

BRILLOCA LIMITED

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

CIN: U74999WB2017PLC223307

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

NOTICE OF 5TH EXTRA-ORDINARY GENERAL MEETING

[Pursuant to Sections 101 and 102 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

SHORTER NOTICE is hereby given, pursuant to the provisions of Sections 101 and 102 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with Rule 18 of the Companies (Management and Administration) Rules 2014, Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), that 5th Extra-Ordinary General Meeting of the members of Brilloca Limited ("**Company**"), will be held on Thursday, March 31, 2022 at 11:00 A.M. at the registered office of the Company situated at 2, Red Cross Place, Kolkata – 700001, West Bengal to transact the following business:

Special Business:

Item No. 1

Approval for change of name of the Company from "Brilloca Limited" to "Hindware Limited" and consequent alteration in Memorandum and Articles of Association of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 ("**Act**") read with the Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities, consent of the Members be and is hereby accorded for change of name of the Company from "Brilloca Limited" to "Hindware Limited" and consequent alteration in Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Name Clause in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The name of the Company is "Hindware Limited".

RESOLVED FURTHER THAT the name "Brilloca Limited" wherever appearing in the Memorandum and Articles of Association and all other documents/records of the Company be substituted by the new name "Hindware Limited" in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps

necessary, expedient or proper, with respect to the implementation of the above mentioned resolution (including finalising, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto and to seek their registration thereof with the concerned authorities, and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other decisions as it/ they may, in its/ their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

By Order of the Board of Directors

For **Brilloca Limited**



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



Place: Gurugram
Date: March 15, 2022

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

Item No. 1

The Members are aware that the Company is engaged, inter-alia, in the business of sanitaryware and faucets under the brand name "Hindware". The brand name "Hindware" is a prominent and renowned brand and has substantial market presence in the industry in which the Company operates. Accordingly, it is proposed to change the name of the Company to reflect the existing brand of the Company "Hindware" in its name.

In view of the above, the Company filed an application with the Registrar of Companies ("ROC") for reservation of a suitable name. Thereafter, the ROC, Central Registration Centre, Ministry of Corporate Affairs vide its letter dated March 7, 2022 has reserved the name "Hindware Limited" for the Company in accordance with the provisions of the Companies Act, 2013 ("**Act**").

It is further informed that the Board of Directors vide its resolution dated March 15, 2022 passed by way of circulation has approved change of name of the Company from "Brilloca Limited" to "Hindware Limited" and consequent alteration in the Memorandum and Articles of Association of the Company.

Accordingly, approval of the members is being sought pursuant to the provisions of the Act and other applicable provisions, if any, to change the name of the Company from "Brilloca Limited" to "Hindware Limited" and consequently alter the Memorandum and Articles of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the passing of special resolution specified in Item No. 1 of the Notice for the approval of the members.

For **Brilloca Limited**


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



Place: Gurugram
Date: March 15, 2022

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS / HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A proxy should be sent in the form enclosed and in order to be effective must reach the registered office of the Company at least **FORTY EIGHT HOURS** before the scheduled time of the meeting.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. 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 a proxy for any other person / shareholder.
4. Members are requested to carry the Attendance slip as attached in the Notice.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item No. 1 set out above is annexed hereto.
6. Documents, if any, referred to in the Notice may be inspected 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. and will also be available at the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the said Meeting.
8. A route map of the venue of EOGM is attached herewith.
9. This meeting has been called at Shorter Notice after obtaining consent of all the members in terms of Section 101 of the Companies Act, 2013.



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 5th Extra-Ordinary General Meeting of the Company, to be held on Thursday, March 31, 2022 at 11:00 A.M. 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.	Approval for change of name of the Company from “Brilloca Limited” to “Hindware Limited” and consequent alteration in Memorandum and Articles of Association of the Company			

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 5th Extra-Ordinary General Meeting of the Company held on Thursday, March 31, 2022 at 11:00 A.M. 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



