

BRILLOCA LIMITED

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

CIN: U74999WB2017PLC223307

Phone: 033-22487407/5668

E-mail: ngoenska@hindware.co.in

Website: www.brilloca.com

Notice is hereby given that the 3rd Annual General Meeting of the members of Brilloca Limited will be held on Thursday, 30th July, 2020 at 2, Red Cross Place, Kolkata-700 001 at 12:00 noon to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

The audited financial statements of the Company for the financial year ended 31 March 2020, the reports of the Board of Directors and Auditors thereon.

2. To confirm payment of Interim Dividend of Rs. 500/- per Equity Share for the year ended 31 March 2020 as Final dividend.
3. To appoint a Director in place of Mr. Girdhari Lal Sultania (DIN: 00060931) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4

Appointment of Mr. Ashok Jaipuria as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, Mr. Ashok Jaipuria (DIN: 00214707), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th November, 2019 to hold office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 12th November, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 5

Appointment of Mr. Salil Kumar Bhandari as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, Mr. Salil Kumar Bhandari (DIN: 00017566), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th November, 2019 to hold office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 12th November, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 6

Appointment of Dr. Rainer Siegfried Simon as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, Dr. Rainer Siegfried Simon (DIN: 03543040), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th November, 2019 to hold office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 12th November, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 7

Appointment of Ms. Alpana Parida as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, Ms. Alpana Parida (DIN: 06796621), who was appointed as an Additional Director of the Company with effect from 27th March, 2020 to hold office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 27th March, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board
For Brilloca Limited**

Place : Gurugram

Payal M Puri

Date: 22nd June 2020

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

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.**
2. 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. Proxies submitted on behalf of companies, societies etc. must be supported by appropriate resolution / authority as applicable.
3. M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), were appointed as Statutory Auditors of the Company at first Annual General Meeting of the Company held on 6 September, 2018 for a period of 5 years i.e to hold office from the conclusion of the first Annual General Meeting until the conclusion of the sixth Annual General Meeting of the Company, at such remuneration as agreed between the Board of Directors of the Company and the Auditors including out of pocket expenses and other expenses. The Ministry of Corporate Affairs (MCA) vide its circular dated 7 May 2018 notified various sections of The Companies (Amendment) Act, 2017, thereby modifying Section 139 of Companies Act, 2013. Accordingly, the requirement for ratification of appointment of Statutory Auditors by the shareholders at every Annual General Meeting has been omitted, hence no such resolution is proposed at this Annual General Meeting.
4. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. 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.
6. Members are requested to carry the Attendance slip as attached in the Notice.
7. 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 business hours between 3:00 p.m. to 5:00 p.m. and will also be available at the meeting.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
9. 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.

10. Members who are holding equity shares in physical form, if any, are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent.
11. 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.
12. A route map of the venue of AGM is attached herewith.
13. 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. The shareholders, holding shares in physical form, are requested to mandatorily get their shares converted into demat form to give effect to any transfer or subscribe to shares of the Company.

**By Order of the Board
For Brilloca Limited**

**Place : Gurugram
Date: 22nd June 2020**

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

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 4 to 6

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of Company and resolution passed by the Board of Directors at their meeting held on 12th November, 2019, Mr. Ashok Jaipuria, Mr. Salil Kumar Bhandari and Dr. Rainer Siegfried Simon were appointed as Additional Directors designated as Independent Director and they holds office upto the date of this Annual General Meeting and are eligible to be appointed as Directors of the Company.

The Company has received notices in writing from members, proposing the candidature of Mr. Ashok Jaipuria, Mr. Salil Kumar Bhandari and Dr. Rainer Siegfried Simon for holding the office of Directorship pursuant to Section 160 of the Companies Act, 2013. A brief profile covering the details of their age, qualifications, experience, terms and conditions of appointments, etc as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I.

Copies of the draft letters for the appointment of Mr. Ashok Jaipuria, Mr. Salil Kumar Bhandari and Dr. Rainer Siegfried Simon as Independent Directors setting out the terms and conditions are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days.

The Board considers that their association would be of immense benefit to the Company taking into account the external business environment, their business knowledge, core skills and experience and it is desirable to avail the services of Mr. Ashok Jaipuria, Mr. Salil Kumar Bhandari and Dr. Rainer Siegfried Simon. Therefore, the Board recommends the appointment of Mr. Ashok Jaipuria, Mr. Salil Kumar Bhandari and Dr. Rainer Siegfried Simon as Independent Non-Executive Directors for the term of 5 years w.e.f 12th November 2019, not liable to retire by rotation as set out in the resolutions under item nos. 4 to 6 of the accompanying Notice for approval of the members.

Except Mr. Ashok Jaipuria, Mr. Salil Kumar Bhandari and Dr. Rainer Siegfried Simon being the appointees, or their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out under item nos. 4 to 6 of the accompanying Notice.

ITEM NO.7

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of Company, Ms. Alpana Parida was appointed as an Additional Director to be designated as Independent Director on the Board w.e.f 27th March 2020, through resolution passed by circulation by the Board of Directors of the Company pursuant to the provisions of Section 175 of the Companies Act, 2013 and Secretarial Standard 1 issued by the Institute of Company Secretaries of India who holds office upto the date of this Annual General Meeting and is eligible to be appointed as Director of the Company.

The Company has received a notice in writing from a member, proposing the candidature of Ms. Alpana Parida for holding the office of Directorship pursuant to Section 160 of the Companies Act, 2013. A brief profile covering the detail of her age, qualifications, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I.

Copy of the draft letter for the appointment of Ms. Alpana Parida as Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days,

The Board considers that her association would be of immense benefit to the Company taking into account the external business environment, her business knowledge, core skills and experience and it is desirable to avail the services of Ms. Alpana Parida. Therefore, the Board recommends the appointment of Ms. Alpana Parida as Independent Non-Executive Director for a term of 5 years w.e.f 27th March 2020, not liable to retire by rotation as set out in the resolution under item no. 7 of the accompanying Notice for approval of the members.

Except Ms. Alpana Parida being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 7 of the accompanying Notice.

ANNEXURE - I

Details of Directors seeking appointment at the 3rd Annual General Meeting scheduled to be held on 30th July, 2020.

Mr. Ashok Jaipuria

Category	Non- executive Independent Director
Date of Birth (Age)	11 November 1953 (aged about 66 years)
Date of first appointment on the Board	12 November 2019
Qualifications	Degree in Associate of Arts in Business Administration and Diploma in Marketing Science
Experience	Over 44 years
Shareholding in the Company	Nil
Terms and Conditions of appointment/ re-appointment	A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office.
Remuneration sought to be paid	He is entitled to receive commission on net profit of the Company as per the special resolution passed by the shareholders in the Extra-ordinary General Meeting held on 14th November, 2019
Remuneration last drawn during Financial period-2019-2020	Nil
Relationship with other Directors/ KMP of the Company	None

No. of Meetings of the Board attended during the year	None. He was appointed as Additional Director by the Board in its meeting held on 12th November 2019.
Directorships held in other Companies	2
Chairmanship/ Membership held in other Companies	Membership 1) Cosmo Films Limited HR, Nomination & Remuneration Committee Corporate Social Responsibility (CSR) Committee

Mr. Salil Kumar Bhandari

Category	Non- executive Independent Director
Date of Birth (Age)	28 November 1957 (aged about 62 years)
Date of first appointment on the Board	12 November 2019
Qualifications	Fellow member of Institute of Chartered Accountants of India, B. Com. (Hons.), and Diploma in Business Administration
Experience	Over 39 years
Shareholding in the Company	Nil
Terms and Conditions of appointment/ re-appointment	A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office.
Remuneration sought to be paid	He is entitled to receive commission on net profit of the Company as per the special resolution passed by the shareholders in the Extra-ordinary General Meeting held on 14th November, 2019
Remuneration last drawn during Financial period-2019-2020	Nil
Relationship with other Directors/ KMP of the Company	None
No. of Meetings of the Board attended during the year	1
Directorships held in other Companies	6
Chairmanship/ Membership held in other Companies	Chairmanship 1) Somany Home Innovation Limited Audit Committee Nomination and Remuneration Committee Stakeholders' Relationship Committee 2) Ginni International Limited Nomination and Remuneration Committee 3) Greenpanel Industries Limited Audit Committee Nomination and Remuneration Committee Membership 1) Ginni International Limited

	Audit Committee
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Dr. Rainer Siegfried Simon

Category	Non- executive Independent Director
Date of Birth (Age)	7 March 1950 (70 years)
Date of first appointment on the Board	12 November 2019
Qualifications	A Doctorate and has a degree in Business Administration from St. Gallen University, Switzerland
Experience	34 years
Shareholding in the Company	Nil
Terms and Conditions of appointment/ re-appointment	A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office.
Remuneration sought to be paid	He is entitled to receive commission on net profit of the Company as per the special resolution passed by the shareholders in the Extra-ordinary General Meeting held on 14th November, 2019
Remuneration last drawn during Financial period-2019-2020	Nil
Relationship with other Directors/ KMP of the Company	None
No. of Meetings of the Board attended during the year	1
Directorships held in other Companies	Nil
Chairmanship/ Membership held in other Companies	Nil

Ms. Alpana Parida

Category	Non- executive Independent Director
Date of Birth (Age)	12 January 1963 (57 years)
Date of first appointment on the Board	27 March 2020
Qualifications	She is graduated from IIM-Ahmedabad in 1985 and has a degree in Economics from St. Stephens, Delhi University
Experience	Over 25 years
Shareholding in the Company	Nil
Terms and Conditions of appointment/ re-appointment	A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office.

Remuneration sought to be paid	She is entitled to receive commission on net profit of the Company as per the special resolution passed by the shareholders in the Extra-ordinary General Meeting held on 14th November, 2019
Remuneration last drawn during Financial period-2019-2020	Nil
Relationship with other Directors/ KMP of the Company	None
No. of Meetings of the Board attended during the year	None. She was appointed as Additional Director by the Board in its meeting held on 27th March 2020 and thereafter no meeting of Board was held in the FY 2019-2020
Directorships held in other Companies	8
Chairmanship/ Membership held in other Companies	<p>Chairmanship</p> <p>1) Cosmo Films Ltd Stakeholder Relationship Committee</p> <p>2) Prime Securities Ltd Nomination & Remuneration Committee</p> <p>Membership</p> <p>1) Cosmo Films Ltd Audit Committee Corporate Social Responsibility Committee</p> <p>2) Prime Securities Ltd Audit Committee Corporate Social Responsibility Committee Stakeholder Relationship Committee</p> <p>3) S H KELKAR and Company Ltd Nomination & Remuneration Committee Stakeholder Relationship Committee</p> <p>4) GRP LTD Audit Committee Nomination & Remuneration Committee</p> <p>5) FSN E-Commerce Ventures Pvt Ltd NOMINATION & REMUNERATION</p> <p>6) Primesec Investments Ltd Audit Committee</p>

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E-mail: ngoenska@hindware.co.inWebsite : www.brilloca.com**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 3rd Annual General Meeting of the Company, to be held on Thursday, the 30th July, 2020 at 12:00 noon at 2, Red Cross Place, Kolkata-700 001 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 adopt: The audited financial statements of the Company for the financial year ended 31 March 2020, the reports of the Board of Directors and Auditors thereon			
2.	To confirm payment of Interim Dividend of Rs. 500/- per Equity Share for the year ended 31 March 2020 as Final dividend			
3.	To appoint a Director in place of Mr. Girdhari Lal Sultania (DIN: 00060931) who retires by rotation and being eligible, offers himself for re-appointment			

4.	Appointment of Mr. Ashok Jaipuria as an Independent Director of the Company			
5.	Appointment of Mr. Salil Kumar Bhandari as an Independent Director of the Company			
6.	Appointment of Dr. Rainer Siegfried Simon as an Independent Director of the Company			
7.	Appointment of Ms. Alpana Parida as an Independent Director of the Company			

Signed this..... day of..... 2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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.

BRILLOCA LIMITED

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Website: www.brilloca.com

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 3rd Annual General Meeting of the Company held at its Registered Office at 2, Red Cross Place, Kolkata-700 001 on Thursday, the 30th July, 2020 at 12:00 noon.

.....

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 OF THE VENUE OF THE ANNUAL GENERAL MEETING

