

**HINDWARE LIMITED
(FORMERLY KNOWN AS BRILLOCA LIMITED)**

Regd. Office: 2, Red Cross Place, Kolkata-700 001

CIN: U74999WB2017PLC223307

E-mail: ngoenka@hindware.co.in

Phone No.: +91-33-22487407/5668

NOTICE OF 6TH EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Sixth Extra-Ordinary General Meeting of the members of Hindware Limited (“**Company**”) will be held on Wednesday, 30 November, 2022 at 12:00 Noon at the Registered Office of the Company situated at 2 Red Cross Place, Kolkata, West Bengal 700001 to transact the following businesses:

SPECIAL BUSINESS:

Item No. 01:

To consider and approve the issuance of partly paid-up equity shares on preferential basis:

To consider and if thought fit, to give assent/dissent to the following Special Resolution:

"RESOLVED THAT pursuant to provisions of (i) Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (as amended from time to time) (“**the Act**”), read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time); (ii) all other laws as may be applicable from time to time, if any; and (iii) the relevant provisions of the memorandum of association and the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to issue and offer up to 9,00,000 (Nine lacs) equity shares of face value of INR 2 (Indian Rupee two) each for a premium of INR 450 (Indian Rupee Four Hundred Fifty), which may be partly paid up at the time of allotment (“**Partly Paid Equity Shares**”) on the payment of INR 1 (Indian Rupees One) per Partly Paid Equity Shares to the persons as identified and recorded by the Board and listed in the table hereunder (“**Subscribers**”) on a preferential basis by following the private placement mechanism (“**Proposed Issuance**”) and on such terms and conditions as set out in the Explanatory Statement annexed hereto, and more particularly to be set forth in the respective transaction documents executed, *inter alia*, by and between, the Company and Subscribers.

S. No.	Subscribers	Partly Paid Equity Shares
1.	Mr. Sudhanshu Pokhriyal	2,00,000
2.	Mr. Rajesh Pajnoo	2,00,000
3.	Mr. Sandeep Sikka	2,00,000
4.	Mr Sanjay Gaur	1,50,000
5.	Mr Ram Babu Kabra	1,50,000

RESOLVED FURTHER THAT in accordance with the provisions of Section 43, Section 47, and other applicable provisions, if any, of the Act, the Partly Paid Equity Shares shall have the terms as set out in Explanatory Statement hereto, and more particularly to be set forth in the transaction documents



Hindware Limited (formerly known as Brillloca Limited)

Corporate Office: 301-302, 3rd Floor, Park Centra, Sector-30, NH 8, Gurugram, Haryana-122 001, India. T. +91 124 477 9200

Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India T. +91 33-22487407/5668

care@hindware.co.in | www.hindware.com | CIN: U74999WB2017PLC223307

RESOLVED FURTHER THAT consent be and is hereby accorded for issuance of the private placement offer cum application letter (in the Form PAS-4) in relation to the Proposed Issuance, along with the relevant annexures and the application form annexed thereto (“**Private Placement Offer Cum Application Letter**”), a copy of which is placed before the members, to be issued to the Subscribers.

RESOLVED FURTHER THAT any of the directors and the Company Secretary of the Company, be and are hereby severally authorized to (i) file a certified true copy of the above resolution in relation to the Proposed Issuance with the concerned Registrar of Companies in the prescribed form; (ii) sign, issue and deliver the above said Private Placement Offer Cum Application Letter to the Subscribers whose name is hereby identified and recorded for the purposes of the Proposed Issuance as per the provisions of Section 42(3) of the Act and to sign the draft Form PAS-5 recording the details of the Proposed Issuance as prescribed under the Act after making the necessary filings with the Registrar of Company; and (iii) do all such actions, deeds, matters, writings and things as are necessary or expedient to give effect to the above resolutions, including, but not limited to, undertaking filing of requisite forms, returns and documents with the concerned jurisdictional Registrar of Companies/ Ministry of Corporate Affairs/ Reserve Bank of India or any other authority and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to respond, address and settle any question, difficulty or doubt that may arise in regard to offer and issuance of the said Partly Paid Equity shares.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the directors or the Company Secretary of the Company be submitted to all necessary authorities who may be requested to act thereon.”

By Order of the Board of Directors

For Hindware Limited (Formerly known as Brilloca Limited)

Payal M Puri
Company Secretary and V.P. Group General Counsel



Place: Gurugram

Date: 4 November, 2022

Notes:

1. The Extra- Ordinary General Meeting is being convened pursuant to Section 101(1) of the Act. Kindly make yourself available to the meeting.
2. 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 the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Explanatory statement under Section 102 is enclosed.
4. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company on any working day prior to the date of meeting during 3:00 p.m. and 5:00 p.m..
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a copy of the Board resolution/ authorization letter authorizing their representative to attend and vote on their behalf at the Meeting.
6. Quorum of the Meeting shall be in accordance with Section 103 of the Act, subject to Articles of Association of the Company (as amended from time to time).
7. The members are requested to notify immediately to the Company at its Registered Office any change in their address.
8. Route map and prominent landmark for easy location of the venue of the Meeting is enclosed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO: 1

SPECIAL BUSINESS | SPECIAL RESOLUTION

To consider and approve the issuance of partly paid up equity shares on preferential basis :

The Board of Directors at their meeting held on 4th November, 2022, subject to the approval of the members of the Company, has approved to issue and offer up to 9,00,000 (Nine lacs) equity shares of face value of INR 2 (Indian Rupee two) each for a premium of INR 450 (Indian Rupee Four Hundred Fifty), which may be partly paid up at the time of allotment on the payment of INR 1 (Indian Rupees One) per Partly Paid Equity Shares to the Subscribers on a preferential basis by following the private placement mechanism.

The draft offer letter in Form PAS 4, pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus of Securities) Rules, 2014, is enclosed herewith.

The disclosures required pursuant to Section 42 and 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2020 are as below:

- i. **The objects of the Issue:** For the purpose of allotment of preferential equity shares of the Company to selected employees as part of the remuneration structure to align them with the strategic long term objectives of the Company.
- ii. **The total number of shares or other securities to be issued:** 9,00,000 (Nine lacs) Partly Paid Equity Shares.
- iii. **Kinds of securities offered:** Partly Paid Equity Shares
- iv. **The price or price band at/within which the allotment is proposed:** partly paid up at the time of allotment on the payment of INR 1 (Indian Rupees One) per Partly Paid Equity Shares
- v. **Premium:** 450 (*Four Hundred Fifty*)
- vi. **Amount which the company intends to raise by way of such securities:** The total amount the Company intends to raise is INR 40,68,00,000 (Indian Rupees Forty Crores Sixty Eight Lacs only). Subscribers shall pay initial paid up amount of INR 9,00,000 (Indian Rupees Nine Lacs only) for issuance of 9,00,000 (Nine Lacs) Partly Paid Equity Shares.

Upon calls made by the Company to Subscribers to pay the unpaid amount on the Partly Paid Equity Shares, the Subscribers shall be required to pay the called amount and make their respective Partly Paid Equity Shares fully paid up.
- vii. **Basis on which the price has been arrived at along with report of the registered valuer and name and address of valuer who performed valuation:** The issue price per equity share has been arrived at considering the Discounted Cash Flow Method under the Income Approach as per the Valuation Report dated 3rd November 2022 issued by Ernst & Young Merchant Banking Services LLP, an Independent Valuer Firm, having its office at Worldmark 1, 3rd and 6th Floor, Asset Area 11, Aerocity, Delhi-110037.

- viii. **Relevant date with reference to which the price has been arrived at (Relevant Date means a date at least thirty days prior to the date on which the general meeting of the company is scheduled to be held):** 30th September, 2022
- ix. **The class or classes of persons to whom the allotment is proposed to be made:** Individuals (identified Employees of the Company including one key managerial personnel (other than the promoter directors))
- x. **Particulars of the offer including date of passing of Board Resolution:** 4th November, 2022
- xi. **Material terms of raising such securities:** Please refer Annexure A attached hereto
- xii. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** None of the Promoters and Directors has any intention to subscribe to the offer. Except Mr. Sandeep Sikka, Chief Financial Officer, no other key managerial personnel has any intention to subscribe to the offer.
- xiii. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** None
- xiv. **Principle terms of assets charged as securities:** Nil
- xv. **Proposed time schedule for which the offer letter is valid:** Offer letter is valid till 15 days from the date of letter of offer in Form PAS-4.
- xvi. **The proposed time within which the allotment shall be completed:** The allotment shall be made within 60 days of the receipt of the call money from the relevant subscriber.
- xvii. **The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

S. No	Name of Proposed Allottee	Number of Partly Paid Equity Shares	Percentage of Post Preferential Offer Capital on a fully diluted basis
1.	Mr. Sudhanshu Pokhriyal	2,00,000	0.40
2.	Mr. Rajesh Pajnoo	2,00,000	0.40
3.	Mr. Sandeep Sikka	2,00,000	0.40
4.	Mr Sanjay Gaur	1,50,000	0.30
5.	Mr Ram Babu Kabra	1,50,000	0.30
	Total	9,00,000	1.80

- xviii. **The change in control, if any, in the Company that would occur consequent to the preferential offer:**

Nil

- xix. **The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

None

- xx. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

xxi. The pre issue, current shareholding and post issue shareholding pattern of the Company in the following format

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual				
	Rajendra Kumar Somany*	98	0.00	98	0.00
	Niranjan Kumar Goenka*	98	0.00	98	0.00
	Girdhari Lal Sultania*	98	0.00	98	0.00
	Ajay Kumar Dokania*	98	0.00	98	0.00
	Manoj Kumar Agarwal*	98	0.00	98	0.00
	Ravi Kedia*	98	0.00	98	0.00
	Bodies corporate				
	Hindware Home Innovation Limited (Formerly Somany Home Innovation Limited)	48999412	100.00	48999412	98.20
	Sub-total	49000000	100.00	49000000	98.20
2	Foreign promoters	-	-	-	-
	sub-total (A)	49000000	100.00	49000000	98.20
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Employees				
	Mr. Sudhanshu Pokhriyal	-	-	2,00,000**	0.40
	Mr. Rajesh Pajnoo	-	-	2,00,000**	0.40
	Mr. Sandeep Sikka	-	-	2,00,000**	0.40
	Mr Sanjay Gaur	-	-	1,50,000**	0.30
	Mr Ram Babu Kabra	-	-	1,50,000**	0.30

	Indian public	-	-	9,00,000**	1.80
	others (including NRIs)	-	-	-	-
	Sub-total (B)	-	-	9,00,000**	1.80
	GRAND TOTAL	49000000	100.00	49900000	100.00

* Nominee of Hindware Home Innovation Limited (Formerly Somany Home Innovation Limited)

** **Partly Paid Shares. The percentage has been calculated assuming the shares are fully paid-up.**

By Order of the Board of Directors

For Hindware Limited (Formerly Known as Briten Limited)


 Payal M Puri
 Company Secretary and V.P. Group General Counsel



Place: Gurugram

Date: 4 November, 2022

Annexure A

Terms of Partly Paid Equity Shares

The Partly Paid Equity Shares are issued on the following terms:

1. **Value.** Each Partly Paid Equity Share shall be of face value of INR 2/- (Indian Rupee Two) and a premium of INR 450 (Indian Rupee Four Hundred Fifty).
2. **Amount partly paid up.** Each Partly Paid Equity Share shall be issued to a Subscriber at the payment of INR 1 (Indian Rupee One) per Partly Paid Equity Share.
3. **Right to Call.**
 - 3.1 The Board shall have the right to make call on the unpaid amount in accordance with these terms.
 - 3.2 Upon the occurrence of a primary or secondary investment of not less than INR 300 crores in the Company by a third party institutional investor, but prior to expiry of 9 (nine) years from the date of allotment of the Partly Paid Equity Shares, the Board shall have the right to make calls, in accordance with paragraph 4 below, requiring the Subscribers to pay the unpaid amount on the Partly Paid Equity Shares (“Call”). Upon a Call being made by the Board, the Subscribers shall be required to pay the called amount and make their respective Partly Paid Equity Shares fully paid up within 90 (ninety) days from the date of Call notice.
 - 3.3 Upon the Call being made, the Subscribers shall pay to the Company the amount called on the Partly Paid Equity Shares in accordance with the Call notice.
 - 3.4 The Call shall be deemed to have been made at the time when the resolution of the Board authorizing the Call was passed. The amount called (including the premium) by the Board shall be payable in full.
 - 3.5 In the event any Subscriber does not pay monies unpaid on the Partly Paid Equity Shares (whether on account of the nominal value of the shares or premium) in accordance with the Call or within 9 (nine) years from the date of allotment (whichever is earlier), the Board shall issue a notice to such Subscriber and, subject to applicable law, if the Subscriber fails to make the payments in respect of monies unpaid within a period of 90 (ninety) days from the date of receipt of the notice, then the Partly Paid Equity Shares in respect of which monies remains unpaid shall stand immediately forfeited and the Subscriber shall be struck off from the register of members in relation to the such Partly Paid Equity Shares.
4. **Rank.** Partly Paid Equity Shares will rank *pari-passu* with the equity shares of the Company.
5. **Voting Rights.** Each Partly Paid Equity Share shall have voting rights proportionate to the amount paid up for such Partly Paid Equity Share (including premium).
6. **Amendment.** Subject to the applicable laws, the terms of Partly Paid Equity Share can be varied, modified or abrogated with the prior written consent of all the holders of the Partly paid Equity Shares.

7. **Other transfer restrictions.** The Partly Paid Equity Shares shall be subject to such transfer restrictions (including lock-in, clawback, right of first refusal, *etc.*) as may be agreed between the Subscribers and the Company in writing.

Form No. MGT-11

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 member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:.....Address:.....
E-mail Id:Signature:.....or failing him/her
2. Name:.....Address:.....
E-mail Id:Signature:.....or failing him/her
3. Name:.....Address:.....
E-mail Id:Signature:.....as my/our proxy

to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 30 November, 2022 at 12:00 Noon at the registered office of the Company situated at 2, Red Cross Place, Kolkata – 700001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Number of Shares held	For	Against
1.	To consider and approve the issuance of partly paid-up equity shares on preferential basis			

Signed this..... day of..... 2022

Affix Revenue Stamp

Signature of shareholder/Signature of Proxy holder(s)

Notes: 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.

ATTENDANCE SLIP

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No..... No. of Shares held

Client ID DP ID

Full Name(s) of Member / Joint Members

1.....

2.....

3.....

4.....

Full Name of the Proxy if attending the meeting

I hereby record my presence at the 6th Extra-Ordinary General Meeting of the Company held on Wednesday, 30 November, 2022 at 12:00 Noon at the registered office of the Company situated at 2, Red Cross Place, Kolkata – 700001, West Bengal.

.....

Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.

ROUTE MAP

