

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



71st Annual Report 2017-2018

Bright Brothers Limited



Our Valued Customers

EUREKA FORBES
Your friend for life



Rialto



New customer added during the year

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

Company Secretary & Compliance Officer

Mrs. Sonali Pednekar

Banker

Bank of Baroda

Auditors

M/s. Desai Saksena & Associates,
Chartered Accountants

Registrar and Transfer Agent

M/s. Link Intime India Pvt. Limited
C 101, 247 Park,
L. B. S. Marg, Vikhroli West,
Mumbai – 400 083.

AGM Venue : M. C. Ghia Hall, 2nd Floor,
Bhogilal Hargovindas Building,
18/20, K. Dubash Marg,
Behind Prince of Wales Museum,
Kala Ghoda, Fort, Mumbai – 400 001.

Day and Date : Saturday, 22nd September, 2018.

Time : 3.00 p.m.

Registered Office

610-611, Nirman Kendra,
Famous Studio Lane,
Dr. E. Moses Road, Mahalaxmi,
Mumbai – 400 011.
Tel.: 022 2490 5324
E-Mail: invcom@brightbrothers.co.in
CIN: L25209MH1946PLC005056
ISIN: INE630D01010
Website: www.brightbrothers.co.in

Corporate Office

B-54, Road No. 33,
Gyaneshwar Nagar,
Wagle Industrial Estate,
Thane-West,
Maharashtra – 400 604.
Tel.: 022 2582 2089

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 – 263 136.
- Khasara No. 3962, 3963, 3946 & 3947,
Lal Tapper Industrial Area,
Majri Grant, Dehradun,
Uttarakhand – 248 140.

CONTENTS

Page No.

Directors' Report.....	2
Management Discussion and Analysis	9
Report on Corporate Governance	13
Extract of Annual Return	26
Secretarial Audit Report	35
Auditors' Report	39
Balance Sheet	46
Statement of Profit & Loss	47
Cash Flow Statement.....	48
Statement of Changes in Equity.....	49
Notes to the Financial Statements	50

DIRECTORS' REPORT

Dear Shareholders (Members),

On behalf of the Board of Directors, it is our pleasure to present the 71st Annual Report together with the Audited Statement of Accounts of **Bright Brothers Limited** ("the Company") for the year ended 31st March, 2018.

Financial Performance:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Net Sales and Operating Income	21,697.23	18,353.47
Less: Expenses	20,559.98	17,581.80
Operating Profit	1,137.25	771.67
Add: Other income	103.15	163.13
Profit before Depreciation, Finance Cost and Tax	1,240.40	934.80
Finance costs	581.19	448.18
Depreciation and amortization expenses	545.93	485.80
Profit before tax	113.28	0.82
Less: Tax expenses	(7.08)	27.00
Profit/(Loss) after tax	120.36	(26.18)
Other comprehensive income	10.99	—
Total Comprehensive Income	131.35	(26.18)

Summary of Operations:

The total operational income of your company for the year ended 31st March, 2018 stood at ₹ 21,697.23 lakhs as against ₹ 18,353.47 lakhs in the previous year resulting in an increase of ₹ 3,343.76 lakhs as compared to the previous year.

The Operating Profit before Depreciation, Finance Cost and Tax for the year ended 31st March, 2018 amounted to ₹ 1,240.40 lakhs as against ₹ 934.80 lakhs in the previous year.

The Year in Retrospect

The year 2017-18 has been remarkable for India's global image as a promising investment destination. Moody's Investor Service upgraded India's sovereign credit rating to Baa2. These improvements in rankings have been a result of various reform measures undertaken by the Government such as Goods and Services Tax (GST), Insolvency and Bankruptcy Code (IBC), Demonetization, progress in Aadhaar enrollment and announcement of the Government's decision for recapitalization of public sector banks.

A country's international ranking and sovereign ratings are used by investors not only to ascertain its macroeconomic health and investment climate, but also to instill confidence in its economy. In terms of the 'Ease of Doing Business,' India emerged in the top 100 countries, an improvement of 30 places. This improvement was attributed to the changes brought about by the sustained business reforms undertaken over the course of the year.

India's GDP grew 7.2% in the third quarter, surpassing expectations and wresting back the mantle of fastest growing economy especially in manufacturing, construction and agricultural sector. The revival theme was backed up by core sector growth, which picked up pace in January following an uptick in sectors including cement, electricity, coal, refinery products and steel, indicating a strong start to the last quarter of FY18. Manufacturing grew 8.1% in the third quarter and is projected to expand at 5.1% for the full year, compared with 7.9% growth in FY17, indicating that factories and companies have come to terms with GST, which was put in place on July 1.

India is witnessing structural shifts at multiple levels and across various sectors. It is not only transitioning from an informal to a formal economy, but also from a cash to a digital economy and an offline to an online one. Due to this, the economy may experience short-term pains, but in the long run, it stands to gain.

Outlook for the current year

The confidence in the Indian economy has increased substantially because of the policy measures of the Government and Central Bank. Going forward, several significant developments in the recent period augur well for growth prospects. Firstly, capital raised from the primary capital market has increased significantly after several years of sluggish activity. The capital raised has been deployed to set up new projects and it will add to the demand in the short run and boost the growth potential of the economy over the medium-term. Secondly, the improvement in the ease of doing business ranking should help sustain foreign direct investment in the economy. Lastly, large distressed borrowers are being referenced to the Insolvency and Bankruptcy Code (IBC) and public-sector banks are being recapitalised. The upcoming year will be a year of growth, which has been rightly endorsed by the World Bank. According to the World Bank, when compared to other emerging economies, India has an "enormous growth potential" with the implementation of comprehensive reforms.

The manufacturing sector also recorded the strongest improvement in business activity as new orders picked up supported by the reduction in GST rates and strong demand conditions. Apart from investing in new product development, manufacturers are moving to product + service offering. Efforts are on in forming multi-national partnerships, alliances and joint ventures in order to secure FDI, benefit from advanced technologies, and improve productivity through factory automation.

Industrial manufacturing is a major growth sector for the Indian economy with diverse companies including those engaged in manufacturing of machinery and equipment, electrical and metal products, cement, building and construction material, rubber and plastic products and automation technology products.

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr. Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020.

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 Directors' 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, 2018. The said dividend, if approved by the members, would involve a cash outflow ₹ 136.95 lakhs comprising of ₹ 113.60 lakhs as dividend and ₹ 23.35 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.

Share Capital

The paid up Equity Share Capital as on 31st March, 2018 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 and 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 ₹ 263 lakhs from its Directors and ₹ 135.80 lakhs from its members as on 31st March, 2018.

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 a 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.

Unsecured Loan

The Company has obtained unsecured loan from Smt. Hira T. Bhojwani, Whole Time Director to meet the short term requirements of the company. The total outstanding loan as on 31st March, 2018 is ₹ 210 lakhs.

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. The Company has appointed Internal Auditors who periodically audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements. The Audit Committee periodically approves the audit reports, implementation of audit recommendations, if any and adequacy of internal controls.

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.

Directors' Responsibility Statement

Pursuant to the requirement of 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 as Annexure I.

Corporate Governance

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

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.

Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the annual return in the form of MGT-9 is annexed as Annexure III.

Report of the Statutory Auditors and Notes to Financial Statements

At the 70th Annual General Meeting held on 10th August, 2017, the members had appointed M/s. Desai Saksena & Associates, Chartered Accountants as Statutory Auditors of the Company from the conclusion of the 70th Annual General Meeting till the conclusion of the 75th Annual General Meeting. As per the Companies (Amendment) Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

Further, the Report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their 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, 2019.

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 2018-19 at a remuneration of ₹ 1,50,000 plus 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 for the financial year 2017-18 is enclosed as Annexure IV to this report.

The Report is self-explanatory and does not call for any further comments.

Whistle Blower Policy

Pursuant to the requirement of the Act, the Company has approved its Whistle Blower Policy which is also called as vigil mechanism. It is uploaded on website of the company.

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 hereinafter referred to as "Listing Regulations" 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, Chairman and Managing Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

During the year under review, Mrs. Sarita Magar resigned as the Company Secretary and Compliance Officer of the Company and Mrs. Sonali Pednekar was appointed in her place with effect from 14th February, 2018.

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 and Regulations 16(1)(b) of Listing Regulations 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. The evaluation process inter alia considers attendance of Directors at Board and Committee meetings, participation at meetings, domain knowledge, cohesion the Board's meetings, awareness and observance of governance, etc.

The Board carried out performance evaluation of the Board, Board committees, Individual Directors and Chairperson.

Familiarisation programme

The Company has put in place an induction and familiarization programme for all its directors including the Independent Directors. The familiarization programme for Independent Directors in terms of provisions of Regulation 46(2)(1) of Listing Regulations is uploaded on the website of the Company.

Transfer of Unclaimed dividend and underlying shares to Investor Education and Protection Fund

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

Pursuant to the provisions of the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has filed the necessary forms and uploaded the aforesaid details on IEPF website (www.iepf.gov.in).

Particulars of Employees

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.

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.

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

The Company has formulated a policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints were filed under the said Act.

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:

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: ₹ 61.12 lakhs

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 : 29th May, 2018

Annexure-I

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC AND BUSINESS OVERVIEW:

The financial year 2017-18 has been favourable for the global economy with broad-based and synchronized growth across most countries. Global growth momentum is projected to continue in the next year with broad based growth both in developed and emerging economies. According to projections, economic growth in the USA will be led by improvement in domestic demand. Increase in oil prices will have some inflationary impact on the India Economy. Concerns around arrangements post Brexit will continue to impact economic outlook in the UK.

After registering GDP growth of over 7 per cent for the third year in succession in 2016-17, the Indian economy is headed for slower growth, estimated to be 6.5 per cent in 2017-18. Even with this lower growth for 2017-18, GDP growth has averaged 7.3 per cent for the period from 2014-15 to 2017-18, which is the highest among the major economies of the world.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The structural reforms implemented in the Indian economy have put the economy on sound growth path. They augur well to put the economy in high growth mode in future. The most significant reform was introduction of Goods and Service Tax w.e.f. 1st July, 2017. This single measure has integrated the Country's economy. Overall, the incidence of indirect tax has come down on most of the products by this measure of merging several indirect taxes and cess charged on the products.

As India's economy swings back into the recovery mode, the manufacturing sector also recorded the strongest improvement in business activity as new orders picked up supported by the reduction in GST rates and strong demand conditions. Industrial leaders in India are looking at digitalising their vertical and horizontal value chains from product development and purchasing to manufacturing, logistics and services.

While focus continues on penetrating the domestic market, Indian manufacturers are also looking to gain a foothold in the global market by increasing sales in existing markets and by identifying new geographies.

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

Category	Percentage Share in Total Turnover
Consumer Durable Components	94%
Brite Branded Products	6%

OVERALL FINANCIAL PERFORMANCE:

As the year witnessed implementation of GST, there was uncertainty in the market and hence, there was a cautious sentiment in trade. While the transition to the new tax regime was swift and smooth for the Company, given the backdrop of this large transition that the country underwent, the operating environment for your Company during the year remained challenging. The Company's performance for the year 2017-18 has to be viewed in the context of the aforesaid economic and market environment.

The financial performance of the Company has been summarised in the table below followed by explanatory remarks for significant changes in 2017-18 compared to the previous year.

(₹ in lakhs)

	2017-18	2016-17	Change	% Change	Remarks
Tonnage processed including job work (In Tons)	11,863	10,623	1,240	11.67	1
Total operational income (net)	21,697.23	18,353.47	3,343.76	18.22	2
Changes in finished goods inventory	55.64	(43.28)			
Consumption of material	14,945.33	12,853.60			
Purchase of traded goods	120.82	163.11			
Employee cost	1,600.10	1,404.04	(196.06)	(13.96)	3
Operating and other expenses	3,838.09	3,204.33	(633.76)	(19.78)	4
Earning before depreciation and finance cost	1,137.25	771.67	365.58	47.38	5
Other non-operational income	103.15	163.13			
Depreciation and amortisation expenses	545.93	485.80	(60.13)	(12.38)	6
Finance costs	581.19	448.18	(133.01)	(29.68)	7
Profit/(loss) before tax	113.28	0.82			
Tax expenses	(7.08)	27.00			
Profit/(loss) after tax	120.36	(26.18)			
Other Comprehensive income	10.99	—			
Total Comprehensive income	131.35	(26.18)			
EPS	2.12	(0.46)			
Other equity	3,739.29	3,744.61			
Current liabilities	4,161.07	3,648.47			
Net property, plant and equipments	4,109.75	3,781.05			
Current assets	4,344.60	4,533.90			

1. The tonnage processed during the year has increased due to the better customer demand at Pondicherry & Faridabad unit.
2. The increase in operational income is mainly due to increase in tonnage, increase in Raw material price and value added activity.
3. Employee cost has increased by 13.96% due to increase in salary & wages.
4. There is an increase in operating & other expenses due to higher job work charges increase in minimum wages and power cost.
5. EBDITA for the year 2017-18 is ₹ 1,137.25 lakhs as compared to ₹ 771.67 lakhs in the previous year.
6. Depreciation and amortization is increase mainly due to plant & machinery capex.
7. Finance cost is higher due to discounting charge on higher turnover.

(₹ in lakhs)

	2017-18	2016-17
Net cash flow from/(used in) operating activities (A)	931.44	1,145.70
Net cash flow from/(used in) investing activities (B)	(397.55)	(678.87)
Net cash from/(used in) financing activities (C)	(776.19)	(248.70)

REVIEW OF OPERATIONS:

During the year 2017-2018 our customer Whirlpool of India Ltd. had shown steady growth in both refrigerator and washing machine segments despite the introduction of GST. Our customer Eureka Forbes Ltd. to whom we supply water purifier, air purifier and vacuum cleaner components and our customer Rialto for whom we manufacture toothbrush handles have both remained the same as previous year 2016-2017.

Seeing the above both our Faridabad and Pondicherry unit I have shown good utilization of our installed capacities. We have seen a processing increase of over 10% year on year which has given us increased profitability as compared to 2016-2017 despite the increase in operating costs.

The Divo brand has continued to expand its product range to entice customers and retain its market share.

Growth Driver:

Seeing the reduction in GST rates on consumer durable items from 28% to 18% our customers are projecting volume growth and targeting increase in market share. This in turn will utilise our current installed capacity and also demand new investment to cater to the same. The company is expanding its painting capacity to capitalize on the above growth.

The Company has been awarded a new and prestigious project for toothbrush manufacturing for which the Company will be adding an additional unit on the Pondicherry campus.

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.
- The Make in India movement is seeing more multinational companies expand their manufacturing presence in India.

THREAT:

- Due to higher 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.

OUTLOOK:

The financial year 2018-19 could well be the period that witnesses a strong and sustained economic upsurge. Improvement in growth conditions in the second half of FY 2017-18 indicates normalization of the supply chain, which was disrupted on account of demonetization and GST implementation. The massive bank recapitalization programme coupled with the progress seen on resolving the initial set of insolvency cases is expected to augment the banking sector's capability to lend credit to the industry. This will boost the capex revival cycle in the industry as well.

Early indications of a normal monsoon for three years in a row are likely to aid not only the agriculture sector but also the rural economy. The Union Budget for FY 2018-19 has substantially increased the minimum support prices for procurement. Additionally, the farm loan waivers rolled out in various states and the Central Government's push towards rural infrastructure spends are expected to significantly improve rural consumption. At the same time, the Centre's efforts to streamline GST rates and minimize the compliance burden are likely to facilitate recovery, specifically for small and medium enterprises.

India's GDP growth is expected to bounce back to 2016 levels, led by higher private consumption and structural reforms as the transitional impact of the GST launch declines. India's growth outlook remains favourable led by positive indicators such as expected growth in industrial activity and recovery in investment levels, decreasing impact of GST transition and on-going structural reform in the economy.

By 2025, India would rise from the 12th to the 5th largest position in the consumer durables market in the world. The consumer durables market in India is expected to reach US\$ 20.6 billion by 2020. Demand growth is likely to accelerate with rising disposable incomes and easy access to credit. Increasing electrification of rural areas and wide usability of online sales would also aid growth in demand.

INTERNAL CONTROL SYSTEMS:

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 : 29th May, 2018

Annexure-II**REPORT ON CORPORATE GOVERNANCE**

[Regulation 34 of 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 stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 judgement, external perspective and objectivity on the issues placed before them.

1.2 During the year 2017-18, the Board met four times on 08-05-2017, 14-09-2017, 07-12-2017 and 14-02-2018. The gap between two meetings did not exceed 120 days. The Agenda for the Board meeting were circulated in advance to take informed decisions.

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 10th August, 2017 and the number of other directorships and Chairmanship/Membership of Committee/s in other Companies as on 31st March, 2018 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
Mr. Suresh Bhojwani (Chairman & Managing Director) DIN: 00032966	5(5)	Promoter Executive	Yes	Nil	Nil	Nil	Nil
Smt. Hira 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	No	Nil	Nil	Nil	Nil
Dr. T. S. Sethurathnam DIN: 00042704	5(5)	Non-Executive & Independent	No	Nil	1	2	2
Mr. Byram Jeejeebhoy DIN: 00033204	5(1)	Non-Executive & Independent	No	Nil	Nil	Nil	Nil

1.4 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 the 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 Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the financial year 2017-18, four Audit Committee meetings were held on 08-05-2017, 14-09-2017, 07-12-2017 and 14-02-2018.

All the Members of the Audit Committee attended all the four meetings. The Chairman of the Committee Mr. K. P. Rao was not able to attend the Annual General Meeting of the Company held on 10-08-2017 hence he authorized Mr. Suresh Bhojwani, Committee Member to act as Chairman of Audit Committee in his absence.

- **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 Obligations and Disclosure Requirements) Regulations, 2015:
 - 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 directors' 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 2017-18, two meetings of the Committee were held on 8th May, 2017 and 14th February, 2018.

- Remuneration of Managerial Personnel:

Details of remuneration paid/payable to Managing Director and Whole-Time Director for the financial year ended 31st March, 2018 are as follows:

Particulars	Managing Director	Whole Time Director
Salary	8,098,600	930,780
Perquisites	300,000	9,592
Other	792,000	72,000
Total	9,190,600	1,012,372

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

	Mr. Suresh Bhojwani	Smt. Hira Bhojwani
Service contract	Five 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 ₹ 20,000 per Board meeting, ₹ 10,000 per Audit Committee meeting and ₹ 1,000 for every other Committee meeting. No sitting fee is payable to Executive Directors.
- 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 01-04-2017 to 31-03-2018 are as follows:

(₹ in lakhs)

Sr. No.	Name of the Director	Board Meetings	Committee Meetings	Independent Directors Meeting	Commission
1.	Mr. K. P. Rao, DIN: 00027577	0.80	0.38	0.15	0.48
2.	Dr. T. S. Sethurathnam, DIN: 00042704	0.80	0.32	0.15	0.48
3.	Mr. Byram Jeejeebhoy, DIN: 00033204	0.20	—	0.15	0.24

- 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 651 Equity Shares of the Company.

None of the other Independent Directors hold any 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, DIN: 00027577	Chairman	Independent, Non-Executive
Mr. Suresh Bhojwani, DIN: 00032966	Member	Non-Independent, Executive
Smt. Hira Bhojwani, DIN: 00032997	Member	Non-Independent, Executive

The Company Secretary acts as the Secretary to the Committee.

There were no complaints pending as on 31st March, 2018.

(iv) Risk Management Committee:

Risk Management Committee was constituted by the Company comprising of:

Mr. Suresh Bhojwani – Chairman & Managing Director, DIN: 00032966

Smt. Hira Bhojwani – Whole Time Director, DIN: 00032997

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
70th AGM	2016-17	Walchand Hirachand Hall, IMC, 4th floor, IMC Marg, Churchgate, Mumbai 400020.	10-08-2017	11.00 a.m.	<ul style="list-style-type: none"> – Re-appointmnet of Mr. Suresh Bhojwani as Chairman and Managing Director – Approval of remuneration to Mr. Karan Bhojwani – Vice President (Operations) – Payment of remuneration to Cost Auditors for the financial year 2017-18
69th AGM	2015-16	Walchand Hirachand Hall, IMC, 4th floor, IMC Marg, Churchgate, Mumbai 400020.	03-08-2016	11.00 a.m.	<ul style="list-style-type: none"> – Re-appointment of Smt. Hira Bhojwani (DIN 00032997) as a Whole Time Director – Commercial.
68th AGM	2014-15	Walchand Hirachand Hall, IMC, 4th floor, IMC Marg, Churchgate, Mumbai 400020.	16-09-2015	10.30 a.m.	<ul style="list-style-type: none"> – Payment of Commission to Directors.

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

Extraordinary General Meeting:

No Extraordinary General Meeting was held during the year 2017-18.

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, 2006.

Others

- The Company does not have any subsidiaries.
- The Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Obligations and Disclosure Requirements) Regulations, 2015 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 a prescribed 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 Obligations and Disclosure Requirements) Regulations, 2015.

8. General Shareholders Information:

Annual General Meeting	
• Day, Date and Time	: Saturday, 22nd September, 2018 at 3.00 p.m.
• Venue	: “M. C. Ghia Hall”, 2nd Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Behind Prince Of Wales Museum, Kala Ghoda, Fort, Mumbai.
• Dividend Payment date	: On and from 22nd September, 2018.
Financial Year	2017-18
Date of Book Closure	: 15th September, 2018 to 22nd September, 2018.
Financial Calendar for 2018-19	
Reporting for June, 2018 quarter	: On or before 14th August, 2018.
Reporting for September, 2018 quarter	: On or before 14th November, 2018.
Reporting for December, 2018 quarter	: On or before 14th February, 2019.
Reporting for quarter & year ended March, 2019	: On or before 30th May, 2019.

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 2017-18.

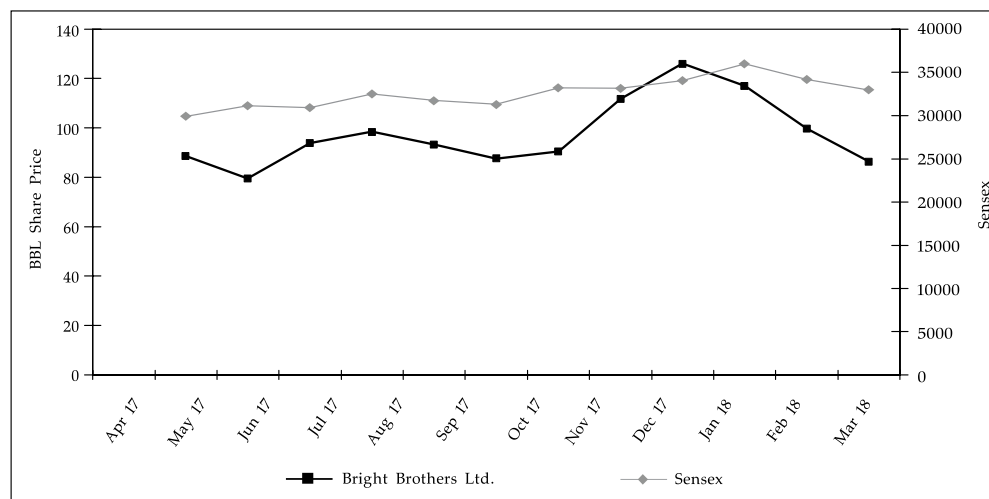
• Stock Code	: 526731
• ISIN No. for NSDL and CDSL	: INE630D01010
• Scrip ID	: BRIGHTBR
• CIN	: L25209MH1946PLC005056

- 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, 2017	92.00	77.00	88.65	3,10,795	29,918.40
May, 2017	91.00	77.95	79.50	79,448	31,145.80
June, 2017	109.00	72.55	93.90	4,57,377	30,921.61
July, 2017	104.90	90.00	98.40	1,54,340	32,514.94
August, 2017	101.55	85.00	93.25	1,01,716	31,730.49
September, 2017	97.75	80.50	87.65	1,14,170	31,283.72
October, 2017	96.75	85.00	90.50	75,363	33,213.13
November, 2017	121.70	85.00	111.80	2,85,897	33,149.35
December, 2017	126.00	105.10	126.00	2,26,879	34,056.83
January, 2018	132.30	110.05	117.00	1,21,038	35,965.02
February, 2018	117.00	93.45	99.75	37,502	34,184.04
March, 2018	103.90	86.15	86.35	28,122	32,968.68

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



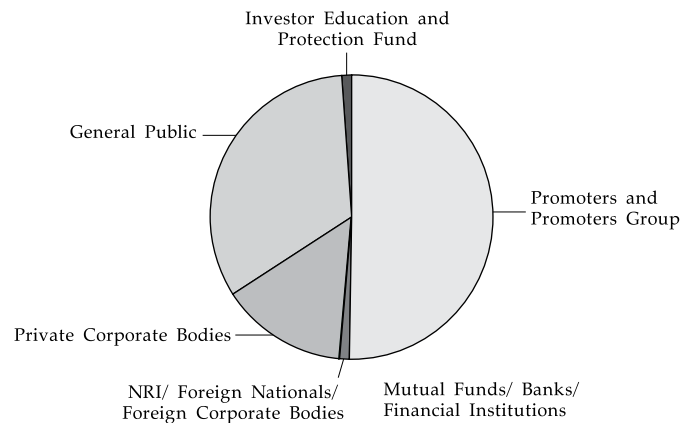
Pattern of Shareholding as on 31st March, 2018:

Category	No. of Shares	%
** Promoters and Promoter Group	28,61,195	50.38
Non Promoters	28,19,040	49.62
a. NRIs/Foreign Nationals/Foreign Corporate Bodies	50,183	0.88
b. Mutual Funds/Banks/Financial Institutions	350	0.00
c. Private Corporate Bodies	8,34,987	14.70
d. General Public	18,69,500	32.91
e. Investor Education and Protection Fund	64,020	1.13
Grand Total	56,80,235	100.00

Note: None of the Promoters have pledged their shares as on 31st March, 2018.

** 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.	8,70,737	15.34
2.	Mr. Suresh Bhojwani, DIN: 00032966	12,83,418	22.59
3.	Smt. Hira Bhojwani, DIN: 00032997	3,70,310	6.52
4.	T. W. Bhojwani – HUF	2,40,430	4.23
5.	Mrs. Devika Bhojwani	41,300	0.73
6.	S. T. Bhojwani – HUF	20,000	0.35
7.	Ms. Ruchika Bhojwani	17,500	0.31
8.	Mr. Karan Bhojwani	17,500	0.31
	Total	28,61,195	50.38



Distribution of Holding:

Range of Shares held	No. of Folios	No. of Shares held	% of Issued Shares
1-500	3,418	4,32,805	7.62
501-1000	192	1,61,328	2.84
1001-2000	83	1,24,773	2.20
2001-3000	35	87,853	1.54
3001-4000	16	55,344	0.98
4001-5000	18	85,383	1.50
5001-10000	24	1,76,099	3.10
10001 and above	45	45,56,650	80.22
Grand Total	4,441	56,80,235	100.00

Share Transfer System:

The share transfer activities are undertaken by Link Intime India Pvt. Ltd. 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).

Dematerialisation and Liquidity:

The shares of the Company are required to be compulsorily traded in dematerialised form. 54,87,109 Equity Shares representing 96.59% 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, 2018.

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: Plant I and II, 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 – 263 136 Phone No. : 05942 247219/212	Dehradun: Khasara No. 3962, 3963, 3946 & 3947 Lal Tapper Industrial Area, Majri Grant Dehradun, Uttarakhand – 248 140. 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 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083. Contact person: Ms. Pooja Mehta Email: pooja.mehta@linkintime.co.in	Phone : 022 4918 6000 Fax : 022 4918 6060
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 2582 2089

9. CEO/CFO Certification:

The Chairman and Managing Director and Chief Financial Officer have in respect of the financial year ended 31st March, 2018 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.

10. 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.

11. 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, 2018.

12. Request to Shareholders:

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

Compulsory Demat of Shares:

Shareholders are requested to convert their physical holding to demat/electronic form through any of the depository participants (DPs) as transfer of share certificates in physical form is allowed only upto 4th December, 2018.

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.

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.

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/ claiming the unpaid dividend from Investor Education and Protection Fund (IEPF) as the dividend which remains unclaimed for the period beyond seven years is transferred to IEPF.

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, 2011 and for any financial year thereafter may contact the Company for receiving the unpaid dividend.

On behalf of Board of Directors,
For BRIGHT BROTHERS LIMITED

Suresh Bhojwani
Chairman & Managing Director
DIN 00032966

Place : Mumbai

Date : 29th May, 2018

**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, 2018 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 the 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 : 29th May, 2018

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

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 Financial Year ended 31st March, 2018 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedure 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 the opinion on the financial statements of the Company.

In our opinion, and to the best of the 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 the above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future 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

Alok K. Saksena
Partner
M.N. 35170

Place : Mumbai
Date : 29th May, 2018

Annexure-III**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended 31st March, 2018****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. Tel.: +91 22 2490 5324
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 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400083. Phone: 022 - 4918 6270 Fax: 022 - 4918 6060

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 of injection moulded plastic products for supplies to original equipment manufacturers (OEM) for consumer durable industry and market its own products under "Brite" brand for material handling crates.

Name & Description of main products/services	NIC Code of the product/service*	% to total turnover of the Company#
Manufacture of Plastic Products	222	98.48%

* 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	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
(1) Indian									
a) Individual/Hindu Undivided Family	19,90,208	—	19,90,208	35.0374	19,90,208	250	19,90,458	35.0418	0.0045
b) Central Government/ State Government(s)	—	—	—	—	—	—	—	—	—
c) Financial Institutions/ Banks	—	—	—	—	—	—	—	—	—
d) Any Other (Specify)									
Bodies Corporate	8,70,637	—	8,70,637	15.3275	8,70,737	—	8,70,737	15.3292	0.0017
SUB TOTAL (A) (1)	28,60,845	—	28,60,845	50.3649	28,60,945	250	28,61,195	50.3711	0.0062
(2) Foreign									
a) Individuals (Non-Resident Individuals/Foreign Individuals)	—	—	—	—	—	—	—	—	—
b) Government	—	—	—	—	—	—	—	—	—
c) Institutions	—	—	—	—	—	—	—	—	—
d) Foreign Portfolio Investor	—	—	—	—	—	—	—	—	—
e) Any other (Specify)									
SUB TOTAL (A) (2)	—	—	—	—	—	—	—	—	—
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	28,60,845	—	28,60,845	50.3649	28,60,945	250	28,61,195	50.3711	0.0062
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds/UTI	—	—	—	—	—	—	—	—	—
b) Venture Capital Funds	—	—	—	—	—	—	—	—	—
c) Alternate Investment Funds	—	—	—	—	—	—	—	—	—
d) Foreign Venture Capital Investors	—	—	—	—	—	—	—	—	—
e) Foreign Portfolio Investor	—	—	—	—	—	—	—	—	—
f) Financial Institutions/ Banks	—	50	50	0.0009	—	50	50	0.0009	—
g) Insurance Companies	—	—	—	—	—	—	—	—	—
h) Provident Funds/ Pension Funds	—	—	—	—	—	—	—	—	—
i) Any Other (Specify)									
UTI	—	300	300	0.0053	—	300	300	0.0053	—
SUB TOTAL (B)(1)	—	350	350	0.0062	—	350	350	0.0062	—

Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Central Government/State Government(s)/President of India (IEPF)									
SUB TOTAL (B)(2)	—	—	—	—	64,020	—	64,020	1.1271	1.1271
(3) Non Institutions									
(a) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	7,42,910	2,31,026	9,73,936	17.1461	7,96,129	1,75,026	9,71,155	17.0971	-0.0446
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6,96,849	0	6,96,849	12.268	8,22,565	0	8,22,565	14.4812	2.2132
(b) NBFCs registered with RBI	—	—	—	—	—	—	—	—	—
(c) Employee Trusts	—	—	—	—	—	—	—	—	—
(d) Overseas Depositories (holding DRs) (balancing figure)	—	—	—	—	—	—	—	—	—
(e) Any Other (Specify) - Directors									
(i) Trusts	50	0	50	0.0009	0	0	0	0	-0.0009
(ii) Foreign Nationals	250	0	250	0.0044	250	0	250	0.0043	0
(iii) Hindu Undivided Family	69,723	0	69,723	1.2275	53,262	0	53,262	0.9377	-0.2898
(iv) Non Resident Indians (Non Repat)	61,137	28,700	89,837	1.5816	13,354	17,500	30,854	0.5432	-1.0384
(v) Other Directors	5,651	0	5,651	0.0995	5,651	0	5,651	0.0995	0
(vi) Non Resident Indians (Repat)	41,904	0	41,904	0.7377	19,079	0	19,079	0.3359	-0.4018
(vii) Clearing Member	31,367	0	31,367	0.5522	16,867	0	16,867	0.2969	-0.2553
(viii) Bodies Corporate	9,15,124	0	9,15,124	16.1107	8,34,987	0	8,34,987	14.6999	-1.4108
SUB TOTAL (B)(3)	25,59,314	2,59,726	28,19,040	49.6289	25,62,144	1,92,526	27,54,670	48.4957	-1.1332
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	25,59,314	2,60,076	28,19,390	49.6351	26,26,164	1,92,876	28,19,040	49.6289	-0.0062
Total (A)+(B)	54,20,159	2,60,076	56,80,235	100	54,87,109	1,93,126	56,80,235	100	0
C. Non Promoter – Non Public									
(1) Custodian/DR Holder	—	—	—	—	—	—	—	—	—
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	—	—	—	—	—	—	—	—	—
Total (A)+(B)+(C)	54,20,159	2,60,076	56,80,235	100	54,87,109	1,93,126	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.	8,70,737	15.34	N.A.	0.00002
2.	Mr. Suresh Bhojwani, DIN: 00032966	12,83,418	22.60	N.A.	12,83,418	22.60	N.A.	NIL
3.	Smt. Hira Bhojwani, DIN: 00032997	3,70,310	6.52	N.A.	3,70,310	6.52	N.A.	NIL
4.	M/s. 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.	41,300	0.73	N.A.	0.00044
6.	M/s. S. T. Bhojwani – HUF	20,000	0.35	N.A.	20,000	0.34	N.A.	NIL
7.	Ms. Ruchika Bhojwani	17,500	0.31	N.A.	17,500	0.31	N.A.	NIL
8.	Mr. Karan Bhojwani	17,500	0.31	N.A.	17,500	0.31	N.A.	NIL
	Total	28,60,845	50.36	N.A.	28,61,195	50.38	N.A.	0.00442

(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
1.	At the beginning of the year	1 April 2017	28,60,845	50.36	28,60,845	50.36
	Transfer	—	350	0.02	—	—
	At the end of the year	31 March 2018	28,61,195	50.38	28,61,195	50.38

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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of shares held	% of total shares of the Company
1.	PATTON INTERNATIONAL LIMITED	277250	4.8810			277250	4.8810
	Transfer			22 Sep 2017	22010	299260	5.2684
	Transfer			29 Sep 2017	14830	314090	5.5295
	Transfer			09 Feb 2018	2000	316090	5.5647
	Transfer			23 Feb 2018	1283	317373	5.5873
	Transfer			23 Mar 2018	2212	319585	5.6263
	At the end of the year					319585	5.6263
2.	BEE LINE IMPEX PRIVATE LTD	306785	5.4009			306785	5.4009
	Transfer			21 Jul 2017	(5190)	301595	5.3096
	Transfer			28 Jul 2017	(14010)	287585	5.0629
	Transfer			04 Aug 2017	(3027)	284558	5.0096
	Transfer			11 Aug 2017	(4169)	280389	4.9362
	At the end of the year					280389	4.9362

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of shares held	% of total shares of the Company
3.	DECENT FINANCIAL SERVICES PVT LTD	86926	1.5303			86926	1.5303
	Transfer			14 Apr 2017	1004	87930	1.5480
	Transfer			05 May 2017	5000	92930	1.6360
	Transfer			02 Jun 2017	570	93500	1.6461
	Transfer			09 Jun 2017	2446	95946	1.6891
	Transfer			23 Jun 2017	1554	97500	1.7165
	Transfer			21 Jul 2017	1926	99426	1.7504
	Transfer			11 Aug 2017	5084	104510	1.8399
	Transfer			18 Aug 2017	2500	107010	1.8839
	Transfer			22 Sep 2017	2500	109510	1.9279
	Transfer			29 Sep 2017	6000	115510	2.0335
	Transfer			13 Oct 2017	16019	131529	2.3156
	Transfer			20 Oct 2017	21215	152744	2.6890
	Transfer			03 Nov 2017	7458	160202	2.8203
	Transfer			10 Nov 2017	2200	162402	2.8591
	Transfer			17 Nov 2017	8623	171025	3.0109
	Transfer			24 Nov 2017	7774	178799	3.1477
	Transfer			16 Mar 2018	201	179000	3.1513
	At the end of the year					179000	3.1513
4.	VIKRAM PRATAPBHAI KOTAK	0	0.0000			0	0.0000
	Transfer			23 Jun 2017	95000	95000	1.6725
	Transfer			28 Jul 2017	5000	100000	1.7605
	Transfer			24 Nov 2017	5000	105000	1.8485
	Transfer			08 Dec 2017	(500)	104500	1.8397
	Transfer			15 Dec 2017	(5500)	99000	1.7429
	Transfer			22 Dec 2017	1000	100000	1.7605
	Transfer			05 Jan 2018	3000	103000	1.8133
	Transfer			12 Jan 2018	2000	105000	1.8485
	At the end of the year					105000	1.8485
5.	VIKRAM PRATAPBHAI KOTAK	35000	0.6162			35000	0.6162
	Transfer			07 Apr 2017	1830	36830	0.6484
	Transfer			14 Apr 2017	16170	53000	0.9331
	Transfer			21 Apr 2017	4000	57000	1.0035
	Transfer			26 May 2017	7000	64000	1.1267
	Transfer			30 Jun 2017	13000	77000	1.3556
	Transfer			14 Jul 2017	1000	78000	1.3732
	Transfer			28 Jul 2017	3000	81000	1.4260
	Transfer			18 Aug 2017	1200	82200	1.4471
	Transfer			10 Nov 2017	800	83000	1.4612
	Transfer			24 Nov 2017	2800	85800	1.5105
	Transfer			01 Dec 2017	(9840)	75960	1.3373
	Transfer			08 Dec 2017	(960)	75000	1.3204
	Transfer			15 Dec 2017	(500)	74500	1.3116
	Transfer			29 Dec 2017	8500	83000	1.4612
	Transfer			05 Jan 2018	2000	85000	1.4964
	Transfer			02 Mar 2018	(2000)	83000	1.4612
	Transfer			09 Mar 2018	(500)	82500	1.4524
	Transfer			23 Mar 2018	500	83000	1.4612
	At the end of the year					83000	1.4612

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of shares held	% of total shares of the Company
6.	SUBRAMANIAN P	19983	0.3518			19983	0.3518
	Transfer			07 Apr 2017	5937	25920	0.4563
	Transfer			21 Apr 2017	2941	28861	0.5081
	Transfer			28 Apr 2017	3359	32220	0.5672
	Transfer			12 May 2017	2711	34931	0.6150
	Transfer			02 Jun 2017	2378	37309	0.6568
	Transfer			07 Jul 2017	4000	41309	0.7272
	Transfer			14 Jul 2017	634	41943	0.7384
	Transfer			21 Jul 2017	4427	46370	0.8163
	Transfer			04 Aug 2017	5810	52180	0.9186
	Transfer			11 Aug 2017	1800	53980	0.9503
	Transfer			18 Aug 2017	2867	56847	1.0008
	Transfer			15 Sep 2017	3600	60447	1.0642
	Transfer			22 Sep 2017	900	61347	1.0800
	Transfer			29 Sep 2017	2443	63790	1.1230
	Transfer			13 Oct 2017	2175	65965	1.1613
	Transfer			20 Oct 2017	1925	67890	1.1952
	Transfer			27 Oct 2017	2758	70648	1.2438
	Transfer			03 Nov 2017	1350	71998	1.2675
	Transfer			10 Nov 2017	1800	73798	1.2992
	Transfer			17 Nov 2017	2772	76570	1.3480
	Transfer			19 Jan 2018	900	77470	1.3639
	Transfer			09 Feb 2018	900	78370	1.3797
	Transfer			23 Mar 2018	675	79045	1.3916
	Transfer			31 Mar 2018	900	79945	1.4074
	At the end of the year					79945	1.4074
7.	SANGEETHA S	76570	1.3480			76570	1.3480
	Transfer			17 Nov 2017	90	76660	1.3496
	At the end of the year					76660	1.3496
8.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0.0000			0	0.0000
	Transfer			08 Dec 2017	63920	63920	1.1253
	Transfer			15 Dec 2017	100	64020	1.1271
	At the end of the year					64020	1.1271
9.	PRAVIN MITHALAL GANDHI	55959	0.9852			55959	0.9852
	At the end of the year					55959	0.9852
10.	DIPAK KANAYALAL SHAH	0	0.0000			0	0.0000
	Transfer			05 May 2017	1000	1000	0.0176
	Transfer			12 May 2017	2000	3000	0.0528
	Transfer			16 Jun 2017	2000	5000	0.0880
	Transfer			30 Jun 2017	39500	44500	0.7834
	Transfer			07 Jul 2017	2500	47000	0.8274
	Transfer			28 Jul 2017	1000	48000	0.8450
	Transfer			11 Aug 2017	4841	52841	0.9303
	Transfer			01 Sep 2017	9	52850	0.9304
	Transfer			06 Oct 2017	1000	53850	0.9480
	Transfer			10 Nov 2017	150	54000	0.9507
	At the end of the year					54000	0.9507
11.	HARDIK B. PATEL	109112	1.9209			109112	1.9209
	Transfer			01 Sep 2017	(1800)	107312	1.8892
	Transfer			08 Sep 2017	(11540)	95772	1.6861
	Transfer			15 Sep 2017	(13698)	82074	1.4449
	Transfer			22 Sep 2017	(1631)	80443	1.4162
	Transfer			13 Oct 2017	(5539)	74904	1.3187

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of shares	No. of shares held	% of total shares of the Company
	Transfer			20 Oct 2017	(10)	74894	1.3185
	Transfer			27 Oct 2017	(1145)	73749	1.2983
	Transfer			03 Nov 2017	(30106)	43643	0.7683
	At the end of the year					43643	0.7683
12.	DEVIKA S BHOJWANI	41050	0.7227			41050	0.7227
	Transfer			27 Oct 2017	250	41300	0.7271
	At the end of the year					41300	0.7271
13.	SATISH SHAMJI BHEDA	46727	0.8226			46727	0.8226
	Transfer			21 Apr 2017	(4000)	42727	0.7522
	Transfer			22 Sep 2017	(3096)	39631	0.6977
	Transfer			29 Sep 2017	(8589)	31042	0.5465
	At the end of the year					31042	0.5465
14.	RAI INVESTMENTS LTD	74390	1.3096			74390	1.3096
	Transfer			12 May 2017	(2769)	71621	1.2609
	Transfer			23 Jun 2017	(25653)	45968	0.8093
	Transfer			07 Jul 2017	(3306)	42662	0.7511
	Transfer			14 Jul 2017	(764)	41898	0.7376
	Transfer			04 Aug 2017	(3000)	38898	0.6848
	Transfer			11 Aug 2017	(4772)	34126	0.6008
	Transfer			18 Aug 2017	(2423)	31703	0.5581
	Transfer			22 Sep 2017	(13387)	18316	0.3225
	Transfer			06 Oct 2017	(3000)	15316	0.2696
	Transfer			13 Oct 2017	(3000)	12316	0.2168
	Transfer			27 Oct 2017	(895)	11421	0.2011
	Transfer			03 Nov 2017	(4421)	7000	0.1232
	Transfer			24 Nov 2017	(7000)	0	0.0000
	At the end of the year					0	0.0000
15.	BIDDU APAIAH	57617	1.0143			57617	1.0143
	Transfer			07 Apr 2017	(7740)	49877	0.8781
	Transfer			14 Apr 2017	(31193)	18684	0.3289
	Transfer			21 Apr 2017	(8684)	10000	0.1760
	Transfer			28 Apr 2017	(10000)	0	0.0000
	At the end of the year					0	0.0000

- Note: 1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 5680235 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(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, DIN: 00033204				
	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 DIN: 00027577				
	At the beginning of the year	651	0.01	—	—
	Transfer	—	—	—	—
	At the end of the year	—	—	651	0.01

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	355.07	—	368.80	723.87
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	355.07	—	368.80	723.87
Change in Indebtedness during the financial year				
Additions	37.00	—	30.00	67.00
Reduction	131.50	—	—	131.50
Net Change	(94.50)	—	30.00	(64.50)
Indebtedness at the end of the financial year				
i) Principal Amount	260.57	—	398.80	659.37
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	260.57	—	398.80	659.37

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
		Managing Director	Whole Time Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	80.99	9.31	90.29
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	3.00	0.10	3.10
	(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	7.92	0.71	8.64
	Total (A)	91.91	10.12	102.03

B. Remuneration to Other Directors:

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 and committee meetings	133,000	127,000	35,000	295,000
	(b) Commission	48,000	48,000	24,000	120,000
	(c) Others, please specify	—	—	—	—
	Total (1)	181,000	175,000	59,000	415,000
2.	Other Non Executive Directors	—	—	—	—
	(a) Fee for attending board committee meetings	—	—	—	—
	(b) Commission	—	—	—	—
	(c) Others, please specify.	—	—	—	—
	Total (2)	—	—	—	—
	Total (B)=(1+2)	181,000	175,000	59,000	415,000

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	46.95	10.41	57.36
	(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	2.50	0.56	3.06
	Total	49.45	10.97	60.42

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					

On behalf of Board of Directors,
For Bright Brothers Limited

Suresh Bhojwani
 Chairman & Managing Director
 DIN 00032966

Place : Mumbai

Date : 29th May, 2018

Annexure-IV
Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 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 our 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, 2018, 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 Bright Brothers Limited ("the Company") for the financial year ended on 31st March, 2018 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 (Share Based Employee Benefits) Regulations, 2014;
 - (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;
 - (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;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(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 (including the amendments) issued by The Institute of Company Secretaries of India under the provision 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.
- (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 (Share Based Employee Benefits) Regulations, 2014, 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;
- (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.
- (k) The Companies Act, 2013; the forms and resolutions/agreements to be filed with ROC, under the said Act, where filed within the prescribed time limit and wherever the prescribed time limit exceeded, the forms etc, where filed with additional filing fees.
- (l) There was a change in the KMP of the company where Ms. Sarita Magar, resigned from the post w.e.f. 6th February, 2018 and Ms. Sonali Pednekar was appointed as a Company Secretary w.e.f. 14th February, 2018. All the compliances, to give effect to the said change, were compliance with within the prescribed time limit.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is 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: 7th May, 2018

Place: Mumbai

‘Annexure A’

**(To the Secretarial Audit Report of M/s. Bright Brothers Limited
for the financial year ended 31st March, 2018)**

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, 2018, 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. Wherever 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: 7th May, 2018
Place: Mumbai

Independent Auditors' Report

TO THE MEMBERS OF,
BRIGHT BROTHERS LIMITED

Report on the Audit of the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **Bright Brothers Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS 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 of these Ind AS financial statements that give a true and fair view of the state of affairs, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS 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 Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 March 31, 2018, its profit (including other comprehensive income), changes in equity 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 in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in 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, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the 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 Ind AS financial statements – Refer Note 33 (Sn 1 to 5) to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made since they do not pertain to the financial year ended March 31, 2018.

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

Alok K. Saksena
Partner
M.N.35170

Place: Mumbai
Date: 29th May 2018

Annexure – A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2018, we report that:

- (i) In respect of Company's property, plant and equipment:
 - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (b) The property, plant and equipment 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 property, plant and equipment 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:
The inventory, except goods-in-transit and inventory lying with third parties, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) In our opinion and according to information and explanation 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 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, goods and 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, goods and service tax, professional tax, cess and other material statutory dues were in arrears as at 31st March 2018 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	8.02
2	Bombay Sales Tax Act,	Sales tax, Interest and Penalty	1987-89	Joint Commissioner (Appeals-Sales Tax)	16.86
3	Central Sales Tax Act, 1956	CST – Sales Tax, Interest and Penalty	2005-06	Sales Tax Appellate Tribunal	3.97
4	Central Sales Tax Act, 1956	CST – Sales Tax, Interest and Penalty	2008-09.	Joint Commissioner (Appeals-Sales Tax)	7.89
5	Maharashtra Value Added Tax Act 2002 and Central Sales Tax Act, 1956	VAT-CST Interest and Penalty	2007-08	Deputy Commissioner (Appeals-Sales Tax)	26.90
6	The Central Excise Act, 1944	Duty and Penalty	1996-1997 to 1998-1999	CESTAT	89.78
7	Provident Fund Act, 1952	P.F.dues	2010-2011, 2011-2012, 2012-2013	Commissioner (PF)	8.66
8	Service Tax under the Finance Act, 1994	Service tax	2012-13	Additional Commissioner of Service tax	6.46
9	Sales Tax and Central Sales Tax	Sales Tax	2009-10, 2010-11, 2011-12, 2012-13, 2013-14	Deputy Commissioner of Commercial Taxes	69.19

* Note: 1. The Company has made provision of Rs.0.27 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 give 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 Ind AS 24 “Related Parties Disclosures” specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.

- (xiv) According to the information and explanations give 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

Alok K. Saksena
Partner
M.N.35170

Place: Mumbai
Date: 29th May 2018

Annexure – B to the Independent Auditors’ Report for the year ended 31st March, 2018 on the Ind AS Financial Statement

Report on the Internal Financial Controls 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 March 31, 2018 in conjunction with our audit of the Ind AS 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 control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). 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.

Auditors’ 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 Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements 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 Ind AS 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 Ind AS financial statements for external purposes in accordance with the 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 Ind AS 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 Ind AS 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.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting, however, the same needs to be strengthen and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Alok K. Saksena
Partner
M.N.35170

Place: Mumbai
Date: 29th May 2018

Balance Sheet as at 31st March, 2018

		As at	As at	(₹ in Lakhs) As at
	Note No.	31st March, 2018	31st March, 2017	1st April, 2016
ASSETS				
1. Non-Current Assets				
(a) Property, Plant and Equipment	2	4,066.81	3,772.67	3,297.95
(b) Capital work-in-progress	3	23.84	0.41	212.89
(c) Other intangible assets	4	19.10	7.97	12.34
(d) Financial assets				
(i) Investments	5	59.56	71.72	71.74
(ii) Deposits	6	91.74	55.41	101.31
(iii) Loans	7	—	3.18	3.78
(iv) Others	8	196.02	179.07	197.86
(e) Deferred tax assets	19B	32.82	32.82	31.65
(f) Other non-current assets	9	54.79	49.61	44.54
Total Non-Current Assets		4,544.68	4,172.86	3,974.06
2. Current Assets				
(a) Inventories	10	1,475.63	1,287.55	944.53
(b) Financial assets				
(i) Investments	11	676.43	1,049.47	952.94
(ii) Trade receivables	12	1,921.08	1,561.24	1,128.31
(iii) Cash and cash equivalents	13	103.43	345.73	127.60
(iv) Other bank balances	14	85.01	85.98	51.76
(c) Other current assets	15	83.02	203.93	143.98
Total Current Assets		4,344.60	4,533.90	3,349.12
TOTAL ASSETS		8,889.28	8,706.76	7,323.18
EQUITY AND LIABILITIES				
Equity				
Equity share capital	16	567.60	567.60	567.60
Other equity		3,739.29	3,744.61	3,907.52
Total Equity		4,306.89	4,312.21	4,475.12
Liabilities				
1. Non-Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	17	98.72	229.86	8.18
(ii) Deposits	18	175.11	353.80	173.41
(b) Deferred tax liabilities	19A	147.49	162.42	134.71
Total Non-Current Liabilities		421.32	746.08	316.30
2. Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	20	390.65	140.21	203.19
(ii) Trade payables		2,756.73	2,550.57	1,721.01
(iii) Other financial liabilities	21	538.10	503.67	586.15
(b) Other current liabilities		449.41	398.99	(17.64)
(c) Provisions	22	18.31	55.03	39.05
(d) Income tax liabilities (Net)		7.87	—	—
Total Current Liabilities		4,161.07	3,648.47	2,531.76
TOTAL EQUITY AND LIABILITIES		8,889.28	8,706.76	7,323.18
Significant Accounting Policies	1			

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

As per our Report annexed

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

Mr. Alok K. Saksena
Partner

Membership No. 35170

Mumbai, 29th May, 2018.

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

Mr. Suresh Bhojwani
DIN: 00032966

Chairman &
Managing Director

Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Mr. Byram Jeejeebhoy
DIN: 00033204

Independent Directors

Statement of Profit and Loss for the year ended on 31st March, 2018

			(₹ in Lakhs)
	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from operations	23	21,697.23	18,353.47
Other income	24	103.15	163.13
Total Revenue		21,800.38	18,516.60
EXPENSES			
Cost of materials consumed	25	14,945.33	12,853.60
Purchases of traded goods	26	120.82	163.11
Changes in inventories of finished goods, work-in-progress and traded goods	27	55.64	(43.28)
Other operating expenses	28	2,592.47	2,206.01
Employee benefits expenses	29	1,600.10	1,404.04
Finance costs	30	581.19	448.18
Depreciation and amortization expenses	2, 4	545.93	485.80
Other expenses	31	1,245.62	998.32
Total Expenses		21,687.10	18,515.78
Profit before tax		113.28	0.82
TAX EXPENSES			
		(7.08)	27.00
(1) Current Tax		7.87	—
(2) Deferred Tax		(14.95)	24.94
(3) Tax for earlier years		—	2.06
Profit/(Loss) after tax		120.36	(26.18)
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		10.99	—
Income tax relating to net defined benefit plans		—	—
TOTAL COMPREHENSIVE INCOME		131.35	(26.18)
EARNINGS PER EQUITY SHARE IN (₹)	41		
Basic and diluted (Face Value ₹ 10/- paid-up)		2.12	(0.46)
Significant Accounting Policies	1		

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

As per our Report annexed

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

Mr. Alok K. Saksena
Partner
Membership No. 35170
Mumbai, 29th May, 2018.

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

Mr. Suresh Bhojwani
DIN: 00032966

Chairman &
Managing Director

Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Mr. Byram Jeejeebhoy
DIN: 00033204

Independent Directors

Cash Flow Statement for the year ended 31st March, 2018

	(₹ in Lakhs)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit/(loss) before Tax	113.28	0.82
Adjustments for:		
Depreciation and amortization	545.93	485.80
Finance cost	581.19	448.18
Loss/(gain) on sale of property, plant & equipment	(7.84)	(2.06)
Interest (income)	(4.14)	(15.03)
Dividend from non current investment (income)	(1.61)	(1.40)
Net (gain)/loss on sale of investments	(78.29)	(129.31)
Operating profit before working capital changes	1,148.52	787.00
Adjustments for:		
Movements in working capital :		
Increase/(Decrease) in trade payables	206.16	829.57
Increase/(Decrease) in other current financial liabilities	34.43	(82.47)
Increase/(Decrease) in other current liabilities	50.42	416.65
Increase/(Decrease) in provisions	(36.72)	15.99
(Increase)/Decrease in trade receivables	(359.84)	(432.92)
(Increase)/Decrease in inter corporate loans	3.18	0.60
(Increase)/Decrease in other bank balances	(0.14)	(31.31)
(Increase)/Decrease in inventories	(188.08)	(343.00)
(Increase)/Decrease in other financial assets	(50.10)	65.29
(Increase)/Decrease in other assets	115.74	(65.01)
Working capital changes:	(224.95)	373.39
Cash flow from/(Used in) Operating Activities	923.57	1,160.39
Income tax Refund/(Paid)	7.87	(14.69)
Net Cash from Operating Activities (A)	931.44	1,145.70
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of property, plant & equipments, including capital		
Work in progress-tangible assets and capital advances	(982.42)	(746.77)
Proceeds from sale of property, plant & equipments	115.63	5.17
Interest Income	4.14	15.03
Dividend from non current investment income	1.61	1.40
Purchase of investment	(949.63)	(1,561.18)
Pocceeds from sale of investments	1,413.12	1,607.48
Net cash flow from/(Used in) investing activities (B)	(397.55)	(678.87)
C. CASH FLOWS FROM FINANCING ACTIVITIES :		
Proceeds from long-term borrowings	16.14	422.24
Repayment of long term borrowing	(325.96)	(20.16)
Increase/(Decrease) in short-term borrowings	250.44	(62.97)
Finance Cost	(581.19)	(448.18)
Dividend paid (including dividend distribution tax)	(135.62)	(139.63)
Net Cash From (Used) In Financing Activities (C)	(776.19)	(248.70)
NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)	(242.30)	218.13
Cash and cash equivalents at the beginning of year	345.73	127.60
Cash and cash equivalents at the end of the year	103.43	345.73
(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 Sakkena & Associates
Firm Registration No.: 102358W
Chartered Accountants

Mr. Alok K. Sakkena
Partner

Membership No. 35170

Mumbai, 29th May, 2018.

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

Mr. Suresh Bhojwani
DIN: 00032966

Chairman &
Managing Director

Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Mr. Byram Jeejeebhoy
DIN: 00033204

Independent Directors

Statement of Changes in Equity for the year ended 31st March, 2018

(₹ in Lakhs)

EQUITY SHARE CAPITAL :

	Balance as at 1st April 2016	Changes in equity share capital during the year	Balance as at 31st March 2017	Balance as at 1st April 2017	Changes in equity share capital dur- ing the year	Balance as at 31st March 2018
Paid up capital (Refer Note 16)	567.60	—	567.60	567.60	—	567.60

OTHER EQUITY :

Reserves and Surplus

Particulars	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Amalgama- tion Reserve	Retained Earnings	Revaluation Reserve	Other Com- prehensive Income	Total
Balance as at 1st April 2016	156.83	967.00	229.53	2,433.17	139.00	(102.80)	84.79	—	3,907.52
Profit/(Loss) for the year	—	—	—	—	—	(26.18)	—	—	(26.18)
Other Comprehensive Income :									
Remeasurements of net defined benefit plans (Net of tax)	—	—	—	—	—	—	—	—	—
Final dividend paid including corporate dividend tax for F.Y. 2015-16	—	—	—	—	—	(136.73)	—	—	(136.73)
Transfer to Retained Earnings	—	—	—	(500.00)	—	—	—	—	(500.00)
Transfer from General Reserve	—	—	—	—	—	500.00	—	—	500.00
Balance as at 31st March 2017	156.83	967.00	229.53	1,933.17	139.00	234.29	84.79	—	3,744.61
Profit/(Loss) for the year	—	—	—	—	—	120.36	—	—	120.36
Other Comprehensive Income :									
Remeasurements of net defined benefit plans (Net of tax)	—	—	—	—	—	—	—	10.99	10.99
Final dividend paid including corporate dividend tax for F.Y. 2016-17	—	—	—	—	—	(136.67)	—	—	(136.67)
Transfer to General Reserve	—	—	—	—	—	—	—	—	—
Transfer from Statement of profit & loss	—	—	—	—	—	—	—	—	—
Balance as at 31st March 2018	156.83	967.00	229.53	1,933.17	139.00	217.98	84.79	10.99	3,739.29

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

As per our Report annexed

For Desai Saksena & Associates

Firm Registration No.: 102358W

Chartered Accountants

Mr. Chirag Shah
Chief Financial Officer

Mr. Alok K. Saksena

Partner

Membership No. 35170

Mumbai, 29th May, 2018.

Mr. Suresh Bhojwani
DIN: 00032966

Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Mr. Byram Jeeebhoy
DIN: 00033204

Chairman &
Managing Director

Independent Directors

Notes accompanying the Financial Statements

Note 1

SIGNIFICANT ACCOUNTING POLICIES

COMPANY INFORMATION:

The Bright Brothers Limited ("the Company") is public limited Company incorporated and domiciled in India and has registered office at 610-611, Nirman Kendra, Famous Studio Lane, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011. It is incorporated under the Indian Companies Act, 1913 and its shares are listed on the Bombay Stock Exchange Limited.

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:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under the Companies (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016 prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements of the Company are prepared and presented on accrual basis and under the historical cost convention, except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- Certain financial assets and liabilities are measured at Fair value (refer accounting policy on financial instruments – note (H) below.
- Defined Benefit and other Long term Employee Benefits - Refer note (J) below.

(B) Use of Estimates:

The presentation of financial statements requires the management to make certain judgments, 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.

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

(C) Property, Plant and Equipment:

- (i) Property, plant and equipment other than certain revalued land, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.
- (ii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.
- (iii) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- (iv) Cost of land includes lands acquired under lease.
- (v) Cost of building includes buildings constructed on leasehold lands.

(D) Depreciation on Property, Plant and Equipment:

- (i) Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which are equal to the life prescribed under the Schedule II to the Companies Act, 2013.
Depreciation on assets added/sold or discarded during the year is being provided on pro-rata basis up to the date on which such assets are added/sold or discarded.
Gains/Losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit & Loss.
- (ii) Premium on leasehold land is amortized over the period of lease.

(E) Intangible Assets:

Intangible assets, which are acquired, are capitalized and amortized on a straight-line basis over their useful lives of four years.

Intangible assets are held on the balance sheet at cost less accumulated amortisation and impairment losses.

Notes accompanying the Financial Statements

(F) 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.

(G) Inventories:

Inventories includes Raw Material, Work-in-Progress, Finished goods, Stores & spares, Consumables, Packing Materials.

- (i) **Raw Material and Components** – Cost include cost of purchases and other costs incurred in bringing the inventories to their present location and condition. Cost is determined using identified lot basis/First in first out (FIFO) basis.
- (ii) **Finished stock, Traded goods and work in progress stock** – Cost includes cost of direct material, labor, other direct cost and a proportion of fixed manufacturing overheads allocated based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average cost basis.
- (iii) **Stores, Spare Parts, Consumables, Packing Materials etc.** – Cost is determined on FIFO basis.

Adequate allowance is made for obsolete and slow moving items.

(H) Financial Instruments:

Financial assets - Initial recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss. Subsequent measurement Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- (i) the entity's business model for managing the financial assets and;
- (ii) the contractual cash flow characteristics of the financial asset.

(a) **Measured at amortised cost:**

A financial asset is measured at amortised cost, if it is held under the hold to collect business model i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding. Amortised cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised to Statement of Profit and Loss.

(b) **Measured at fair value through other comprehensive income (FVOCI):**

A financial asset is measured at FVOCI, if it is held under the hold to collect and sell business model i.e. held with an objective to collect contractual cash flows and selling such financial asset and the contractual cash flows are solely payments of principal and interest on the principal outstanding. It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.

(c) **Measured at fair value through profit or loss (FVTPL):**

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL.

For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised in Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in the OCI. Amounts recognised in Other Comprehensive Income (OCI) are not subsequently transferred to Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in Statement of Profit and Loss.

Impairment:

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward-looking.

Notes accompanying the Financial Statements

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables.

The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL.

The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement for impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement:

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative adjustments.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes accompanying the Financial Statements

(I) Fair Value measurement:

The Company measures financial instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(J) Employee Benefits:

The Company has following post-employment plans:

- (a) Defined benefit plans such a gratuity and;
- (b) Defined contribution plans such as Provident fund & Superannuation fund

(a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (ii) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising

- (i) Re-measurement of Actuarial(gains)/losses
- (ii) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (iii) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

Notes accompanying the Financial Statements

(b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

(c) Other employee benefits:

- (i) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (ii) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

(K) Impairment of Non Financial Assets:

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

(L) Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items, that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-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 Company will pay normal income-tax during the specified period.

(M) Provisions, Contingent Liabilities and Contingent Assets:

Provisions:

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Notes accompanying the Financial Statements

Contingent Liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that can't be recognised because it can't be measured reliably. The Company does not recognise the contingent liability but disclose its existence in its financial statements.

Contingent assets:

Contingent assets are neither recognised, nor disclosed.

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

(N) Leased Assets:

A lease is classified at the inception date as a finance lease or an operating lease. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

Other leases are treated as operating leases, with payments are recognised as expense in the statement of profit & loss on a straight line basis over the lease term.

(O) Exceptional Items:

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..

(P) 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.

(Q) Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, including excise duty and excluding taxes or duties collected on behalf of the government (other than excise duty).

Revenue is recognised only if following conditions are satisfied:

- (i) The Company has transferred risks and rewards incidental to ownership to the customer;
- (ii) The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (iii) It is probable that the economic benefit associated with the transaction will flow to the Company; and
- (iv) It can be reliably measured and it is reasonable to expect ultimate collection.

Revenue from sale of services are recognized when the services are rendered.

Dividend income is recognised when the right to receive payment is established.

(R) Earnings Per Share:

Earnings 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.

(S) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(T) 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

Note 2

PROPERTY, PLANT AND EQUIPMENT

Particulars	Land		Buildings	Plant and Equipment	Electric Installation	Moulds	Furniture and Fixtures	Office equipment	Computers	Vehicles	Total
	Freehold	Leasehold									
Gross carrying amount											
Balance as at 1st April 2016	209.69	125.22	1,092.20	5,152.40	222.80	570.59	205.53	75.31	150.59	202.76	8,007.09
Additions	—	—	37.65	868.08	5.98	25.96	2.94	4.78	6.21	7.66	959.26
On disposals / Adjustments during the year	—	—	—	—	—	—	—	—	—	(12.50)	(12.50)
Balance as at 31st March 2017	209.69	125.22	1,129.85	6,020.48	228.78	596.55	208.47	80.09	156.80	197.92	8,953.85
Accumulated Depreciation											
Balance as at 1st April 2016	—	8.35	311.26	3,338.32	154.99	432.04	154.31	64.95	128.48	116.44	4,709.14
Depreciation charge for the year	—	1.20	33.33	356.58	11.37	31.21	10.68	4.68	16.68	15.70	481.43
On disposals / Adjustments during the year	—	—	—	—	—	—	—	—	—	(9.39)	(9.39)
Balance as at 31st March 2017	—	9.55	344.59	3,694.90	166.36	463.25	164.99	69.63	145.16	122.75	5,181.18
Net carrying amount as at 1st April 2016	209.69	116.87	780.94	1,814.08	67.81	138.55	51.22	10.36	22.11	86.32	3,297.95
Net carrying amount as at 31st March 2017	209.69	115.67	785.26	2,325.58	62.42	133.30	43.48	10.46	11.64	75.17	3,772.67
Gross carrying amount											
Balance as at 1st April 2017	209.69	125.22	1,129.85	6,020.48	228.78	596.55	208.47	80.09	156.80	197.92	8,953.85
Additions	—	—	102.45	775.40	3.31	21.76	20.37	6.65	3.41	9.31	942.66
On disposals / Adjustments during the year	—	—	—	(230.80)	—	—	—	—	—	(12.00)	(242.80)
Balance as at 31st March 2018	209.69	125.22	1,232.30	6,565.08	232.09	618.31	228.84	86.74	160.21	195.23	9,653.71
Accumulated Depreciation											
Balance as at 1st April 2017	—	9.55	344.59	3,694.90	166.36	463.25	164.99	69.63	145.16	122.75	5,181.18
Depreciation charge for the year	—	1.20	44.30	420.36	10.74	32.11	8.42	3.56	5.50	14.53	540.72
On disposals / Adjustments during the year	—	—	—	(129.73)	—	—	—	—	—	(5.27)	(135.00)
Balance as at 31st March 2018	—	10.75	388.89	3,985.53	177.10	495.36	173.41	73.19	150.66	132.01	5,586.90
Net carrying amount as at 1st April 2017	209.69	115.67	785.26	2,325.58	62.42	133.30	43.48	10.46	11.64	75.17	3,772.67
Net carrying amount as at 31st March 2018	209.69	114.47	843.41	2,579.55	54.99	122.95	55.43	13.55	9.55	63.22	4,066.81

Notes accompanying the Financial Statements

Note 3

CAPITAL WORK-IN-PROGRESS

Assets under installation

	As at 31st March, 2018	As at 31st March, 2017	(₹ in Lakhs) As at 1st April, 2016
Buildings	23.84	—	—
Plant and Equipment	—	—	212.48
Others	—	0.41	0.41
Total	23.84	0.41	212.89

Note 4

OTHER INTANGIBLE ASSETS

	Amount
Gross carrying amount	
Balance as at 1st April 2016	20.73
Additions	—
On disposals/Adjustments during the year	—
Balance as at 31st March 2017	20.73
Accumulated Depreciation	
Balance as at 1st April 2016	8.39
Depreciation charge for the year	4.37
On disposals/Adjustments during the year	—
Balance as at 31st March 2017	12.76
Net carrying amount as at 1st April 2016	12.34
Net carrying amount as at 31st March 2017	7.97
Gross carrying amount	
Balance as at 1st April 2017	20.73
Additions	16.34
On disposals/Adjustments during the year	—
Balance as at 31st March 2018	37.07
Accumulated Depreciation	
Balance as at 1st April 2017	12.76
Depreciation charge for the year	5.21
On disposals/Adjustments during the year	—
Balance as at 31st March 2018	17.97
Net carrying amount as at 1st April 2017	7.97
Net carrying amount as at 31st March 2018	19.10

Note 5

NON CURRENT INVESTMENTS

	Quantity			Amount		
	31/03/2018	31/03/2017	01/04/2016	31/03/2018	31/03/2017	01/04/2016
(A) Investment in equity instruments (unquoted)						
The Saraswat Co-op. Bank Ltd. (Share of ₹ 10/- each, fully paid up)	1,000	1,000	1,000	0.10	0.10	0.10
Shalimar Infotech Ltd. (Share of ₹ 300.12/- each, fully paid up)	1,666	1,666	1,666	5.00	5.00	5.00
				5.10	5.10	5.10
(B) Other non-current investments (units of venture fund)						
Ambit Pragma Fund Scheme I	6,208	6,208	6,233	54.46	66.62	66.64
Total				59.56	71.72	71.74

Notes accompanying the Financial Statements

	(₹ in Lakhs)		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 6			
DEPOSITS			
(Unsecured, Considered good unless otherwise stated)			
Security and other deposits	91.74	55.41	101.31
Total	91.74	55.41	101.31
Note 7			
LOANS			
(Unsecured, Considered good unless otherwise stated)			
Inter corporate loans	—	3.18	3.78
Total	—	3.18	3.78
Note 8			
OTHER FINANCIAL ASSETS			
(Unsecured, Considered good unless otherwise stated)			
Advance tax	84.22	67.27	86.06
MAT credit	111.80	111.80	111.80
Total	196.02	179.07	197.86
Note 9			
OTHER NON CURRENT ASSETS			
(Unsecured, Considered good unless otherwise stated)			
Deposit against disputed stamp duty	39.81	39.81	39.81
Balances/Deposits with Govt. & Statutory Authorities	14.98	9.80	4.73
Total	54.79	49.61	44.54
Note 10			
INVENTORIES			
(Cost or Net realisable vale whichever is lower)			
Raw materials	835.28	664.82	405.09
Finished goods/work in progress	384.06	364.90	322.74
Stock-in-trade	39.19	113.99	112.87
Stores, spares and components	156.36	108.88	84.74
Packing materials	60.74	34.96	19.09
Total	1,475.63	1,287.55	944.53

Notes accompanying the Financial Statements

	(₹ in Lakhs)					
	Quantity			Amount		
	31/03/2018	31/03/2017	01/04/2016	31/03/2018	31/03/2017	01/04/2016
Note 11						
CURRENT INVESTMENTS						
(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
Bharat Forge Ltd. (Face value of ₹ 2 each)	2,975	750	—	16.69	6.46	—
JSW Steel Ltd. (Face value of ₹ 1 each)	10,000	—	1,900	30.86	—	17.68
Finolex Industries Ltd.	2,500	—	4,000	16.35	—	12.03
Atul Ltd.	1,335	—	1,300	31.91	—	20.97
MRF Ltd.	—	—	25	—	—	9.35
Hindustan Petroleum Corporation Ltd.	—	—	1,400	—	—	11.91
Suven Life Sciences Ltd. (Face value of ₹ 1 each)	5,725	5,725	5,725	11.24	12.63	12.63
Indian Oil Corporation Ltd.	—	—	1,400	—	—	6.06
Jsw Energy Limited	19,787	15,000	—	15.01	9.07	—
Nava Bharat Ventures Ltd. (Face value of ₹ 2 each)	12,200	8,900	—	17.88	10.14	—
Gujarat Narmada Valley Fertilizers and Chemicals Limited	—	2,000	—	—	4.98	—
Exide Industries Limited (Face value of ₹ 1 each)	—	6,500	—	—	13.92	—
EID Parry (India) Ltd. (Face value of ₹ 1 each)	2,600	—	3,000	9.64	—	6.13
The Ramco Cements Ltd. (Face value of ₹ 1 each)	—	—	1,500	—	—	6.18
Dishman Carbogen Amcis Ltd. (Face value of ₹ 2 each)	5,800	4,800	—	14.79	10.24	—
HDFC Bank Ltd. (Face value of ₹ 2 each)	600	—	—	11.23	—	—
Bharati Airtel Ltd. (Face value of ₹ 5 each)	2,000	—	—	10.59	—	—
Sonata Software Ltd (Face value of ₹ 1 each)	3,700	—	—	11.13	—	—
				197.32	69.44	104.94
(B) Investments in mutual funds (trade)						
ICICI Prudential Short Term - Regular Plan - Growth	—	—	9,71,871	—	—	300.00
ICICI Prudential Saving Fund - Growth	—	—	66,002	—	—	148.00
UTI Money Market Fund - Institutional Plan - Growth	294	—	11,826	5.68	—	200.00
UTI - Floating Rate Fund - Stp - Regular Plan - Growth	—	16,229	8,193	—	430.03	200.00
HDFC Equity Savings Fund - Regular Plan - Growth	6,21,891	6,21,891	—	200.00	200.00	—
DSP Blackrock - Mip Fund - Regular - Growth	5,88,800	5,88,800	—	200.00	200.00	—
Kotak Low Duration Fund - Growth	3,485	7,577	—	73.43	150.00	—
				479.11	980.03	848.00
Total				676.43	1,049.47	952.94

Notes accompanying the Financial Statements

	(₹ in Lakhs)		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 12			
TRADE RECEIVABLES			
Unsecured, considered good	1,921.08	1,561.24	1,128.31
Total	1,921.08	1,561.24	1,128.31
Note 13			
CASH AND CASH EQUIVALENTS			
Cash on hand	3.69	3.72	5.39
Balances with Banks in current accounts	99.74	342.01	122.21
Total	103.43	345.73	127.60
Note 14			
OTHER BANK BALANCES			
Earmarked deposits	64.42	64.29	32.98
Unpaid dividend accounts	20.59	21.69	18.78
Total	85.01	85.98	51.76
Note 15			
OTHER CURRENT ASSETS			
(Unsecured considered good, unless otherwise stated)			
Prepaid Expenses	19.68	19.47	18.28
Advances recoverable in cash or in kind or for value to be received	40.60	38.03	27.58
Loan and advances to employees	22.03	55.57	24.57
Balance with central excise and service tax authorities	0.71	90.86	73.55
Total	83.02	203.93	143.98
Note 16			
EQUITY SHARE CAPITAL			
Authorised			
70,00,000 (previous year 70,00,000) Ordinary Shares of ₹ 10/- each	700.00	700.00	700.00
30,00,000 (previous year 30,00,000) Cumulative redeemable preference shares of ₹ 10/- each	300.00	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	568.02
Less: Calls in arrears	0.42	0.42	0.42
Total	567.60	567.60	567.60

Notes accompanying the Financial Statements

The reconciliation of the number of shares outstanding

(₹ in Lakhs)

Particulars	2017-18		2016-17		2015-16	
	Number	Amount	Number	Amount	Number	Amount
Shares at the beginning of the year	56,80,235	568.02	56,80,235	568.02	56,80,235	568.02
Shares at the end of the year	56,80,235	568.02	56,80,235	568.02	56,80,235	568.02

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.

The details of Shareholders holding more than 5 percent shares.

Name of Shareholders	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Suresh Bhojwani DIN: 00032966	12,83,418	22.59%	12,83,418	22.59%	12,83,418	22.59%
Smt. Hira T. Bhojwani DIN: 00032997	3,70,310	6.52%	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%	8,70,637	15.33%
M/s. Patton International Limited	3,19,585	5.63%	2,77,250	4.88%	3,13,200	5.51%
M/s. Byramjee Jeejeebhoy Pvt. Ltd	—	—	—	—	2,91,785	5.14%
M/s. Beeline Impex Private Ltd.	2,80,389	4.94%	3,06,785	5.40%	—	—

Unpaid Calls	2017-18	2016-17	2015-16
By Directors	Nil	Nil	Nil
By Others	42,000	42,000	42,000

(₹ in Lakhs)

As at 31st March, 2018 As at 31st March, 2017 As at 1st April, 2016

Note 17

NON CURRENT BORROWINGS

SECURED

Term loans from banks

Car Loan	10.92	8.97	8.18
(Secured against hypothecation of Vehicles)			

Banks	87.80	220.89	—
(Rupee Term loan of ₹ 4.00 Cr from YES BANK Limited is secured by way of hypothecation on Machinery)			

- i. The term loan carry interest at 2.35% p.a. over and above the 6 months MCLR payable in monthly basis. The monthly installment payable @ ₹ 11.24 lakhs, last installment due in January 2020.

Total	98.72	229.86	8.18
-------	-------	--------	------

Notes accompanying the Financial Statements

	As at 31st March, 2018	As at 31st March, 2017	(₹ in Lakhs) As at 1st April, 2016
Note 18			
DEPOSITS			
UNSECURED			
Fixed Deposits			
Related parties	123.20	344.00	148.50
Others	46.80	9.80	24.80
	<u>170.00</u>	<u>353.80</u>	<u>173.30</u>
Others Security Deposits	5.11	—	0.11
Total	<u><u>175.11</u></u>	<u><u>353.80</u></u>	<u><u>173.41</u></u>
Note 19			
DEFERRED TAX			
(A) Deferred Tax Liabilities (Net)			
(i) Fixed Assets : Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting.	147.49	162.42	134.71
Gross deferred tax liability (A)	<u><u>147.49</u></u>	<u><u>162.42</u></u>	<u><u>134.71</u></u>
(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/Unabsorbed business loss	32.82	32.82	31.65
Gross deferred tax assets (B)	<u><u>32.82</u></u>	<u><u>32.82</u></u>	<u><u>31.65</u></u>
Note 20			
CURRENT BORROWINGS			
SECURED			
Loans repayable on demand			
from Bank and Finance Company	161.85	125.21	5.29
UNSECURED			
Fixed Deposits			
Related parties	228.80	—	197.90
Others	—	15.00	—
Total	<u><u>390.65</u></u>	<u><u>140.21</u></u>	<u><u>203.19</u></u>
Note 21			
OTHER FINANCIAL LIABILITIES			
Unpaid dividends	20.59	21.69	18.78
Other liabilities	517.51	481.98	567.37
Total	<u><u>538.10</u></u>	<u><u>503.67</u></u>	<u><u>586.15</u></u>
Note 22			
PROVISIONS			
Provision for employees benefits	18.31	55.03	39.05
Total	<u><u>18.31</u></u>	<u><u>55.03</u></u>	<u><u>39.05</u></u>

Notes accompanying the Financial Statements

	(₹ in Lakhs)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Note 23		
REVENUE FROM OPERATIONS		
Sale of Goods		
Sale of Plastic Components (Gross)	21,220.03	19,257.76
Hair Care and Beauty Products	340.55	323.20
Sale of Moulds	187.91	152.69
	<u>21,748.49</u>	<u>19,733.65</u>
Less : Excise duty	634.65	1,936.84
	<u>21,113.84</u>	<u>17,796.81</u>
Sale of services		
Job Work	583.39	556.66
Total	<u><u>21,697.23</u></u>	<u><u>18,353.47</u></u>
Note 24		
OTHER INCOME		
Interest	4.14	15.03
Dividend	1.61	1.40
Net gain on sale of investments	78.29	129.31
Profit/(loss) sale of assets	7.84	2.06
Other non-operating income	11.27	15.33
Total	<u><u>103.15</u></u>	<u><u>163.13</u></u>
Note 25		
COST OF MATERIALS CONSUMED		
Cost of raw material consumed	11,729.23	10,232.53
Cost of components, packing and paints consumed	3,216.10	2,621.07
Total	<u><u>14,945.33</u></u>	<u><u>12,853.60</u></u>
Note 26		
PURCHASES OF TRADED GOODS		
Hair Care and Beauty products	120.82	163.11
Total	<u><u>120.82</u></u>	<u><u>163.11</u></u>
Note 27		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
Inventories at the beginning of the year		
Finished goods/work-in-process/traded goods	478.89	435.61
Inventories at the end of the year		
Finished goods/work-in-process/traded goods	423.25	478.89
Total	<u><u>55.64</u></u>	<u><u>(43.28)</u></u>

Notes accompanying the Financial Statements

	(₹ in Lakhs)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Note 28		
OTHER OPERATING EXPENSES		
Consumption of stores and spare parts	204.31	101.94
Power and fuel	855.77	864.72
Contract labour and sub-contract charges	1,312.73	1,070.35
Repairs to machinery	181.61	143.33
Repairs to mould	38.05	25.67
Total	2,592.47	2,206.01
Note 29		
EMPLOYEES BENEFITS EXPENSES		
Salaries, wages, bonus and superannuation fund	1,441.39	1,243.15
Contribution to provident fund and pension scheme	58.94	70.95
Gratuity contribution	12.50	15.48
Staff welfare expenses	87.27	74.46
Total	1,600.10	1,404.04
Note 30		
FINANCE COSTS		
Interest and discounting charges	547.31	440.67
Interest on term loan	33.88	7.51
Total	581.19	448.18
Note 31		
OTHER EXPENSES		
Security charges and other contract charges	109.33	96.37
Rent rates and taxes	184.52	177.21
Printing and stationery	26.77	18.33
Communication expenses	15.31	18.88
Insurance	16.34	13.58
Repairs and maintenance - building	13.37	14.84
Repairs and maintenance - others	61.11	31.24
Legal and professional fees	86.78	55.75
Directors sitting fees	4.15	2.12
Audit fees	6.00	4.25
Travelling and conveyance	173.46	163.67
Sales promotion and commission	25.37	29.79
Freight and forwarding charges	353.16	231.33
Advertisement and sales promotions	32.36	19.06
Miscellaneous expenses	137.59	121.90
Total	1,245.62	998.32

Notes accompanying the Financial Statements

32. First-time adoption of Ind AS:

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from April 1st, 2017, with a transition date of April 1st, 2016. The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements for the year ended 31st March, 2018, be applied retrospectively and consistently for all financial years presented. However, in preparing these Ind AS financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions

(i) Deemed Cost

Ind AS 101 permits to measure all its property, plant & equipments at their previous GAAP carrying value i.e. being deemed cost represented by Gross Block reduced by accumulated depreciation on April 01, 2016.

B. Mandatory Exceptions

(i) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVTPL or FVOCI; and
- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Transition to Ind AS – Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- I. Reconciliation of Balance sheet as at April 1, 2016 and March 31, 2017
- II. Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017
- III. Reconciliation of Equity as at April 1, 2016 and March 31, 2017

The presentation requirements under Previous GAAP differs from Ind AS and hence Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

Notes accompanying the Financial Statements

I Reconciliation of Balance sheet as at April 1, 2016 and March 31, 2017

(₹ in Lakhs)

Particulars	Refer note below	As at 31-Mar-2017 (Previous GAAP)	Ind AS Adjustments/Re-grouped	As at 31-Mar-2017 (Ind AS)	As at 1-Apr-2016 (Previous GAAP)	Ind AS Adjustments/Re-grouped	As at 1-Apr-2016 (Ind AS)
ASSETS							
1 Non-Current Assets							
(a) Property, Plant and Equipment		3,772.67	—	3,772.67	3,297.95	—	3,297.95
(b) Capital work-in-progress		0.41	—	0.41	212.89	—	212.89
(c) Other intangible assets		7.97	—	7.97	12.34	—	12.34
(d) Financial assets							
(i) Investments		71.72	—	71.72	71.74	—	71.74
(ii) Deposits	1-6	112.41	(57.00)	55.41	106.04	(4.73)	101.31
(iii) Loans	1-6	285.29	(282.11)	3.18	285.60	(281.82)	3.78
(iv) Others	1-6	179.18	(0.11)	179.07	197.97	(0.11)	197.86
(e) Deferred tax assets	6	80.30	(47.48)	32.82	80.30	(48.65)	31.65
(f) Other non-current assets	1-6	39.81	9.80	49.61	39.81	4.73	44.54
Total Non-Current Assets		4,549.76	(376.90)	4,172.86	4,304.64	(330.58)	3,974.06
2 Current Assets							
(a) Inventories	1-6	1,480.56	(193.01)	1,287.55	1,137.53	(193.00)	944.53
(b) Financial assets							
(i) Investments		1,049.47	—	1,049.47	952.94	—	952.94
(ii) Trade receivables	1-6	1,672.44	(111.20)	1,561.24	1,239.51	(111.20)	1,128.31
(iii) Cash and cash equivalents	1-6	365.67	(19.94)	345.73	127.60	—	127.60
(iv) Other bank balances	1-6	66.04	19.94	85.98	51.76	—	51.76
(c) Other current assets	1-6	190.83	13.10	203.93	206.98	(63.00)	143.98
Total Current Assets		4,825.01	(291.11)	4,533.90	3,716.32	(367.20)	3,349.12
TOTAL ASSETS		9,374.77	(668.01)	8,706.76	8,020.96	(697.78)	7,323.18
EQUITY AND LIABILITIES							
Equity							
Equity share capital		567.60	—	567.60	567.60	—	567.60
Other equity	1-6	4,288.91	(544.30)	3,744.61	4,413.38	(505.86)	3,907.52
Total Equity		4,856.51	(544.30)	4,312.21	4,980.98	(505.86)	4,475.12
Liabilities							
1 Non-Current Liabilities							
(a) Financial liabilities							
(i) Borrowings		229.86	—	229.86	8.18	—	8.18
(ii) Deposits		353.80	—	353.80	173.41	—	173.41
(b) Deferred tax liabilities	6	235.07	(72.65)	162.42	235.07	(100.36)	134.71
Total Non-Current Liabilities		818.73	(72.65)	746.08	416.66	(100.36)	316.30
2 Current Liabilities							
(a) Financial liabilities							
(i) Borrowings	3	15.00	125.21	140.21	197.90	5.29	203.19
(ii) Trade payables	1-6	2,450.54	100.03	2,550.57	1,612.73	108.28	1,721.01
(iii) Other financial liabilities	1-6	—	503.67	503.67	—	586.15	586.15
(b) Other current liabilities	1-6	1,052.82	(653.83)	398.99	638.08	(655.72)	(17.64)
(c) Provisions	1	181.17	(126.14)	55.03	174.61	(135.56)	39.05
Total Current Liabilities		3,699.53	(51.06)	3,648.47	2,623.32	(91.56)	2,531.76
TOTAL EQUITY AND LIABILITIES		9,374.77	(668.01)	8,706.76	8,020.96	(697.78)	7,323.18

Notes accompanying the Financial Statements

II Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017			
	Refer note below	(Previous GAAP)	Ind AS Adjustments/ Re-grouped	(IND AS)
INCOME				
Revenue from operations (gross)		20,290.31	—	20,290.31
Less: Excise duty		1,936.84	—	1,936.84
Revenue from operations (Net)		18,353.47	—	18,353.47
Other income	1-6	176.63	(13.50)	163.13
Total Revenue		18,530.10	(13.50)	18,516.60
EXPENSES				
Cost of materials consumed		12,853.60	—	12,853.60
Purchases of traded goods		163.11	—	163.11
Changes in inventories of finished goods work-in-progress and traded goods		(43.28)	—	(43.28)
Other operating expenses		2,206.01	—	2,206.01
Employee benefits expenses		1,404.04	—	1,404.04
Finance costs		448.18	—	448.18
Depreciation and amortization expenses		485.80	—	485.80
Other expenses		998.32	—	998.32
Total Expenses		18,515.78	—	18,515.78
Profit before tax		14.32	(13.50)	0.82
TAX EXPENSES:		2.06	24.94	27.00
(1) Current Tax		—	—	—
(2) Deferred Tax		—	24.94	24.94
(3) Tax for earlier years	6	2.06	—	2.06
Profit/(Loss) after tax		12.26	(38.44)	(26.18)
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified to profit or loss				
Remeasurements of net defined benefit plans		—	—	—
Income tax relating to net defined benefit plans		—	—	—
TOTAL COMPREHENSIVE INCOME		12.26	(38.44)	(26.18)

III Reconciliation of Equity as at April 1, 2016 and March 31, 2017

(₹ in Lakhs)

Particulars	Refer note below	As at 31-Mar-2017	As at 1-Apr-2016
Total equity under previous GAAP		4,856.51	4,980.98
Adjustments impact: Gain/(Loss)			
Fair Valuation of Investments	4	9.13	—
Dividend (including dividend tax)	1	136.73	136.73
Fair Valuation of financial assets	4	(342.35)	(304.21)
Fair Valuation of financial liabilities	1-6	(77.65)	(108.27)
Deferred tax impact on above adjustments	6	50.10	51.71
ICDs Written off	1-6	(281.82)	(281.82)
Impact as per Ind AS - 2016-17	1-6	(38.44)	—
Total IND AS adjustment		(544.30)	(505.86)
Total equity under Ind AS		4,312.21	4,475.12

Notes accompanying the Financial Statements

Notes to first time adoption

Note 1: Proposed Dividend

Under the previous GAAP, dividend proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as subsequent events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

Note 2: Remeasurements of post-employment benefit obligations

Under the previous GAAP, cost relating to post employment benefit obligations including actuarial gain/losses were recognised in Profit & Loss. Under Ind AS, actuarial gain/losses on the net defined benefit liability are recognised in other comprehensive income instead of profit & loss.

Note 3: Borrowings

Ind AS 109 requires transaction costs incurred towards borrowings to be deducted from the transaction value on initial recognition. These costs are recognised in profit & loss over the tenure of borrowings as a part of the interest expense by applying effective interest rate method.

Note 4: Fair Valuation of Investments

Under previous GAAP, investment in equity instruments were classified into long term and current investments. Long term investments were carried at cost less provision other than temporary in nature. Current investments were carried at lower of cost or fair value. Under Ind AS, these investments are required to be measured at fair value either through OCI (FVTOCI) or through Profit & loss (FVTPL). The company has opted to fair value these investments through Profit & loss (FVTPL). Accordingly, resulting fair value change of these investments have been recognised in retained earnings as at the date of transition and subsequently in the profit & loss account for the year ended March 31 2017.

Note 5: Discount

Under previous GAAP, the Company accounted for revenue net of trade discounts, sales taxes and excise duties. Under Ind AS, the Company will recognise revenue at fair value of consideration received or receivable. Any sales incentive, cash discounts or rebates in any form given to customers will be considered as reductions from revenue.

Note 6: Deferred taxes

Under previous GAAP, deferred taxes were recognised based on profit & loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS, deferred tax is recognised by following balance sheet approach i.e. tax impact on temporary difference between the carrying value of asset and liabilities in the books and their respective tax base.

33. Contingent Liabilities not provided for:

(₹ in lakhs)

Sr. No		As at 31st March, 2018	As at 31st March 2017
1.	Sales Tax, VAT and CST (including Interest and Penalty wherever applicable.)	132.83	610.86
2.	Service Tax	6.46	57.96
3.	Stamp Duty	36.75	36.75
4.	Excise Duty	89.78	89.78
5.	Employees Provident Fund	8.66	8.66
6.	Bank Guarantee	11.73	7.85

Notes:

- Most of the issues of litigation pertaining to Central Excise/Service Tax/Income Tax are based on interpretation of the respective Law & Rules thereunder. Management has been opined by its counsel that many of the issues raised by revenue will not be sustainable in law as they are covered by judgments of respective judicial authorities which supports its contention. As such no material impact on the financials of the Company is envisaged.
- Sales Tax and Entry Tax related litigation/demand primarily pertains to non- submission of required declaration forms in time due to non- receipt of the same from customers and/or some interpretation related issues. However in most of the cases, required documents are being filed and minor impact if any, shall be given in the year of final outcome of respective matter in appeal.
- Other issues are either in ordinary course of business or not of substantial nature and management is reasonably confident of their positive outcome. Management shall deal with them judiciously and provide for appropriately, if any such need arises.

34. Commitments:

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is ₹ 63.93 lakhs (Previous year ₹ Nil).

Notes accompanying the Financial Statements

35. 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, 2018 have not been furnished.

36. Payments to Auditors:	(₹ in Lakhs)	
	2017-2018	2016-2017
Audit fees	6.00	4.25
Others	2.00	—
Reimbursement of expenses	—	0.08
Total Payment to Auditors	<u>8.00</u>	<u>4.33</u>

37. Disclosure Pursuant to Ind AS – 19 “Employee Benefits”:

- i) **Gratuity:** In accordance with applicable laws, the company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employee on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Corporation of India under their respective Group Gratuity Schemes.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

	Defined benefit plans		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Present value of plan liabilities	181.09	159.26	133.17
Fair value of plan assets	195.90	161.27	144.01
Asset/(Liability) recognized	<u>14.81</u>	<u>2.01</u>	<u>10.84</u>

B. Movements in plan assets and plan liabilities

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2017	159.26	161.27
Current service cost	20.54	—
Past service cost	3.70	—
Interest Cost/(Income)	11.53	12.95
Return on plan assets excluding amounts included in net finance income/cost	—	(5.73)
Actuarial (gain)/loss arising from changes in financial assumptions	(7.04)	—
Actuarial (gain)/loss arising from experience adjustments	—	—
Employer contributions	—	34.31
Benefit payments	(6.90)	(6.90)
As at 31st March 2018	<u>181.09</u>	<u>195.90</u>
As at 1st April 2016	133.17	144.01
Current service cost	17.65	—
Past service cost	—	—
Interest Cost/(Income)	10.34	11.73
Return on plan assets excluding amounts included in net finance income/cost	—	0.22
Actuarial (gain)/loss arising from changes in financial assumptions	5.93	—
Actuarial (gain)/loss arising from experience adjustments	—	—
Employer contributions	—	13.14
Benefit payments	(7.83)	(7.83)
As at 31st March 2017	<u>159.26</u>	<u>161.27</u>

Notes accompanying the Financial Statements

C. Statement of Profit and Loss

(₹ in lakhs)

	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Employee Benefit Expenses:		
Current service cost	20.54	17.65
Interest cost/(income)	(1.42)	(1.39)
Total amount recognized in Statement of profit & loss	19.12	16.26
Remeasurement of the net defined benefit liability:		
Actuarial (Gain)/Loss recognized for the period	(7.04)	5.93
Asset limit effect		
Return on Plan Assets excluding net interest	5.73	(0.22)
Unrecognized Actuarial (Gain)/Loss from previous period		
Total Actuarial (Gain)/Loss recognized in (OCI)	(1.31)	5.71

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial Assumptions:			
Discount rate	7.67%	7.40%	8.00%
Expected Rate of Return on plan assets	7.67%	7.40%	8.00%
Salary Escalation Rate	4.00%	4.00%	4.00%
Attrition Rate	2.00%	2.00%	2.00%

Demographic Assumptions

Mortality in Service: Indian Assured Lives Mortality (2006-08)

- ii) **Compensated Absences:** The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as at the balance sheet date performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.
38. (i) The Company is operating under only one segment namely process plastics. Accordingly, disclosure as required by Ind AS-108 "Operating Segments" is not applicable. Hence; primary disclosure as required by Ind AS-108 "Operating Segments" has not been furnished.
- (ii) The Company does not have any export turnover. Accordingly, the Secondary disclosure as required by Ind AS-108 "Geographical Segments" is not applicable to the Company.
39. The disclosure as required by Ind AS 24 "Related Parties Disclosures", is as follows:

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 Bhojwani – Whole Time Director DIN: 00032997
Mr. Suresh Bhojwani – Chairman & Managing Director DIN: 00032966
Mr. Chirag Shah – Chief Financial Officer
Ms. Sarita Magar – Company Secretary & Compliance Officer (01.04.17 to 06.02.18)
Mrs. Sonali Pednekar – Company Secretary & Compliance Officer (w.e.f.14.02.18)

(c) Relatives of Key Management Personnel:

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

Notes accompanying the Financial Statements

(d) Other Related Parties:

Mr. K. P. Rao - Independent Director DIN: 00027577
 Dr. T. S. Sethurathnam - Independent Director DIN: 00042704
 Mr. Byram Jeejeebhoy - Independent Director DIN: 00033204

(₹ in Lakhs)

Particulars	Associate Concerns		Key Management Personnel		Relatives of Key Management Personnel		Other Related Parties	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
(a) Remuneration								
i) Smt. Hira T. Bhojwani DIN: 00032997	—	—	10.12	10.26	—	—	—	—
ii) Mr. Suresh Bhojwani DIN: 00032966	—	—	91.91	88.31	—	—	—	—
iii) Mr. Karan Bhojwani	—	—	—	—	34.50	30.00	—	—
iv) Ms. Ruchika Bhojwani	—	—	—	—	17.01	17.01	—	—
v) Others	—	—	60.42	54.37	—	—	—	—
	—	—	162.45	152.94	51.51	47.01	—	—
(b) Rent								
i) Quality Plastics	14.40	14.40	—	—	—	—	—	—
	14.40	14.40	—	—	—	—	—	—
(c) Royalty								
i) Quality Plastics	3.84	3.61	—	—	—	—	—	—
	3.84	3.61	—	—	—	—	—	—
(d) Purchase								
i) Quality Plastics	17.88	10.98	—	—	—	—	—	—
	17.88	10.98	—	—	—	—	—	—
(e) Loans Accepted/(Repaid)								
i) Smt. Hira T. Bhojwani DIN: 00032997	—	—	—	—	—	—	—	—
ii) Mr. Suresh Bhojwani DIN: 00032966	—	—	—	(0.40)	—	—	—	—
iii) Mr. Karan Bhojwani	—	—	—	—	—	(1.00)	—	—
iv) Ms. Ruchika Bhojwani	—	—	—	—	—	—	—	—
v) M/s. T. W. Bhojwani HUF	—	—	—	—	—	(1.00)	—	—
	—	—	—	(0.40)	—	(2.00)	—	—
(f) Interest Paid								
i) Smt. Hira T. Bhojwani DIN: 00032997	—	—	21.00	21.00	—	—	—	—
ii) Mr. Suresh Bhojwani DIN: 00032966	—	—	1.89	1.90	—	—	—	—
iii) Mrs. Devika S. Bhojwani	—	—	—	—	6.41	5.52	—	—
iv) Mr. Karan Bhojwani	—	—	—	—	2.62	2.71	—	—
v) Ms. Ruchika Bhojwani	—	—	—	—	5.04	5.04	—	—
vi) M/s. T. W. Bhojwani HUF	—	—	—	—	—	0.06	—	—
	—	—	22.89	22.90	14.07	13.33	—	—
(g) Year End Balances	31.03.18	31.03.17	31.03.18	31.03.17	31.03.18	31.03.17	31.03.18	31.03.17
i) Receivable								
1) Quality Plastics	4.61	3.93	—	—	—	—	—	—
	4.61	3.93	—	—	—	—	—	—
ii) Trade Payable								
1) Quality Plastics	24.67	19.66	—	—	—	—	—	—
	24.67	19.66	—	—	—	—	—	—
iii) Unsecured Loans Payable								
1) Smt. Hira T. Bhojwani DIN: 00032997	—	—	200.00	200.00	—	—	—	—
2) Mr. Suresh Bhojwani DIN: 00032966	—	—	18.00	18.00	—	—	—	—
3) Mrs. Devika S. Bhojwani	—	—	—	—	61.00	53.00	—	—
4) Mr. Karan Bhojwani	—	—	—	—	25.00	25.00	—	—
5) Ms. Ruchika Bhojwani	—	—	—	—	48.00	48.00	—	—
6) M/s. T. W. Bhojwani HUF	—	—	—	—	—	—	—	—
	—	—	218.00	218.00	134.00	126.00	—	—
(h) Sitting Fees & Commission								
i) Mr. K. P. Rao DIN: 00027577	—	—	—	—	—	—	1.81	1.01
ii) Dr. T. S. Sethurathnam DIN: 00042704	—	—	—	—	—	—	1.75	0.96
iii) Mr. Byram Jeejeebhoy DIN: 00033204	—	—	—	—	—	—	0.59	0.15
	—	—	—	—	—	—	4.15	2.12

Notes accompanying the Financial Statements

40. Trade Payables includes amount payable to related Party ₹ 24.67 lakhs (Previous Year ₹ 19.66 lakhs).

41. Earnings Per Share (EPS):

(₹ in lakhs)

	2017-2018	2016-2017
Profit after tax(PAT) available for equity shareholders (before exceptional items)	120.36	(26.18)
Profit after tax(PAT) available for equity shareholders (after exceptional items)	120.36	(26.18)
Weighted average number of equity Shares (In nos.)	5680235	5680235
Nominal value of equity Shares (in ₹)	10.00	10.00
Basic & diluted earning per share (Before exceptional Income/Loss)	2.12	(0.46)
Basic & diluted earning per share (After exceptional Income/Loss)	2.12	(0.46)

42. 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)

	2017-18	2016-17
Not later than one year	56.00	67.54
Later than one year but not later than five years	176.32	217.91

43. The Company has recognized ₹ 1,11,79,900/- as at 31st March, 2018 (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.

44. 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 property, plant and equipment 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.

45. Balances of trade receivables and trade payables are subject to confirmations and reconciliations.

46. The previous period's figures have been re-grouped/re-classified wherever required to conform to current year's classification. All figures of financials have been rounded off to nearest lakhs rupees.

As per our Report annexed

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

Mr. Alok K. Saksena
Partner
Membership No. 35170
Mumbai, 29th May, 2018.

Mr. Chirag Shah
Chief Financial Officer

Mrs. Sonali Pednekar
Company Secretary &
Compliance Officer

Mr. Suresh Bhojwani
DIN: 00032966

Mr. K. P. Rao
DIN: 00027577

Dr. T. S. Sethurathnam
DIN: 00042704

Mr. Byram Jeejeebhoy
DIN: 00033204

Chairman &
Managing Director

Independent Directors



DIVO[®]

FREEDOM *of* EXPRESSION

Recommended by professionals, Divo is one of India's leading hair and beauty accessory brands. Conceived and launched in 2008, the brand has moved from strength to strength as the product line has extended, and the scale of demand has escalated. Used by makeup artists, hair stylists, fashion designers, and hair dressers, Divo has become the hair and beauty brand of choice.



www.divoworld.com



Puducherry Unit II established in 2012 and Unit III established in 2018

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 71st Annual General Meeting of the Company to be held on the Saturday, 22nd September, 2018 at 3.00 p.m. 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of Resolutions	For	Against
1.	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 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.	To declare a dividend on Equity shares for the financial year 2017-18.		
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 approve payment of remuneration to Cost Auditors for the financial year 2018-19.		
5.	To approve 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.		

Signed this _____ day of _____ 2018.

Signature of Shareholder Signature of Proxy holder(s)

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.



Form No. MGT-12
POLLING PAPER (BALLOT FORM)

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Bright Brothers Limited
Registered office: 610-611, Nirman Kendra, Famous Studio Lane, Dr. E’Moses Road, Mahalaxmi, Mumbai – 400011.
CIN: L25209MH1946PLC005056.

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary /Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Description of Resolution	No. of shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Resolution				
1.	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 & Loss for the year ended 31st March, 2018 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 2017-18.			
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.			
Special Resolution				
4.	To approve payment of remuneration to Cost Auditors for the financial year 2018-19.			
5.	To approve 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.			

Place : 22nd September, 2018

Date : Mumbai

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 of 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 21st September, 2018. Ballot Forms received after 21st September, 2018 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 14th September, 2018 (“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.



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.

ATTENDANCE SLIP

71st ANNUAL GENERAL MEETING, Saturday, 22nd September, 2018 At 3.00 p.m. 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.

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 or 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.



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.

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 Company : Bright Brothers Limited
CIN : L25209MH1946PLC005056
Registered address : 610-611, Nirman Kendra, Famous Studio Lane, Dr. E’Moses Road, Mahalaxmi, Mumbai – 400011.
Name of the member(s) : _____
Registered address : _____
E-mail ID : _____
Folio No./Client ID : _____
DP ID : _____

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
- 2. Name: _____
Address: _____
E-mail ID: _____ Signature: _____, or failing him
- 3. Name: _____
Address: _____
E-mail ID: _____ Signature: _____