

# BRIGHT BROTHERS LIMITED

Registered Office: 610-611, Nirman Kendra, Famous Studio Lane, Dr. E. Moses Road, Mahalaxmi, Mumbai-400 011 Tel. 91-22-24905324; Fax. 91-22- 24905325;

Corporate Office: B- 54, Wagle Industrial Estate, Road No. 33, Gyaneshwar Nagar, Thane (W) 400 604; Tel. 91-22- 25838333; Fax. 91-22- 25837051;

Website: <http://www.brightbrothers.co.in>; Email: [tusharnaik@brightbrothers.co.in](mailto:tusharnaik@brightbrothers.co.in) Contact Person: Mr. Tushar Naik, Company Secretary

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITYSHAREHOLDERS/BENEFICIAL OWNERS OF BRIGHT BROTHERS LIMITED ("BBL" OR "COMPANY")

This Public Announcement ("PA") is made pursuant to the provisions of Regulation 8(1) read with Regulation 15(c) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, for the time being in force including any statutory modifications and amendments thereto from time to time ("Buy-Back Regulations") and contains the disclosures as specified in Schedule II to these Buy-Back Regulations.

BBL published a public notice dated June 29, 2009 in compliance with Regulation 5A of the Buy- Back Regulations. Subsequent to the public notice, Centrum Capital Limited, vide letter dated July 13, 2009 filed an application seeking exemption under Regulation 4(2) read with Regulation 3(1)(i) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Takeover Code") on behalf of Mr. Suresh Bhojwani, Mrs. Hira T. Bhojwani, Mrs. Devika Bhojwani, Mr. Karan Bhojwani, Ms. Ruchika Bhojwani, T.W. Bhojwani HUF, S.T. Bhojwani HUF and M/s.T.W.Bhojwani Leasing Pvt. Ltd belonging to the promoter/ promoter group of BBL (hereinafter referred to as "Promoters") who collectively own 46.45% of the equity shares of BBL. The exemption has been granted by SEBI vide its order no WTM/KMA/CFD/161/11/2009 dated November 10, 2009 ("Exemption Order").

### OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM

#### 1. THE BUY-BACK OFFER AND PRICE

- BBL hereby announces the buy-back of its fully paid-up equity shares of face value of Rs. 10/- each from the equity shareholders / beneficial owners of equity shares, other than Promoters of the Company, from the open market through stock exchange mechanism using the nation wide electronic trading terminal facility of the Bombay Stock Exchange Limited ("BSE") in accordance with the provisions of sections 77A, 77AA and 77B and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") and Buy-Back Regulations at a price not exceeding Rs. 50/- per equity share ("Maximum Buy-Back Price") payable in cash, for an aggregate amount not exceeding Rs. 450.00 lakhs ("Maximum Buy-Back Size"). The Maximum Buy-Back Size represents 8.41% of the aggregate of the Company's total paid-up equity capital of Rs. 597.10 lakhs and free reserves of Rs. 4,750.90 lakhs as on March 31, 2009 (as per latest audited accounts).
- The Company proposes to buy-back a minimum of 1,00,000 equity shares ("Minimum Buy- Back Shares") and a maximum of 9,00,000 equity shares ("Maximum Buy-Back Shares") such that the shareholding of Promoters shall not exceed 54.69% of the paid-up equity capital of the Company post buy-back.
- The Maximum Buy-Back Price has been arrived at after considering certain parameters such as book value, earnings trend in the recent past, the future growth and outlook for the industry and other relevant factors. The buy-back of equity shares if made at a Maximum Buy-Back Price of Rs. 50/- per share represents a premium of 15.88% to the closing price on BSE i.e. Rs. 43.15, as on the date of the Board Meeting approving buy-back, i.e. June 26, 2009.
- The actual number of equity shares to be bought back would depend upon the average price paid for the equity shares bought back and the amount deployed in the buy-back. As an illustration, at the proposed Maximum Buy-Back Price of Rs. 50/- per share and for a deployed amount of Rs. 450.00 lakhs, the number of equity shares to be bought back would be 9,00,000 equity shares constituting 15.06% of the pre-buy-back paid up equity share capital. Should the average purchase price be lower than Rs. 50/- per share the number of equity shares bought back would be more, assuming the same deployment of Rs. 450.00 lakhs.
- The maximum number of equity shares bought back shall be subject to (i) buy-back not violating the conditions of continuous listing prescribed in terms of clause 40A of the listing agreement, (ii) such equity shares that may be bought back not exceeding Maximum Buy-Back Shares or Maximum Buy-Back Size.
- The Company shall place buy orders so long as the market price is below the Maximum Buy-Back Price and the buy-back will close in terms with the timetable mentioned herein. The fact that the Board resolution provides for the Maximum Buy-Back Price does not indicate that the Company will or is obliged to buy or continue to buy equity shares, so long as the market price is below the Maximum Buy-Back Price. Further, the Company is not obliged to buy upto the Maximum Buy-Back Size of Rs. 450.00 lakhs or Maximum Buy-Back Shares.
- As required under the Act and Buy-Back Regulations, the Company shall not purchase equity shares which are partly paid-up, equity shares with calls-in-arrears, locked-in or non-transferable equity shares in the buy-back till the time they become fully-paid or till they become transferable. There will be no negotiated deals (whether on or off the stock exchange), spot transactions or any other private arrangements in implementation of the buy-back.
- The buy-back from equity shareholders who are persons resident outside India including the overseas corporate bodies, shall be subject to such approvals as are required including the approval from RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under.

#### 2. AUTHORITY FOR THE BUY-BACK

- Pursuant to the provisions of Article 7 of Articles of Association of the Company and sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Act and the provisions contained in the Buy-Back Regulations, this offer for buy-back has been duly authorized by a resolution passed by the Board of Directors of the Company at their meeting held on June 26, 2009.

#### 3. BRIEF INFORMATION ABOUT THE COMPANY

- Bright Brothers Limited was incorporated on July 11, 1946. The Company is a pioneer in injection moulding technology and is primarily engaged in the manufacture of injection moulded plastic products for meeting the requirements of original equipment manufacturers for washing machines, refrigerators, vacuum cleaners, air conditioners and water purifiers. On December 06, 2007, the Company did a slump sale of its Automotive Division comprising of its five manufacturing units. The Company currently operates from its three manufacturing locations situated at Pudukchery, Faridabad and Bhimtal. The unit at Bhimtal was acquired with effect from August 2, 2009. The Company also manufactures and markets plastic crates and carries out trading in plastic pallets / consumer houseware items under its own brand name, "Brite". During the year the Company has also launched a hair care division, which markets its products under the "Divi" brand.
- The brief audited financial information of the Company for the years ended March 31, 2009, December 31, 2007, June 30, 2006, unaudited financial results for six months ending 30th September 2009 and key financial ratios are provided hereunder :  
(Rs. in Lakhs: except key ratios)

Particulars	Unaudited		Audited	
	Period ended September, 30, 2009	Year ended March 31, 2009 (15 Months)	Year ended December 31, 2007 (18 Months)	Year ended June 30, 2006
Total Income	4550.54	9,210.20	28,248.25	15,029.79
Profit before Interest, depreciation tax & before prior period expenses	221.89	386.76	2,081.53	1,392.41
Prior Period Items	(5.29)	(166.30)		
Exceptional Items			8,015.74	
Profit After Tax (after prior period expenses and exceptional item)	95.67	(469.84)	5,550.72	(146.24)
Equity Dividend (interim)			587.43	
Equity Dividend (final)		119.51		
Equity Share Capital	597.10	597.10	597.10	556.56
Reserves & Surplus	4846.57	4750.90	5455.91	535.84
Net Worth	5443.67	5348.00	6053.01	1092.40
Total Debt	384.67	528.24	915.83	6,339.50
<b>Key Ratios</b>				
Basic Earnings per share (Rs.) before prior period / exceptional items	1.61*	2.37	(19.26)	(3.03)
Basic Earnings per share (Rs.) after prior period / exceptional items	1.52*	(7.86)	92.38	(3.03)
Book Value per share (Rs.)	91.10	89.50	101.37	19.62
Debt - Equity Ratio	0.07	0.10	0.15	5.80
Return on average net worth (%)	1.77	--	155.36	--

\* not annualised  
The key ratios are computed as below :

Particulars	Networth	
	No. of Equity Shares	Profit after tax
Earning per share	Weighted average no. of Equity Shares	
Return on average net worth	Profit after tax	(Current year's net worth + previous year's net worth)/2
Debt to equity ratio	Debt	Equity share capital + Reserves

#### 4. NECESSITY FOR BUY-BACK

The buy-back is proposed in line with Company's desire (a) to optimise returns to shareholders; and (b) to enhance overall shareholders value by returning surplus cash to the shareholders. Buy-back would lead to reduction in outstanding number of equity shares and consequently may lead to an increase in earning per share and improvement in return on invested capital and other financial ratios. The funds to be deployed for the purpose of the proposed buy-back are not likely to impact Company's financial position as well as any of its growth plans.

#### 5. THE CONTENTS OF THE PUBLIC NOTICE DATED JUNE 29, 2009 PUBLISHED, AS REQUIRED UNDER PARA 5 OF SCHEDULE II OF THE BUY-BACK REGULATIONS ARE AS FOLLOWS

- The Company intends to acquire equity shares of Rs. 10/- each of the fully paid up equity share capital of the Company, at a price not exceeding Rs. 50/- per equity share aggregating to Rs. 450.00 lakhs from equity shareholders other than Promoters of BBL. The maximum number of equity shares to be bought back through the stock exchange shall not exceed 9,00,000 equity shares, which represents 15.06% of the pre buy-back paid up equity capital of the Company. However the Promoter holding in the Company shall not exceed 54.69% of paid up equity capital of the Company post buy-back.
- (a) The Board of Directors of the Company has proposed a maximum limit of Rs 450.00 lakhs for the buy-back programme. This represents 8.41% of the aggregate paid up equity share capital and free reserves of the Company as on March 31, 2009 against the maximum permissible limit of 10%.  
(b) The funds for the buy-back will be made available from the share premium account. The maximum price at which the buy-back will be carried out is Rs. 50/- per equity share.
- The Company proposes to purchase equity shares from the open market through stock exchange.
- The Company proposes to buy-back maximum of 15.06% of the pre buy-back paid up equity capital of the Company.
- (a) The aggregate shareholding of the Promoters is 27,75,861 equity shares constituting 46.45% of the issued equity share capital of the Company as on the date of this PA.  
(b) Promoters have neither purchased nor sold any shares during the period of six months preceding the Board Meeting (June 26, 2009) at which the buy-back was approved.

- Promoters will not offer their shares to the Company under the buy-back.
- The Company hereby confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks or payment of dividends.
- The Board confirms that they have made a full inquiry into the affairs and prospects of the Company and they have formed the opinion that:  
(a) immediately following the date of Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;  
(b) as regards its prospects for the year immediately following the date of the Board Meeting, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and  
(c) in forming their opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 1956.
- The text of the report dated June 26, 2009 received from M/s Dhody & Associates, Chartered Accountants, the statutory auditors of the Company addressed to the Board is reproduced below:  
In connection with the proposed Buyback of equity shares approved by the Board of Directors of Bright Brothers Limited (the Company) at its meeting held on 26th June 2009 in pursuance of the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956, of India (the Act) and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and subsequent amendments thereof, and based on the information and explanations given to us, we report that:  
We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended 31st March 2009 which were taken on record by the Board of Directors in the meeting held on 21st May 2009.  
The Board of Directors has proposed to Buyback the Company's equity to the extent of Rs 450.00 lakhs. The amount of permissible capital payment towards Buyback of equity shares, as computed below, has been properly determined in accordance with Section 77A(2) of the Act :

Particulars	Amount (Rs.)	Amount (Rs.)
Paid up capital as at March 31, 2009		
59,75,530 equity shares of Rs. 10/- each fully paid-up	5,97,55,300	
Less : Calls in Arrears	45,000	5,97,10,300
Free Reserves as at March 31, 2009 (represents balance of Share Premium, General Reserve and Profit and Loss Account)		47,50,90,040
<b>Total</b>		<b>5,34,80,034</b>
Maximum amount permissible for the Buyback i.e. 10% of total paid-up equity capital and free reserves		5,34,80,034
Proposed Buyback i.e. 8.41% of total paid-up equity capital and free reserves		4,50,00,000

The Board of Directors in their meeting held on 26th June 2009 have formed the opinion as specified in Clause (x) of Schedule I of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

This certificate has been prepared for and only for the Company and is in reference to proposed Buyback of equity shares in pursuance of the provisions of Section 77A, 77AA and 77B of the Act and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### 6. EQUITY CAPITAL STRUCTURE AND CURRENT SHAREHOLDING PATTERN

- The equity share capital of the Company as on date of this PA is as follows:

Particulars	Amount
<b>Authorised</b> 7,000,000 equity shares of Rs. 10 each	70,000,000
<b>Issued, subscribed</b> 5,975,530 equity shares of Rs. 10 each	59,755,300
<b>Paid up capital</b> 5,975,530 equity shares of Rs. 10 each	59,755,300
Less: calls in arrears	45,000
<b>59,710,300</b>	

#### Notes:

- There are no outstanding instruments convertible into equity shares as on date of this PA.
- There are 1500 equity shares which are partly paid up
- The shareholding pattern of the Company as on November 30, 2009 and after the proposed buy-back is given below:

Category of shareholders	Pre- buy-back		Post buy-back#	
	Number of Shares	% holding	Number of Shares	% holding
Promoters	27,75,861	46.45	27,75,861	54.69
Financial Institutions/ Banks/Mutual Funds	350	0.01		
Foreign Institutional Investors	0	0.00	22,99,669	45.31
Other Shareholders	31,99,319	53.54		
<b>Total</b>	<b>59,75,530</b>	<b>100.00</b>	<b>50,75,530</b>	<b>100.00</b>

# For the purpose of calculating post buy-back shareholding pattern, it is assumed that Maximum Buy-Back Shares i.e. 9,00,000 equity shares are bought back by the Company. The shareholding, post buy-back, may differ depending upon the actual number of equity shares bought back as explained in point number 1.4 above.

- There have been no purchases or sales of equity shares of the Company by the Promoters, during the period of 12 months preceding the date of this PA.

- The aggregate shareholding of the Promoters as on the date of PA is as stated below:

Name of the Promoters	No. shares held	% of total share capital
Mr.Suresh Bhojwani	12,83,418	21.48
Mrs. Hira T. Bhojwani	3,70,310	6.20
T.W.Bhojwani HUF	2,40,430	4.02
S.T.Bhojwani HUF	20,000	0.33
Ms. Devika Bhojwani	41,050	0.69
Mr. Karan Bhojwani	17,500	0.29
Ms. Ruchika Bhojwani	17,500	0.29
M/s.T.W. Bhojwani Leasing Pvt. Ltd	7,85,653	13.15
<b>Total</b>	<b>27,75,861</b>	<b>46.45</b>

- As per Regulation 15(b) of the Buy-Back Regulations, the Company will not buy-back any equity shares from any of the Promoters.
- The Promoters shall not deal in equity shares of the Company from the date of this PA till completion of the buy-back.
- Except as provided in the Buy-Back Regulations and the Act, the Company will not issue fresh equity shares within a period of six months after the completion of the buy-back.

#### 7. SOURCES OF FUNDS

- The maximum amount, which the Company would deploy for the purpose of buy-back is Rs. 450.00 lakhs. This represents 8.41% of the aggregate of the Company's paid up equity share capital and its free reserves eligible for use in the buy-back as at March 31, 2009.
- The funds for the buy-back will be made available from the share premium account of the Company. Though the Company does not propose raising debt for effecting the buy-back, it may continue to borrow funds in the ordinary course of its business.
- The Company vide its declaration of solvency dated June 26, 2009 has declared that it is capable of meeting its total liabilities and will not be rendered insolvent within a period of one year from June 26, 2009.

#### 8. LISTING DETAILS AND STOCK MARKET DATA

- The equity shares of the Company are listed on BSE.
- The high, low and average market prices for preceding three years and the monthly high, low and average market prices for six months preceding the date of this PA and the corresponding volumes on BSE are as follows :

##### a) BSE

Time Period Preceding 3 Calendar Years	Price (Rs.)	High Price		Low Price		Average Price (Rs.)*	Volume	
		Date	Shares Traded	Date	Shares Traded			
2006	61.10	October 10, 2006	1,56,639	26.50	March 13, 2006	4,372	35.28	13,77,999
2007	101.30	September 14, 2007	3,46,897	31.55	March 14, 2007	1,210	56.89	23,09,982
2008	97.70	February 5, 2008	45,819	27.55	December 18, 2008	2,550	54.43	8,02,441
<b>Preceding 6 months</b>								
November	49.40	November 9, 2009	30,229	35.80	November 5, 2009	481	40.09	1,58,287
October	45.00	October 1, 2009	3,431	38.00	October 29, 2009	528	39.93	19,926
September	44.50	September 29, 2009	580	37.00	September 9, 2009	489	40.79	19,107
August	42.70	August 28, 2009	268	33.20	August 4, 2009	1,174	36.80	32,107
July	42.25	July 1, 2009	1,989	32.40	July 13, 2009	435	36.54	15,931
June	44.50	June 26, 2009	4,352	34.30	June 3, 2009	682	39.22	47,818

(Source: Capitaline)

\*Arithmetic average of the closing prices of all trading days during the said period

- There has been no change in the equity capital of the Company during the period for which data has been disclosed in the table above either by way of bonus issue, rights issue or consolidation of equity shares.
- The closing market price on June 29, 2009, being the next trading day immediately after the date of the resolution of the Board approving the buy-back offer, i.e. June 26, 2009 was Rs. 42.90 per equity share on BSE.
- MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY**
  - The buy-back is unlikely to cause any material impact on the profitability and earnings of the Company except the possible loss of other income, if any, on account of utilization of cash for the buy-back.
  - The buy-back will not in any manner impair the ability of the Company to pursue growth opportunities.
  - The buy-back is expected to contribute to further improvement in the financial ratios, which will enhance the shareholders' value and effectively utilize the surplus funds of the Company.
  - The shareholding of Promoters, post buy-back, may differ depending upon the actual number of equity shares bought back under the buy-back. The buy-back of equity shares will not result in a change in control or otherwise affect the existing management structure.
  - Post buy-back, the debt to equity ratio of the Company will be within the limit of 2:1 as prescribed under Section 77A of the Act.
  - The Company shall not withdraw the buy-back after the announcement of buy-back through this PA.

#### 10. STATUTORY APPROVALS

- Pursuant to Sections 77A, 77AA and 77B and other applicable provisions of the Act and the Buy-Back Regulations, the present offer of buy-back of equity shares of the Company from open market through the stock exchange has been duly authorized by a resolution passed by the Board at its meeting held on June 26, 2009.
- SEBI has granted an exemption to the Promoters from Regulation 11(1) of Takeover Code, in respect of the buy-back, vide an Exemption Order dated November 10, 2009.
- No other statutory approvals are required to be obtained for the buy-back. In case required, the Company shall obtain such approvals as may be required from time to time.

#### 6. PROPOSED TIME TABLE

Activity	Date
Board meeting approving the buy-back	June 26, 2009
Date of commencement of the buy-back	December 29, 2009
Acceptance of equity shares	Within relevant payout dates of the stock exchange
Verification of equity shares accepted in physical mode	Within 7 days of relevant payout date
Extinguishment of equity shares bought back	Within 7 days of acceptance or verification of equity shares as mentioned above.
Last date for completion of buy-back	June 25, 2010 (i.e. 12 months from the date of passing the Board resolution). However, the Board in its absolute discretion may decide to close the buy-back if the Maximum Buy-Back Shares have been bought back or amount utilised in the buy-back is equal to Maximum Buy-Back Size, by giving appropriate notice of such date and completing all formalities in this regard as per relevant laws and regulations.

- As per the provisions of the Act, the resolution passed by the Board approving the buy-back will be valid for a maximum period of twelve months from the date of passing of the Board Resolution (or such extended period as may be permitted under the Act or the Buy-Back Regulations or by the appropriate authorities). The exact time and manner of the buy-back will be decided by the Board within the above time limit.
- In accordance with the regulatory provisions, the shares bought back by the Company will compulsorily be cancelled and will not be held for re-issuance. As per the provisions of section 77A(8) of the Act, the Company will not be allowed to issue fresh equity shares for a period of 6 months or such other period after the completion of the buy-back as may be amended by any statutory modification(s) or re-enactment of the Act or Buy-Back Regulations for the time being in force. This restriction would not apply to bonus shares or shares to be issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares.

#### 12. PROCESS AND METHODOLOGY FOR BUY-BACK PROGRAMME

- The buy-back is open to all shareholders/beneficial owners of equity shares, both registered and unregistered, except Promoters of the Company as indicated in this PA.
- The Company proposes to implement buy-back through the methodology of "Open market purchases through stock exchange" from electronic terminals of BSE
- For the aforesaid buy-back, the Company has appointed Centrum Broking Private Limited as the broker ("Broker") through whom the purchases and settlement on account of buy-back would be made.
- The buy-back of equity shares will be made only through the order matching mechanism except "all or none" order matching system.
- The Company may from time to time, commencing from December 29, 2009, place "buy" orders on the BSE at least once a week on both the odd lots as well as the normal trading segments of the stock exchange during the buy-back period through the Broker, in such quantity and at such prices, not exceeding Rs. 50/- per equity share, as it may deem fit, depending upon the prevailing quotations of equity shares on the stock exchange. When the Company has placed an order for buy-back of equity shares, the identity of the Company as purchaser would be displayed on a screen of the Broker/market participants of stock exchange.

- Shareholders/beneficial owners, who desire to sell their equity shares under buy-back, would have to do so through a stock broker who is a member of BSE, by indicating to their broker the details of equity shares they intend to sell whenever the Company has placed a "buy" order for buy-back of equity shares. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of an order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with stock exchange and SEBI requirements.

- It may be noted that all equity shares bought back by the Company may not be at a uniform price. Further, the Company is under no obligation to place a "buy" order on a daily basis.
- Subject to the Company purchasing Minimum Buy-Back Shares, nothing contained herein shall create any obligation on the part of the Company or the Board to buy-back any equity share (other than Minimum Buy-Back Shares) or confer any right on the part to any shareholder to offer any equity shares for buy-back, even if the maximum limit of buy-back has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the buy-back, if so permissible by law.

- The equity shares of the Company are traded in the compulsory demat mode (Trading Code: BSE: 526731). Shareholders holding equity shares in physical form can sell their equity shares in the odd lot trading segment of the stock exchange.

- The Company shall intimate the stock exchange as well as the public through its release in the newspapers regarding quantity of equity shares purchased and amount utilized for buy-back as prescribed by the Buy-Back Regulations.

#### 13. METHOD OF SETTLEMENT

- The Company will pay the consideration to the Broker on every settlement date, as applicable to the stock exchange.
- The shareholders/beneficial owners holding equity shares in the demat form would be required to transfer the number of equity shares sold by tendering the delivery instructions to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade was executed. The shareholders/beneficial owners holding equity shares in physical form should present the share certificates along with valid transfer deeds to their respective brokers through whom the trade was executed.
- The Company has opened a depository account styled "BRIGHT BROTHERS LTD - BUYBACK" with DP ID 12012200 and Client ID 00054094. The equity shares bought back in demat form would be transferred into the aforesaid account by the Broker on receipt of equity shares from the clearing and settlement mechanism of BSE. These equity shares shall be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and its bye-laws. The equity shares lying in credit in the aforesaid account will be periodically extinguished within 7 days from the date of acceptance of equity shares in the manner specified in the Buy-Back Regulations.
- In respect of equity shares bought back in the physical form, the same would be extinguished and the physical certificates will be destroyed in the presence of Registrar to the buy-back or Merchant Bankers and the Statutory Auditor within 15 days of acceptance of equity shares.

#### 14. COMPLIANCE OFFICER

Tushar Naik, Company Secretary  
Bright Brothers Limited, B-54, Wagle Industrial Estate, Road No. 33, Gyaneshwar Nagar, Thane (W) 400 604; Tel. 91-22-25838333; Fax. 91-22-25837051; Website: <http://www.brightbrothers.co.in>; Email: [tusharnaik@brightbrothers.co.in](mailto:tusharnaik@brightbrothers.co.in)

#### 15. INVESTOR SERVICE CENTRES

In case of any queries, the shareholders may contact on any working day (except Saturdays, Sundays & public holidays) between 10.00 A.M. and 5.00 P.M.:

**Bright Brothers Limited**  
B-54, Wagle Industrial Estate, Road No. 33, Gyaneshwar Nagar, Thane (W) 400 604; Tel. 91-22-25838333; Fax. 91-22-25837051; Email: [tusharnaik@brightbrothers.co.in](mailto:tusharnaik@brightbrothers.co.in)

#### 16. MANAGER TO THE BUY-BACK

**CENTRUM**

**Centrum Capital Limited**

SEBI Reg. No.: INM00001044