17	10/08/2017	16/09/2017	15/09/2024

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2010-11, on the website of the IEPF viz. www.iepf.gov.in and under "Download → Investors" Section on the Website of the Company viz. www.brightbrothers.co.in.

After the last date of claim, the company shall transfer the unpaid dividend to IEPF, including all benefits accruing on such shares, if any, and the same can be claimed only from the IEPF Authority by making a separate application to the IEPF Authority in Form IEPF-5 as prescribed under the Rules and the same is made available at IEPF website i.e. www.iepf.gov.in. In view of the above, the members are advised to send a written request for claiming unpaid dividend pertaining to the above years to M/s Link Intime India Private Limited, Registrar and Transfer Agent (RTA) for issuance of Demand Draft in lieu thereof.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
11. 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.
12. **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.**
13. Members may also note that the Annual Report for financial year 2017-18 is also 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.
14. 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.
15. 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.
16. For Security reasons and for proper conduct of AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members/Proxies are requested to bring their Attendance Slip in all respects and signed at the place provided there at and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.
17. **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 Central Depository Services Limited (CDSL).
 - 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 Wednesday, 19th September, 2018 (9:00 am) and ends on Friday, 21st September, 2018 (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 Friday, 14th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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:
- i. Login to E-voting: Type the following address in the address bar www.evotingindia.com and click Enter.
 - ii. Click on Shareholders/Members and enter the User ID.
 - User ID for CDSL: 16 digits beneficiary ID
 - User ID for NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - For Members holding shares in Physical Form – Folio Number registered with the Company). After entering the User ID, enter the characters displayed and click on Login
 - iii. Enter the following:
 - a. PAN and
 - b. Any one detail from the following values
 - Bank Account Number or
 - Date of Birth (DOB)/Date of Incorporation (DOI).

Kindly enter the details as available on the demat account/folio number provided, then click on Submit.
 - iv. Members holding shares in physical form will be taken directly to the Company selection screen. The system will require demat account holders to enter a password of their choice. Enter the desired password in the New Password and the Confirm the Password field and then click on Submit. Please note that you would have to type the same password in both the text boxes.
 - v. Shareholders who are holding shares in demat form and have logged in for an earlier instance of e-Voting and voted on www.evotingindia.com should use their existing password. Such shareholders who have already logged in earlier would be required to enter only the password after entering the user ID and characters displayed.
 - vi. The list of eligible companies for which a shareholder is eligible to vote as on the day of login would be displayed. Click on the relevant Issuer Company's EVSN for which voting is required.
 - vii. After clicking on the EVSN of the relevant Issuer Company screen would be displayed for the user to vote.
 - viii. **To cast your vote:**
 - Read the Resolution Description carefully. The detailed description of the same is available under the "**Resolution file**" link.
 - The total number of securities as per the record date is already mentioned in the e-Voting system. Select the relevant options viz, Assent or Dissent for a resolution.
 - Shareholders having the option to enter the number of votes should enter the relevant number of votes in the text boxes provided.
 - Repeat the voting process for all the resolutions on which you intend to vote.
 - You can either vote on all the resolutions in one login or vote partially on certain resolutions.
 - Click on Submit.
 - ix. Once you 'Confirm' your vote on the resolution, you will not be allowed to modify your vote. After clicking on Confirm a dialog box would be displayed.
 - x. After Clicking on OK a screen will be displayed.
 - xi. The user also has an option to print the voting done or save it in soft copy by clicking on Click here to Print till the voting end period of that Company.

- xii. The user will be directed to the login home page where voting for the remaining companies can be done or the user can re-login later to cast vote on the remaining resolutions till the expiry of the voting period. The resolutions against which votes have already been recorded will not be available for voting but the already voted details will be displayed on the screen.
- xiii. The user can re-login after voting with the User ID and password provided to them any number of times.
- xiv. Users not intending to vote can simply Logout.
- xv. Demat Account Holders have the option to change their password to a password of their choice by clicking on Change Password button.
- xvi. Enter the existing password and desired password in the New Password and the Confirm Password field and click on Submit. Click on OK and re-login with the revised password.
- xvii. Demat Account Holders have the option to reset their password if the same has been forgotten in order to login to the e-Voting system and vote on resolutions proposed by their company. The Forgot Password would enable demat shareholders to login.
- xviii. Click on Shareholders and enter the User ID and the Characters Displayed and click on Forgot Password.
After clicking on Forgot Password, enter the following:
 - 1. PAN and
 - 2. any one detail from the following:
 - a. **Email ID:** An email containing the new password would be sent to email address provided for the respective member id.
 - b. **Mobile No:** An message containing the new password would be sent to mobile number provided for the respective member ID.
 - c. Bank Account Number or DOB or Date of Inc: The user would be able to self generate a new the password on the screen.

Please note if any of the details viz, Email ID or Mobile No. has not been provided in the information uploaded by the Company/RTA then user would be unable to enter details in those respective fields.

After entering the details click on Submit.
- xix. Click on OK you will be directed to the change password screen as shown below. Enter the New Password of your choice and confirm the same.
- xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. Additional instructions to be followed for corporate shareholders:
 - a. Type the following address in the address bar www.evotingindia.com and click Enter.
 - b. Click on Registration and the screen would be displayed.
 - c. Put a tick in the box named Corporate Shareholders and fill in all the details. Click on Submit.
 - d. Click on Continue and print the page which is displayed.
 - e. Go towards the bottom of the page and click on Print or View as PDF. Print the document and affix the sign and stamp on the form. The scanned image of the document should then be emailed to helpdesk.evoting@cdslindia.com.
 - f. **Please note that once the registration has been confirmed by CDSL, the same registration has to be used for any future voting of any company and re-registration does not have to be done.**
- xxii. The detailed instructions for e-voting are provided by CDSL on its website at the following link <https://www.evotingindia.com/Help.jsp>. Members are requested to refer the same.

- xxiii. 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 csabhishekprakash@gmail.com.
- xxiv. 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 Friday, 14th September, 2018.
- xxv. 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.
- xxvi. 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.
- xxvii. Mr. Abhishek Prakash, Practising Company Secretary (C. P. No. 13269) has been appointed as the Scrutinizer for providing facility to the members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxviii. 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.
- xxix. 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.
- xxx. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL 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.
18. 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.
19. 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.
20. 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 : 29th May, 2018.

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

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 for the year ending 31st March, 2019 at a remuneration of ₹ 1.50 lakhs p.a. plus 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 commends the remuneration of ₹ 1.50 lakhs p.a. plus 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.

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

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

As per the notification dated 9th May, 2018 issued by SEBI, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was amended by inserting a sub-regulation. As per the new sub-regulation 17(1A), a listed company is restricted from appointing a non-executive director who has attained age of seventy-five years unless a special resolution is passed justifying appointment or continuation of appointment of such director. The effective date of amendment is 1st April, 2019.

It may be noted that Mr. K. P. Rao (DIN: 00027577), Mr. Byram Jeejeebhoy (DIN: 00033204) and Dr. T. S. Sethurathnam (DIN: 00042704) Independent Directors (i.e. non-executive Directors) of the company have contributed extensively towards the growth of our company and their wide experience and specialized knowledge in the field of business will help in furtherance of our company's growth.

The tenure of the aforesaid directors expires in August, 2019. As the aforesaid regulation is effective from 1st April, 2019 and age of the Independent Directors exceeds the prescribed age-limit, approval of the shareholders is sought for continuation of their appointment by passing a special resolution.

Except Mr. K. P. Rao (DIN: 00027577), Mr. Byram Jeejeebhoy (DIN: 00033204) and Dr. T. S. Sethurathnam (DIN: 00042704) and their relatives, no other Director or Key Managerial personnel of the Company or their relatives are concerned or interested in the resolution.

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

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 71st ANNUAL GENERAL MEETING	
[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015]	
Particulars	Mr. Suresh Bhojwani (DIN: 00032966)
Date of Birth	16th April, 1948
Date of Appointment	1st February, 2001
Qualifications	Graduate in Engineering and Management (Boston University)
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.
Number of equity shares held in the Company as on 31st March, 2018	12,83,418
List of Public Companies in which Directorships held as on 31.03.2018 (Excluding Private limited companies)	NIL
Chairman/member of the Committees of the Board of the Companies in which he is a Director	NIL

Route Map to the Venue of AGM

