

**BRIGHT BROTHERS LIMITED**

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

Tel No.: 022-2490 5324 • Fax No.: 022-2490 5325 • Email: invcom@brightbrothers.co.in

CIN: L25209MH1946PLC005056 • Website: www.brightbrothers.co.in

Folio No. / DP ID No. & Client ID No. :

Name and Registered Address
of the Shareholder :**FORM DPT-1
DEPOSIT SCHEME (Unsecured)**

The Company invites and accepts Unsecured Fixed Deposits from Shareholders on the following broad terms:

Quarterly Interest Payment	
Duration	Rate of Interest (% p.a.)
1 Year	10.00
2 Years and above	10.50

CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS:

[Pursuant to Section 73(2)(a) and Section 76 and Rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]

1. GENERAL INFORMATION:**a. Name, address, website and other contact details of the Company:**

Name	Bright Brothers Limited
Address	610-611, Nirman Kendra, Famous Studio Lane, Dr. E'Moses Road, Mahalaxmi, Mumbai - 400 011
CIN	L25209MH1946PLC005056
Website	www.brightbrothers.co.in
Phone	022-2490 5324
Fax	022-2490 5325
Email	invcom@brightbrothers.co.in

b. Date of incorporation of the Company:Incorporated on 11th July, 1946.**c. Business carried on by the Company and its subsidiaries with the details of branches or units, if any:**

The Company is engaged in the business of manufacturing injection moulded plastic 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 factories at 4 places as follows:

Factories at – Puducherry, Faridabad, Bhimtal, Dehradun.

d. Brief particulars of the Management of the Company:

The Company is managed by a Chairman & Managing Director and Whole-Time Director under the control and supervision of the Board of Directors.

e. Names, addresses, DIN and occupations of the Directors:

Name	DIN	Address	Occupation
Mr. Suresh T. Bhojwani	00032966	Shreyas, 180 Nariman Point, Mumbai - 400 021	Business
Smt. Hira T. Bhojwani	00032997	4 Rushilla, Carmichael Road, Mumbai - 400 026	Business
Mr. K. P. Rao	00027577	"Mithila", 21/28 Craig Park Layout, Mahatma Gandhi Rd., Bangalore - 560 001	Practicing Chartered Accountant
Dr. T. S. Sethurathnam	00042704	C-139 Sarvodaya Enclave, New Delhi - 110 017	Business
Mr. Byram Jeejeebhoy	00033204	"Benreeza" Flat nos. 3A&B, 3 rd Floor, 91/92, Abdul Gaffar Khan Rd., Worli Seaface, Worli, Mumbai - 400 030	Business

f. Management's perception of risk factors:

The deposits accepted by the Company are unsecured and rank pari passu with other unsecured liabilities of the Company.

The Company has a proven track record of not having defaulted in payment of interest or repayment of deposits.

g. Details of default, including the amount involved, duration of default and present status, in repayment of:

Statutory dues	Debentures and interest thereon	Loan from any bank or financial institution and interest thereon
NIL	NIL	NIL

2. PARTICULARS OF THE DEPOSIT SCHEME:

a. Date of passing of Board resolution	30/05/2014
b. Date of passing of resolution in the general meeting authorizing the invitation of such deposits	04/09/2014
c. Type of deposits, i.e., whether secured or unsecured	Unsecured
d. (i) Amount which the Company can raise by way of deposits as per the Act & the Rules thereunder	11,08,52,250
(ii) Aggregate of deposits actually held on the last day of the immediately preceding financial year	1,36,40,000
(iii) Aggregate of deposits actually held on the date of issue of the Circular or advertisement	1,36,40,000
(iv) Amount of deposit proposed to be raised	50,00,000
(v) Amount of deposit repayable within the next twelve months (01/03/2015 to 29/02/2016)	90,15,000

e. Terms of raising of deposits:

Non-Cumulative		Mode of Payment	Mode of Repayment
Duration	Rate of Interest (% p.a.)	Local Cheques and outstation demand drafts	At par cheques
1 Year	10.00		
2 Years and above	10.50		

Minimum amount acceptable on Fixed Deposits is ₹ 1,00,000/-. Additional amounts in multiples of ₹ 10,000/-. Detailed terms and conditions subject to which deposits are accepted by the Company are set out in the prescribed application forms for such deposits.

f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid:

The scheme will be open from 05/05/2015 and the circular/advertisement will be valid till the date of the next Annual General Meeting.

g. Reasons or objects of raising the deposits:

To meet the working capital needs of the Company.

h. Credit rating obtained:

- (i) Name of the Credit Rating Agency : ICRA Limited
(ii) Rating obtained : MB+
(iii) Meaning of the rating obtained : Inadequate Credit Quality
(iv) Date on which rating was obtained : 26th March, 2015.

i. Short particulars of the charge created or to be created for securing such deposits, if any:

Not Applicable, since the Company is accepting only unsecured deposits.

j. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons:

The Directors/Promoters hold fixed deposits in the Company. Such deposits are governed by the same terms and conditions as is applicable to other persons.

3. DETAILS OF ANY OUTSTANDING DEPOSITS:

Amount outstanding	₹ 1,36,40,000
Date of acceptance	Aug. 2012 to Feb. 2015
Total amount accepted	₹ 1,36,40,000
Rate of interest	10%, 10.50%
Total number of depositors	7
Defaults, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved	NIL
Any waiver by the depositors, of any interest accrued on deposits	NIL

4. FINANCIAL POSITION OF THE COMPANY:

a. Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement:

For The Financial Year Ended	Profit Before Tax (₹ in Lacs)	Profit After Tax (₹ in Lacs)
31 st March, 2014	10.11	262.88
31 st March, 2013	(33.29)	(76.87)
31 st March, 2012	298.39	229.11

b. Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid or interest paid):

For The Financial Year Ended	Dividend	Interest Coverage Ratio
31 st March, 2014	20%	1.56 times
31 st March, 2013	20%	0.79 times
31 st March, 2012	20%	1.78 times

c. A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement:

Particulars	As at 31st March,		
	2014	2013	2012
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	567.60	567.60	567.60
(b) Reserves and surplus	5,443.64	5,312.79	5,521.69
2. Non-current liabilities			
(a) Long-term borrowings	233.94	410.73	118.72
(b) Deferred tax liabilities (net)	158.10	213.05	122.31
(c) Long-term provision	-	-	43.71
3. Current liabilities			
(a) Short term borrowings	178.15	121.93	210.79
(b) Trade payables	1,265.15	776.23	1,191.06
(c) Other current liabilities	913.72	842.91	517.93
(d) Short-term provisions	330.28	325.58	278.32
Total	9,090.58	8,570.82	8,572.13
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	3,496.15	3,864.74	3,178.92
(ii) Intangible assets	-	-	-
(iii) Capital work-in-progress	10.08	11.78	421.59
(b) Non-current investments	5.10	5.10	88.34
(c) Long-term loans and advances	1,216.52	1,372.74	188.78
(d) Other non-current assets	39.81	39.81	-
2. Current assets			
(a) Current investments	1,439.32	994.87	76.16
(b) Inventories	1,087.56	1,028.53	1,311.09
(c) Trade receivables	1,211.88	793.59	806.99
(d) Cash and bank balances	164.28	232.75	303.94
(e) Short-term loans and advances	419.88	226.91	2196.32
Total	9,090.58	8,570.82	8,572.13

d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement:

Particulars	₹ in Lakhs		
	Mar. 2014	Mar. 2013	Mar. 2012
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Profit/(loss) before Tax	10.11	(33.29)	298.39
Adjustments for:			
Depreciation/amortization	457.40	448.42	326.84
Finance cost	461.10	471.46	312.59
Provision for inter corporate deposits (net)	120.00	40.00	-
Loss/(gain) on sale of fixed assets	(7.48)	(6.12)	(0.50)
Bad Debts	-	-	1.44
Interest (income)	(69.35)	(249.01)	(317.11)
Dividend (income)	(16.55)	(17.57)	(6.94)
Insurance claim fixed assets	-	-	(32.08)
Net gain/loss on sale of investments	(81.17)	(61.57)	(12.71)
Operating profit before working capital changes	874.06	592.32	569.92
Adjustments for:			
Movements in working capital:			
Increase/(Decrease) in trade payables and other current liabilities	559.73	(225.97)	203.34
Increase/(Decrease) in long-term and short-term provisions	2.85	12.48	-
(Increase)/Decrease in trade receivables	(418.29)	157.79	(219.64)

Particulars	₹ in Lakhs		
	Mar. 2014	Mar. 2013	Mar. 2012
(Increase)/Decrease in inventories	(59.03)	282.56	(3.77)
(Increase)/Decrease in long-term and short-term loans and advances	(229.44)	(78.56)	-
Working capital changes:	(144.18)	148.30	(20.07)
Cash generated from operations	729.88	740.62	549.85
Income tax (net of Refunds)	199.66	47.15	(95.25)
Net Cash from Operating Activities (A)	929.54	787.77	454.60
B. CASH FLOW FROM INVESTING ACTIVITIES:			
Purchase of fixed assets, including capital work in progress and capital advances	(130.35)	(726.43)	(1,055.97)
Proceeds from sale of fixed assets	50.72	8.12	85.72
Interest (income)	69.35	249.01	317.11
Decrease in Short Term Loans & Advances	-	-	464.19
Capital Gain on Mutual Fund	-	-	12.71
Dividend (income)	16.55	17.57	6.94
Purchase of investment	(2,581.06)	(773.86)	-
(Increase)/Decrease in inter-corporate deposits	48.00	740.51	-
Proceeds from sale of investments	2,217.78	-	283.56
Net cash flow from/(Used in) investing activities (B)	(309.01)	(485.08)	114.26
C. CASH FLOWS FROM FINANCING ACTIVITIES:			
Increase/(Decrease) in long-term borrowings	(176.79)	284.30	-
Increase/(Decrease) in short-term borrowings	56.23	(88.86)	(48.11)
Capital Subsidy	-	-	-
Buyback of Equity shares	-	-	-
Interest expense	(461.10)	(471.46)	(312.59)
Dividend paid (including dividend distribution tax)	(132.03)	(132.03)	(132.46)
Net Cash From (Used In) Financing Activities (C)	(713.69)	(408.05)	(493.16)
NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)	(93.16)	(105.36)	75.70
Cash and cash equivalents at the beginning of year	183.43	288.79	228.24
Cash and cash equivalents at the end of the year	90.27	183.43	303.94

- The above statement has been prepared in indirect method.
- Previous year's figures have been reclassified to confirm to current year's presentation.
- Figures in the bracket indicate out go.

e. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company:

There has been no change in accounting policies during the last three financial years.

DECLARATION BY THE DIRECTORS THAT:

- the Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;
- the Board of Directors have satisfied themselves fully with respect to the affairs and prospects of the Company and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due and that the Company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
- the Company has complied with the provisions of the Act and the rules made thereunder;
- the compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;
- the deposits accepted by the Company before the commencement of the Act have been repaid (or will be repaid along with interest on the due dates and until they are repaid, they shall be treated as unsecured and ranking *pari passu* with other unsecured liabilities of the Company);
- In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty;
- the deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
- the deposits accepted by the Company are unsecured and rank *pari passu* with other unsecured liabilities of the Company.

This circular is issued on the authority and in the name of the Board of Directors of the Company, the text hereof has been approved by the Board of Directors at its meeting held on 12th February, 2015 and a copy thereof signed by a majority of the Directors of the Company, has been filed with the Registrar of Companies.

For Bright Brothers Limited

Suresh Bhojwani

Chairman & Managing Director

DIN: 00032966

Mumbai
12th February, 2015.