

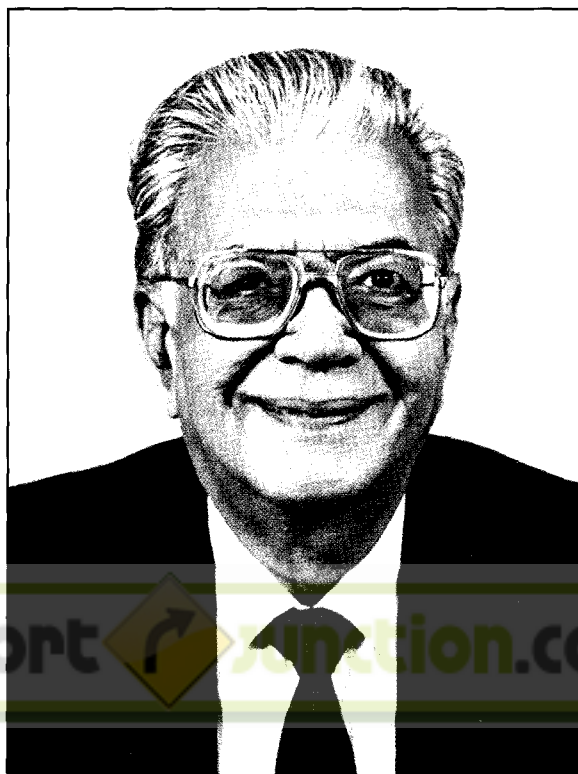
60th Annual Report 2005-2006



Bright Brothers Limited

Brite

In loving memory of our Chairman



THAKU BHOJWANI
1919 - 2006

He lived his life
with courage and dignity,
strong values and honesty,
commitment and generosity.
"That nature might stand up
and say to all the world,
This was a man!"

A Tribute to our Chairman & Managing Director

Your Directors record their profound grief on the sad demise of our Chairman and Managing Director – Mr. T. W. Bhojwani, on 11th September, 2006. He was a pioneer of the Plastics Industry in India, and made the **Brite** Brand synonymous with quality, reliability and trust. He spearheaded numerous innovations in the field of Housewares, Industrial Plastics and Defence supplies. He was a past President of PLEXCONCIL and AIPMA, and was a founder member of the O.P.P.I. He started The Thaku Bhojwani Charitable Trust which provides funding to low income groups for medical treatment.

The contribution of Mr. Bhojwani to our Company, and to the entire Plastics Industry in India has been immense. He touched the lives of all those who came in contact with him. He will be greatly missed by all of us, by all members of the Plastics Processing Community, and by his many colleagues and friends.

We pledge to follow the path he has set out for us, and to abide by the high principles and ethics he believed in.

On behalf of the Board of Directors,
For Bright Brothers Limited

(SURESH BHOJWANI)
Vice-Chairman

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DIRECTORS

Mr. T. W. Bhojwani	Chairman & Managing Director (<i>Upto 10th September, 2006</i>)
Mr. Suresh Bhojwani	Vice-Chairman & Whole Time Director
Mrs. Hira T. Bhojwani	Whole Time Director
Mr. Byram Jeejeebhoy	Director
Mr. K. P. Rao	Director
Dr. T. S. Sethurathnam	Director
Mr. D. S. Mulla	Director (<i>Upto 15th June, 2006</i>)

**GENERAL MANAGER – FINANCE
& COMPANY SECRETARY** Mr. Tushar Naik

BANKERS

Bank of Baroda
Canara Bank
State Bank of India

AUDITORS

M/s.Dhody & Associates
Chartered Accountants

REGISTERED OFFICE

304, Nirman Kendra, Famous Studio Lane,
Dr. E. Moses Road, Mahalaxmi,
Mumbai - 400 011.
Tel.: 022 2490 5323/2490 5324
Fax: 022 2490 5325
E-Mail: ho@brightbrothers.co.in

WEBSITE

www.brightbrothers.co.in

FACTORIES

186, Pithampur Industrial Area,
Sector 1, Pithampur, Dist. Dhar (M. P.)

Plot No. 1/1 to 1/4,
Thirubhuvanai, Mannadipet Commune,
Pondicherry-605 107.

Plot No. 4, Roz-Ka-Meo Industrial Area,
Sohna, Dist. Gurgaon, Haryana-122 103.

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

S. No./Ghat No. 1225, Sanaswadi, Pune Nagar Road,
Taluka Shirur, Dist. Pune-412 208.

C-II, Sipcot Industrial Park,
Iruyattukottai, Sriperumbudur – Taluk,
Kanchipuram – Dist.
Tamil Nadu - 602 105

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 60th Annual General Meeting of the Equity Shareholders of BRIGHT BROTHERS LIMITED will be held at 11.30 a.m. on Friday, December 29, 2006 at Jai Hind College, 'A' Road, Churchgate, Mumbai-400 020, to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Director's Report, the Audited Accounts of the Company for the year ended 30th June 2006 and the Auditor's Report thereon.

To consider adoption of the following resolution, as an **ordinary resolution**:

"RESOLVED THAT the Audited Balance Sheet as at 30th June, 2006, the Profit & Loss Account for the year ended 30th June, 2006 together with the Report of the Directors and the Auditors of the Company thereon, as presented to the meeting be and the same are hereby approved and adopted".

- (2) To appoint a Director in place of Dr. T. S. Sethurathnam who retires by rotation under Article 134 of the Articles of Association of the Company and being eligible, offers himself for re-election.

To consider adoption of the following resolution with or without modification, as an **ordinary resolution**:

"RESOLVED THAT Dr. T. S. Sethurathnam, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

- (3) To appoint Auditors of the Company and to determine their remuneration. The retiring auditors M/s. Dhody & Associates, Chartered Accountants, are eligible for re-appointment. The declaration under Section 224(1B) of the Companies Act, 1956 has been received.

"RESOLVED THAT M/s. Dhody & Associates, Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of directors, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the Audit."

SPECIAL BUSINESS:

- (4) To Consider and if thought fit, to pass with or without modification the following resolution as a special resolution:

RESOLVED THAT pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, consent of the members be and are hereby given to the appointment of Mr. Karan Bhojwani, to hold and continue to hold an office of profit as a "Manager – Brite Branded Products" (not a Manager for the purpose of the Companies Act, 1956) in the Company with effect from 1st September, 2006 on the following terms of Remuneration:

- (I) Consolidated salary of Rs. 29,000/- p.m with such increment(s) as may be decided by the Board of Directors of the Company within the limit of Section 314(1) of the Companies Act, 1956.
- (II) In addition to the above the following benefits will be provided as per the policy of the company:
 - a. Contribution to the Provident Fund and Superannuation Fund.
 - b. Health insurance policy as per the policy of the Company.
 - c. Personal Accident Insurance cover as per the policy of the Company.
 - d. Leave Travel allowance Rs. 10,000/- p.a.
 - e. Bonus as per the policy of the Company.

- f. Gratuity as per Payment of Gratuity Act, 1972.
 - g. The appointee shall be eligible for reimbursement of expenses actually and properly incurred by him for the business of the Company.
- (5) To Consider and if thought fit, to pass with or without modification the following resolution as a special resolution:

RESOLVED THAT pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, consent of the members be and are hereby given to the appointment of Ms. Ruchika Bhojwani, to hold and continue to hold an office of profit as an "Executive-Corporate Communication", in the Company with effect from 3rd October, 2006 on the following terms of remuneration:

- (I) Consolidated salary of Rs. 27,500/- p.m with such increment(s) as may be decided by the Board of Directors of the Company within the limit of Section 314(1) of the Companies Act, 1956.
 - (II) In addition to the above the following benefits will be provided as per the policy of the Company:
 - a. Contribution to the Provident Fund .
 - b. Health insurance policy as per the policy of the Company.
 - c. Personal Accident Insurance cover as per the policy of the Company.
 - d. Leave Travel allowance Rs. 7,500/- p.a.
 - e. Bonus as per the policy of the Company.
 - f. Gratuity as per Payment of Gratuity Act, 1972.
 - g. The appointee shall be eligible for reimbursement of expenses actually and properly incurred by her for the business of the Company.
- (6) To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution.

"RESOLVED THAT, the Company hereby accords its approval and consent under the provisions of Section 198, 269, 309, and 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the said Act) as amended from time to time and all guidelines for managerial remuneration issued by the Central Government from time to time, to Mrs. Hira Bhojwani, holding office as a "Whole-time Director – Commercial" of the Company for a further period of 3 years with effect from 1st April, 2007 subject to Central Government approval, whose term of office is not liable to retire by rotation, on terms and conditions and stipulation contained in an agreement to be entered into between the Company and Mrs. Hira Bhojwani, a draft whereof is placed before the meeting which, for the purpose of identification initialed by the Chairman of the meeting, with authority to the Board of Directors (which term shall be deemed to include the Remuneration Committee constituted by the Board), to alter and vary the terms and conditions as may be permissible under law in the best interest of the Company and on the terms as to remuneration and perquisite as set out below:

- (I) Period: Three years w.e.f. 1st April 2007, with liberty to either party to terminate the appointment on three-months notice in writing to the other and in the event of the Company terminating the same, the Whole –time Director shall have no claim against the Company for damages or compensation by reason of such termination.
- (II) Remuneration:

Basic Salary: Rs. 50,000/- p.m. (Fifty Thousand only) with such increment(s) as may be decided from time to time.
- (III) Perquisites as under:
 - a. House Rent Allowance: Rs. 21,000/- p.m.

- b. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be evaluated as per the applicable Income tax Rules. In the absence of any specific rule the same shall be valued on actual payment.
- c. Reimbursement of Leave Travel Expenses once in a year for self, subject to a ceiling of one month's salary.
- d. Club fees: Fees of maximum two clubs. This will not include Admission and Life Membership Fee.
- e. Personal accident coverage with an annual premium not exceeding Rs. 10,000/-.
- f. Reimbursement of entertainment, travelling and other expenses incurred for the business of the Company as per the rules of the Company.
- g. Any other allowances, benefits and perquisite as per the Rules of the Company as are applicable to the Senior Executives of the Company and/or which may become applicable as the Board may from time to time decide.

In addition, the following perquisites shall also be provided, which shall not be included in the computation of ceiling of remuneration.

- a. Company's contribution towards Provident Fund and Superannuation Fund shall be as per company's policy.
- b. Gratuity: Half month salary for each completed year of service, subject to ceiling as may be laid down by the Payment of Gratuity Act, 1972 from time to time.
- c. Encashment of leave as per the policy of the Company at the end of the tenure.
- d. One Company maintained car with driver for use exclusively for Company's business and telephone at residence

The aggregate of the Salary and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309, 310 and all other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act, or any statutory modification or re-enactment thereof for the time being in force or otherwise as may be permissible in law.

RESOLVED FURTHER THAT in the event of any statutory amendments or relaxation to Schedule XIII or any provisions of Companies Act, 1956, the Board of Directors (which term shall be deemed to include the Remuneration Committee), be and is hereby authorized to alter and vary the terms and conditions of the said appointment and increase the remuneration and to sign/execute necessary agreement, deeds etc and to take all such steps as may be considered necessary on behalf of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT in the event of any loss or absence/inadequate profit in any financial year comprised by the period of appointment, the foregoing amount of remuneration and benefit shall be paid or given to the Whole time Director in accordance with the applicable provisions of Schedule XIII of the Companies Act, 1956 and subject to the approval of Central Government wherever required.

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

- (7) To consider and if thought fit to pass with or without modifications the following resolution as a special resolution:

"RESOLVED THAT in terms of the guidelines issued by the Securities and Exchange Board of India (SEBI) (Delisting of Securities Guidelines, 2003), and subject to the provisions of Companies Act, 1956 (including any statutory enactment or modification for the time being in force and as may be enacted hereinafter) and subject to such approval, permission and sanction as may be necessary and subject to such condition and modification as may be prescribed or imposed while granting

such approval, permission and sanction, which may be agreed to by the Board of Directors of the Company referred to as "the Board" (which term shall be deemed to include any Committee thereof for the time being exercising the power conferred on the Board by this Resolution), consent of the Company be and is hereby accorded to the Board to delist the Company's Equity shares from the Delhi Stock Exchange at such time as the Board may in its absolute discretion consider appropriate and on such terms and conditions as may be stipulated and/or mutually agreed to in the best interest of the Company."

RESOLVED FURTHER THAT the Board of Directors and any Committee thereof be and is hereby authorized to take all necessary steps in this regard in order to comply with all legal and procedural formalities.

By order of the Board of Directors
For **BRIGHT BROTHERS LIMITED**

TUSHAR NAIK
Company Secretary

Place : Mumbai,
Date : 27th November, 2006

Registered Office:
304, Nirman Kendra,
Dr. E. Moses road,
Famous Studio Lane,
Mahalaxmi,
Mumbai 400 011.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
1. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the registered office of the Company at least 48 hours before the time fixed for the meeting. A blank Proxy Form is enclosed.
2. The statement of material facts pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts in respect of the special business is annexed hereto.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25th December 2006, to Friday 29th December 2006 (both days inclusive).
4. Members are hereby informed that dividends which remain unpaid/unencashed over a period of seven years from the date of transfer to the paid dividend account have to be transferred to the Investor Education and Protection Fund constituted by the Central Government under Sec 205A and Sec 205C of the Companies Act, 1956.

The shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 30th June 1999 are requested to make their claim at the Registered Office of the Company. It may also be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund of Central Government, as above, no claim shall lie in respect thereof. Unpaid/Unclaimed dividend for the year 1998-99 is due for transfer to the Investor Education and Protection Fund of Central Government.

5. Members/Beneficial Owners are requested to quote their Folio No./Depository Participant (DP) & Client Id Numbers, as the case may be, in all correspondence with the Company. Members holding shares in physical mode are requested to promptly inform M/s. Sharepro Services (India)

Private Limited, the Registrar and Share Transfer Agents of the Company about the change in their Address, Pin code, Bank account details, Nomination, Power of attorney, etc.

6. Members seeking any information with regard to the Accounts and Operations of the Company are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. The facility of making nomination is available to the shareholders in respect of the shares held by them. Interested shareholders can obtain the Nomination Form from the Company's Registrar and Share Transfer Agent.
8. Members/proxies should bring the Attendance Slip sent herewith, duly filled in and signed and hand over the same at the entrance of the hall for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for easier identification.
9. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of the 60th Annual Report to the meeting.
10. Additional Information pursuant to Clause 49 of the Listing Agreement(s) with the Stock Exchanges, on Directors recommended for re-appointment at the forthcoming Annual General Meeting, are given in the Annexure to the Notice.

