

# Brilliant Portfolios Limited

Regd. Off: B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088

Ph. No. 011 –45058963, CIN: L74899DL1994PLC057507

Email ID: brilliantportfolios@gmail.com, Website: www.brilliantportfolios.com

## NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 26<sup>th</sup> Annual General Meeting of the Company will be held on Sunday, 27<sup>th</sup> September, 2020 at 11:30 A.M. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") Facility to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2020 along with Auditors Report and Directors Report thereon.
2. To appoint a Director in Place of Mr. Raghu Nandan Arora (DIN: 00503731), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Nitin Agrawal & Associates as Statutory Auditors of the company. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members at Twenty Second Annual General Meeting of the company held on Friday, 30<sup>th</sup> September, 2016 in respect of the appointment of Statutory Auditor, M/s Nitin Agrawal & Associates, Chartered Accountant (Firm Registration No.015541C), till the conclusion of the Twenty Seventh Annual General Meeting, the company hereby ratified the appointment of M/s Nitin Agrawal & Associates as the Statutory Auditors of the Company to hold office from the conclusion of Twenty Sixth Annual General Meeting till the conclusion of Twenty Sixth Annual General Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to decide and finalize the terms and conditions including remuneration of the Statutory Auditor."

### **SPECIAL BUSINESS:**

#### **4. RE-APPOINTMENT OF MR. RAVI JAIN AS MANAGING DIRECTOR**

To consider and if thought fit to pass with or without modification, the following Resolution as Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors be and is hereby accorded for Re-appointment of Mr. Ravi Jain (DIN No.-02682612) as Managing Director of the company for a period of 5 years w.e.f. 1st September, 2020 at the Remuneration of Rs.1,50,000/- p.m. as recommended and approved by the Remuneration Committee in their respective meetings and on the terms and conditions as contained in the explanatory statement attached hereto."

**"RESOLVED FURTHER THAT** the remuneration payable to Mr. Ravi Jain shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

## **5. RE-APPOINTMENT OF MR. ASHISH AS CHIEF FINANCIAL OFFICER**

To consider and if thought fit to pass with or without modification, the following Resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the approval of the Company be and is hereby accorded for Re-Appointment of Mr. Ashish as Chief Financial Officer of the company for a period of 5 years with effect from 1st September, 2020 at the Consolidate Remuneration of Rs. 40,000/- p.m. as recommended and approved by the Remuneration Committee in their respective meetings and on the terms and conditions as contained in the explanatory statement attached hereto.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instrument and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

**By order of the Board  
For Brilliant Portfolios Limited**

**Place: New Delhi  
Date: 14/08/2020**

**(Ashish)  
Company Secretary**

## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available
3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 04 of the Notice is appended hereto and forms part of this Notice.
7.
  - a) The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2020 to 27<sup>th</sup> September, 2020 (both days inclusive).
  - b) The remote e-voting period commences on Thursday, September 24, 2020 (09:00 a.m.) and ends on Saturday, September 26, 2020 (05:00 p.m.). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Sunday, September 20, 2020, may cast their vote by remote e-voting
8. Board has not recommended payment of dividend for the financial year 2019 – 20 for the future growth and needs of the funds for the business of the company.
9. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant.

The equity share capital of the company is held by 1057 shareholders, out of which 99 shareholders holding 78.88 % of the capital are in dematerialised form and the balance 958

shareholders holding 21.12% of the capital are in physical form. **The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.**

10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
13. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 26<sup>th</sup> AGM is being sent only through electronic mode. To those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.
18. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013

read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

### **INSTRUCTION FOR REMOTE EVOTING , EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Brilliant Portfolios Limited.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on ‘live streaming’ tab and you will be redirected to ‘cisco’ website.

In the “Name” field - Put your USERID as informed in e-email..

In the “last name” field - Enter your Name

In the “Email ID” field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

- ✓ Please download webex application from play store

**NOTE:**IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

**PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):**

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.
- ii. Press Shareholders/Members tab.
- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

Since you are a registered user enter your existing CDSL password in password field.

- iv. In case you are 1st time user of CDSL e-voting system then :
  - A. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email.
- v. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown, where you can cast your vote and press submit button given at the bottom of the screen.

Screen for login into Video Conferencing will be shown:

Fill the details as:

In the "Name" field

- Enter your USERID as given in email

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

- vi. Once you click on 'Join now' tab, One-time process to join all Webex Meetings screen will be appear.
- vii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.



## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

In the interest of the Company, the Board of Directors in their meeting held on 14th August, 2020 decided to Re-appoint Mr. Ravi Jain, as Managing Director of the Company for a period of 5 years w.e.f. 01st September, 2020 to 31st August, 2025. The remuneration and terms of appointment of Mr. Ravi Jain has been recommended by Nomination & Remuneration Committee, as set out below:-

The terms & conditions of his appointment are as follows: -

- a) Remuneration: Rs 1,50,000/- per month. All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.
- b) Period of Appointment – 5 years beginning from 1st September, 2020 to 31st August 2025.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) Mr. Ravi Jain shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

The Company has received from Mr. Ravi Jain, consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mr. Ravi Jain.

### **Item No. 5**

The Nomination & remuneration committee of the Board of Director of the company at its meeting held on 14th August, 2020, has identified Mr. Ashish as a fit and proper person to be re-appointed as Chief Financial Officer. Based on the recommendation of committee, the Board of Directors in their meeting held on 14th August, 2020 for a period of 5 years from 1st September, 2020 to 31st August 2025, subject to approval by the Members of the company.

The terms & conditions of his re-appointment are as follows: -

- a) Remuneration: Rs. 40,000/- p.m. consolidated for holding post of CFO & CS. All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.
- b) Period of Appointment – 5 years beginning from 1st September, 2020 to 31st August 2025.
- c) The appointment may be terminated by either party by giving one month notice in writing on such termination or as may be mutually agreed between the parties.
- d) Mr. Ashish shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mr. Ashish.

**Information on Directors being appointed / re-appointed as required under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards –2 on General Meeting.**

<b>Name of Director</b>	<b>Mr. Raghu Nandan Arora</b>	<b>Mr. Ravi Jain</b>
Director Identification Number (DIN)	00503731	02682612
Date of Birth	23/10/1967	28/07/1956
Nationality	Indian	Indian
Date of Appointment on Board	01/09/2004	12/07/2013
Shareholding in the company	35,760 Shares	1,50,200 shares
List of Directorship held in other Companies (Excluding foreign and section 8 Companies)	1. Rajiv Maintenance and Construction Pvt. Ltd.	1. Trilok Resorts Private Limited 2. Mukul Motors Private Limited 3. Ais Kar Glass Experts Private Limited
Chairman / member in the committees of the boards of Companies in which she/he is a Director (Includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	<b>In Brilliant Portfolios Limited</b>  1. Member of Audit Committee  2. Member of Nomination & Remuneration Committee	<b>In Brilliant Portfolios Limited</b>  1. Member of Stake holder's Relationship Committee

**By order of the Board  
For Brilliant Portfolios Limited**

**Place: New Delhi  
Date: 14/08/2020**

**(Ashish)  
Company Secretary**

**LEFT BLANK INTENTIONALLY**

**LEFT BLANK INTENTIONALLY**