

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

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

CIN: U74999WB2017PLC223307

Phone: 033-22487407/5668

E-mail: ngoenka@hindware.co.in | Website: [www.hindware.com](http://www.hindware.com)

Notice is hereby given that the 6<sup>th</sup> (Sixth) Annual General Meeting of the members of Hindware Limited (Formerly Known as Brilloca Limited) will be held on Wednesday, 21 June, 2023 at 2:30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt:

The audited financial statements of the Company for the financial year ended 31 March 2023, the reports of the Board of Directors and Auditors thereon.

2. To declare Dividend on Fully Paid-up Equity Shares and on Partly Paid-up Equity Shares for the year ended 31 March 2023.
3. To appoint a Director in place of Mr. Sandip Somany (DIN: 00053597) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Lodha & Co., as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company and to fix their remuneration.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory enactment or modifications thereof) and based on the recommendation of the Audit Committee and Board of Directors ("Board"), M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for the second term of five consecutive years i.e. from conclusion of the 6<sup>th</sup> (Sixth) Annual General Meeting till the conclusion of the 11<sup>th</sup> (Eleventh) Annual General Meeting of the Company at such annual remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors including out of pocket expenses and other expenses as may be decided between the Board and the Auditors.

**RESOLVED FURTHER THAT** the Board of the Company or any Committee thereof be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years and do such necessary acts, deeds, things and matters as may be considered necessary on behalf of the Company."

**By Order of the Board**  
**For Hindware Limited**  
**(Formerly Known as Brilloca Limited)**

  
**Payal M Puri**

**(Company Secretary & V.P. Group General Counsel)**

**Place: Gurugram**

**Date: 10<sup>th</sup> May, 2023**

**NOTES:**

1. Ministry of Corporate Affairs vide its General Circulars 10/2022 dated 28 December, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021 and 5 May 2022 respectively, hereinafter referred as "MCA Circulars", has extended relaxations to conduct Annual General Meeting ("AGM") of the Companies due in year 2023 through VC/OAVM. Hence, in compliance with the "MCA Circulars, the 6<sup>th</sup> (Sixth) AGM of the Company is being conducted through VC/OAVM, which does not require the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to MCA Circulars, since the AGM is conducted through VC/OAVM, where physical presence of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies under Section 105 of the Companies Act, 2013 ("Act") is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting for participation and voting in the AGM through VC/OAVM.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members holding partly paid Equity Shares are eligible to attend the AGM and shall have voting rights proportionate to the amount paid up for such partly paid Equity Shares.
5. M/s. Lodha & Co., Chartered Accountants, Statutory Auditor of the Company having Firm's Registration No. 301051E holds office till conclusion of the ensuing Annual General Meeting. Pursuant to the provisions of Section 139 and the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013 ("Act"), M/s. Lodha & Co., is eligible to be re-appointed for the second term as Statutory Auditor of the Company. The Company has received written consent and certificate of eligibility from M/s. Lodha & Co. in accordance with Sections 139, 141 and other applicable provisions of the Act and Rules made thereunder. The Audit Committee and the Board of Directors recommend re-appointment of M/s. Lodha & Co., Chartered Accountants for the second term as the Company's Statutory Auditor from conclusion of the ensuing Annual General Meeting till the conclusion of 11<sup>th</sup> (Eleventh) Annual General Meeting of the Company, at such annual remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors including out of pocket expenses and other expenses as may be decided between the Board and the Auditors for approval of shareholders of the Company.
6. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
7. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. Documents, if any, referred to in the Notice shall be made available for inspection by members. The members may write to the Company Secretary at e-mail id [payal@hindware.co.in](mailto:payal@hindware.co.in) requesting the relevant documents for the purpose of inspection and the same shall be made available to them.
9. Corporate members are required to send the relevant Board Resolution/Authority Letter/POA of the duly authorised signatory who has the authority to attend and vote on their behalf at the AGM.
10. In case of poll, the Members are requested to convey their vote (assent/dissent) to the resolutions by filling the ballot form, which forms part of this Notice, and send the same to the Company's designated e-mail id [payal@hindware.co.in](mailto:payal@hindware.co.in).

11. The Members are requested to attend the AGM by clicking on the link which will be sent by the Company to respective e-mail ids of the Members.
12. Dividend on Fully paid up equity shares and partly paid up equity shares, will be paid to those shareholders whose names appear on the Company's Register of Members on Monday, 12 June, 2023.
13. Members who hold equity shares in the dematerialized form and want to provide/change/ correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of equity shares held in dematerialised form.
14. Members of the Company are informed that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the amount of dividend which remains unpaid / unclaimed for a period of 7 consecutive years is required to be transferred to the 'Investor Education & Protection Fund' (IEPF) constituted by the Central Government. It is further informed that, as on date, no amount of dividend is unpaid/unclaimed for any financial year so declared by the Company.
15. Pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, the Company has facilitated dematerialisation of all its existing securities by way of registration and admission of its existing securities with the depository. It is further informed that all the shares/securities issued by the Company are held in dematerialised form only.

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**BALLOT PAPER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

<b>Sl. No.</b>	<b>PARTICULARS</b>		<b>DETAILS</b>
1.	Name(s) of the first named Shareholder (In Block Letters)	:	
2.	Postal Address	:	
3.	Registered Folio No./DP ID No. & Client ID No.* [*Applicable to Members holding shares in dematerialized form]	:	
4.	Class of share	:	<b>Equity</b>

I/We hereby exercise my/our vote in respect of the following Resolutions as set out in the Notice dated 10 May, 2023 of the 6<sup>th</sup> **Annual General Meeting of the Company to be held on Wednesday, 21 June, 2023 at 2:30 P.M.** by recording my/our assent or dissent to the said resolution in the following manner:

<b>Resolution No.</b>	<b>Ordinary Business</b>	<b>No. of Shares held</b>	<b>I/We assent to the Resolution</b>	<b>I/We dissent from the Resolution</b>
1.	To consider and adopt: The audited financial statements of the Company for the financial year ended 31 March 2023, the reports of the Board of Directors and Auditors thereon			
2.	To declare Dividend on Fully Paid-up Equity Shares and on Partly Paid-up Equity Shares for the year ended 31 March 2023			
3.	To appoint a Director in place of Mr. Sandip Somany (DIN: 00053597) who retires by rotation and being eligible, offers himself for re-appointment			
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**Place:****Date:**\_\_\_\_\_  
Signature of the Member/Authorised Representative