

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.brilloca.com

Notice is hereby given that the 5th Annual General Meeting of the members of Hindware Limited (Formerly Known as Brilloca Limited) will be held on Thursday, 30 June, 2022 at the registered office of the Company at 2, Red Cross Place, Kolkata -700001 at 11:00 a.m. 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 2022, the reports of the Board of Directors and Auditors thereon.

2. To declare Dividend on Equity Shares for the year ended 31 March 2022.
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:

4. **TO APPROVE INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass, with or without modification(s), the following as a **Special Resolution:**

“RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company, free reserves and securities premium that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not at any time exceed Rs.2,000 Crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be

required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. TO APPROVE THE AMENDMENT IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore only) divided into 3,00,00,000 Equity Shares of Rs. 2/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 7,50,00,000 Equity Shares of Rs. 2/- each and that Capital Clause 5 of the Memorandum of Association of the Company be amended suitably.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) thereof, the existing Clause 5 of the Memorandum of Association relating to the Share Capital of the Company be and is hereby altered/amended by substituting in its place the following as Clause 5:

5. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 7,50,00,000 Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary, be and are hereby severally authorised to do all such act(s), deed(s) and things including executing and filing all forms, documents as may be necessary and incidental to give effect to the aforesaid resolution.”

6. TO APPROVE THE ISSUANCE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 63 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any other applicable laws, rules, regulations and statutory modification(s) thereof, and as per the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, approval of the members be and is hereby accorded for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares in the proportion of 1 (One) fully paid-up Equity Shares of Rs. 2/- each for every 1 (One) fully paid-up Equity Share of Rs. 2/- each held by them, credited as fully paid-up to the holders of the Equity shares of the Company whose names shall appear on the Register of Members on the 'Record Date' to be determined by the Board, and the Bonus Shares so allotted

shall, for all purposes, be treated as an increase in the Paid-up share capital of the Company.

RESOLVED FURTHER THAT the Bonus shares so allotted shall rank pari passu in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the Bonus equity shares be issued and credited to the respective beneficiary account of the shareholders in dematerialized form, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company or Company Secretary severally and /or Corporate Affairs Committee of the Company, be and are hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

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

**Place: Gurugram
Date: 17th May, 2022**

**Payal M Puri
(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 subject to ratification at Annual General Meeting every year. 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 authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
9. Dividend on equity shares, will be paid to those shareholders whose names appear on the Company's Register of Members on 22 June 2022.
10. 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.

11. 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.
12. 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 no amount of dividend is unpaid/unclaimed for any financial year so declared by the Company.
13. A route map of the venue of AGM is attached herewith.
14. 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.

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

ITEM NO. 4

The Company vide its Special Resolution passed by the Members of the Company at its 1st Extra-ordinary General Meeting held on 5 January 2019 (1st EOGM), had accorded its consent to the Board of Directors to borrow funds to the extent of Rs. 1000 crore in excess of the paid up capital and free reserves of the Company.

In view of Company's consistent requirements for financing the capital expenditure on expansion and modernization programs and partly to augment the long term capital requirements for Company's growing activities and operations, it is necessary to raise the existing borrowing limit of Rs. 1000 Crore to Rs. 2000 Crore.

Thus, pursuant to provisions of Section 180 of the Companies Act, 2013 consent of the members is required by way of a Special Resolution for said enhancement in borrowing limit of the company.

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholdings in the Company, are interested in this resolution.

The Board recommends the Special Resolution set out under item no.4 of the Notice for approval by the members.

ITEM NO. 5

The present Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crore only) comprising of 3,00,00,000 Equity Shares of Rs. 2/- each and the subscribed and paid-up share capital of the Company stands at Rs. 4,90,00,000 /- (Rupees Four Crore Ninety Lakh Only) divided into 2,45,00,000 Equity Shares of Rs. 2/- each.

The Board of Director in their meeting held on 17 May, 2022 proposed a resolution to increase the Authorised Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore only) divided into 3,00,00,000 Equity Shares of Rs. 2/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 7,50,00,000 Equity Shares of Rs. 2/- each subject to approval of shareholders of the Company.

Such increase in the authorised share capital of the Company will require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the Members of the Company by way of passing an Ordinary Resolution to that effect.

A copy of the Memorandum and Articles of Association of the Company incorporating the aforesaid amendment will be available for inspection of the Members at the Registered Office of the Company on any working day of the Company between 3:00 p.m. and 5:00 p.m. and upto and including the date of this Annual General Meeting of the Company or any adjournment(s) thereof and the same will also be available at the meeting.

None of the Directors of the Company and/or their relatives and/or Key Management Personnel, if any, are concerned or interested in the above resolution.

The Board accordingly recommends the ordinary resolution as set out under item No. 5 of the accompanying notice for approval of the Members.

ITEM NO. 6

In terms of Sections 63 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the Board of Directors at their meeting held on 17 May, 2022 have recommended issuance of Bonus Shares in the ratio of 1 (One) Equity Share of Rs. 2 each for every 1 (One) fully paid-up Equity Share of Rs. 2/- each, credited as fully paid-up to the holders of the

Equity shares of the Company whose names shall appear on the Register of Members/benpos provided by the Depository Participants on the 'Record Date' to be determined by the Board, and the Bonus Shares so allotted shall, for all purposes, be treated as an increase in the Paid-up share capital of the Company and shall rank pari-passu in all respect with the existing shares of the Company. .

The resolution set out under item no. 6 of the accompanying Notice is intended for seeking member's approval.

None of the Directors of the Company and/or their relatives and/or Key Management Personnel, are concerned or interested in the above resolution.

The Board accordingly recommends the ordinary resolution as set out under item No. 6 of the accompanying notice for approval of the Members.

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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 Equity shares of the above named company, hereby appoint

1. Name:.....Address:.....

E-mailId:.....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 Annual General Meeting of the Company, to be held on Thursday, 30 June, 2022 at 11:00 a.m. at the registered office of the Company at 2, Red Cross Place, Kolkata -700001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Ordinary Business	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 2022, the reports of the Board of Directors and Auditors thereon			
2.	To declare Dividend on Equity Share for the year ended 31 March 2022			
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			
4.	To approve Increase in Borrowing Limits of the Company under Section 180 (1)(C) of the Companies Act, 2013 (As a Special Resolution)			
5.	To approve the amendment in capital clause of Memorandum of Association. (As an Ordinary Resolution)			
6.	To Approve the issuance of bonus shares to the shareholders of the Company. (As an Ordinary Resolution)			

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

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.

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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 Annual General Meeting of the Company held at its registered office of the Company at 2, Red Cross Place, Kolkata -700001, on Thursday, 30 June, 2022 at 11:00 a.m.

.....

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

Note:

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

ROUTE MAP

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



