

# 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 24<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 24<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, 29<sup>th</sup> September, 2018 at 11:15 AM at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088 to transact the following business:

### **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, 2018 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 Fourth Annual General Meeting till the conclusion of Twenty Fifth 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. APPOINTMENT OF MRS. SHRUTI DAS AS INDEPENDENT DIRECTOR**

Appointment of Mrs. Shruti Das (DIN 08045146) as an independent director and in this regard to consider and, if thought fit, to pass with or without modifications(s) the following resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV of the said Act, Mrs. Shruti Das (DIN 08045146), appointed as an Additional Director of the Company by the Board with effect from 10th February, 2018 under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the ensuing AGM and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 10th February, 2018, not liable to retire by rotation.”

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

Place: New Delhi

Date: 11/08/2018

**(Ashish)  
Company Secretary**

## NOTES:

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special business as set out above is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy(s) to attend and vote instead of himself/herself. Proxy(s) need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2018 to 29<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting of the company to be held on 29<sup>th</sup> September, 2018. Nomination facility is available to Shareholders on application to the Company.
4. Board has not recommended payment of dividend for the financial year 2017 – 18 for the future growth and needs of the funds for the business of the company.
5. The members are requested to intimate changes if any, in their registered address/bank details to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository Participants for shares held in electronic form.
6. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
7. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No. MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No. MRD/ DoP /Cir-05/ 2009 dated May 20, 2009 it was clarified that for securities market transactions and off market/ private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTA for registration of such transfer of shares. SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases.
  - A) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
  - B) Transmission of shares to the legal heir(s) where deceased shareholder was the sole holder of shares.
  - C) Transposition of shares- when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
8. Electronic copy of the Notice of the 24<sup>th</sup> Annual General Meeting, Annual Report for financial year 2017 – 18 and other communications are being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant for communication purposes as per Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail IDs, a physical copy of the Notice of the 24<sup>th</sup> Annual General Meeting, Annual Report for financial year 2017 – 18 and other communications are being sent by the permitted mode. We request the Members who do not have their e-mail IDs registered with the Company/Depository Participant to get the same registered with the Company/Depository Participant. Members are also requested to intimate to the Company/Depository Participant the changes, if any, in their e-mail IDs.

Members may also note that Notice of 24<sup>th</sup> Annual General Meeting together with Annual Report for financial year 2017 – 18 are also available on the Company's website [www.brilliantportfolios.com](http://www.brilliantportfolios.com) for their download. The physical copies of the aforesaid documents are also available at the Company's Registered Office.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

10. All documents referred to in the Notice will be available for inspection at the Company's registered office during business hours on working days up to the date of Annual General Meeting.
11. Members/Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
12. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least Ten Days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulation, 2015, the Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically.

The voting period begins on Wednesday, September 26, 2018 (09:00 a.m.) and ends on Friday, September 28, 2018 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

**The procedure and instructions for e-voting are reproduced hereunder for easy reference:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company / Depositories)**
  - a. Open e-mail and open PDF file viz. "BPL –remote e-voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder - login.
  - d. Put user ID and password as initial password noted in step (a) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "**Brilliant Portfolios Limited.**"
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Physical copy of Notice of 24<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)**
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
  - A. In case any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2018.

- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. 22<sup>nd</sup> September, 2018, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@masserv.com](mailto:info@masserv.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- H. Mr. Kundan Agrawal, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidate scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.brilliantportfolios.com](http://www.brilliantportfolios.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communication to the BSE Limited, Mumbai.

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

**Place: New Delhi  
Date: 11/08/2018**

**(Ashish)  
Company Secretary**

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

### Item No. 4

Mrs. Shruti Das (DIN 08045146) who was appointed as an Additional Director of the Company under section 161(1) of the Companies Act, 2013 by the Board of Directors at their meeting held on 10th February, 2018 on recommendation of the Nomination & Remuneration Committee is proposed to be appointed as an Independent Director of the Company, for a term of five years w.e.f. the date of her initial appointment i.e. 10th February, 2018 pursuant to the provisions of Sections 149, 152 and other applicable provisions and the Rules made thereunder read with Schedule IV to the Companies Act, 2013.

The Company has also received from Mrs. Shruti Das (DIN 08045146) (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The approval is sought from the members for the appointment of Mrs. Shruti Das (DIN 08045146) as an independent director of the Company for a term of five consecutive years w.e.f. 10th February, 2018 at the ensuing 24th AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013. She shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Shruti Das (DIN 08045146) who is proposed to be appointed as an Independent Director fulfils the conditions specified in the Act and Rules made thereunder and she is independent of the Management.

The Board considers that her continued association as an independent director would be of immense beneficial to the Company and it is desirable to avail her services as an Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Shruti Das (DIN 08045146), to whom this resolution relates, is concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at item no.4 for the approval of the members.

A brief profile of Mrs. Shruti Das (DIN 08045146) is included as an annexure to this Notice as per Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015.

### 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.

Name of Director	Mrs. Shruti Das	Mr. Raghu Nandan Arora
Director Identification Number (DIN)	08045146	00503731
Date of Birth	16/10/1993	23/10/1967
Nationality	Indian	Indian
Date of Appointment on Board	10/02/2018	01/09/2004
Shareholding in the company	N.A.	35760 Shares
List of Directorship held in other Companies (Excluding foreign and section 8 Companies)	NIL	• Rajiv Maintenance and Construction Pvt. Ltd.
Chairman / member in the committees of the boards of Companies in which she/he is a Director (Includes only Audit	<b>In Brilliant Portfolios Limited</b> <ul style="list-style-type: none"><li>• Member of Stake holder's Relationship Committee</li><li>• Member of Audit Committee</li></ul>	<b>In Brilliant Portfolios Limited</b> <ul style="list-style-type: none"><li>• Member of Stake holder's Relationship Committee</li><li>• Member of Audit Committee</li></ul>

Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	<ul style="list-style-type: none"> <li>• Chairman of Nomination &amp; Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul>
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**By order of the Board  
For Brilliant Portfolios Limited**

**(Ashish)  
Company Secretary**

**Place: New Delhi  
Date: 11/08/2018**

**ROUTE-MAP TO THE VENUE OF AGM**



## Brilliant Portfolios Limited

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### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting period	From 09.00 a.m (IST) on September 26, 2018
End of e-voting	Upto 05.00 p.m (IST) on September 28, 2018

The cut-off date (i.e. the record date) for the purpose of e-voting is 22<sup>nd</sup> September, 2018.

.....TEAR HERE.....

## Brilliant Portfolios Limited

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### ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall.

Name of Shareholders(s) \_\_\_\_\_

Address \_\_\_\_\_

DP ID No.	
Client ID No.	

Regd. Folio No.	
No. of Share(s) held	

I/We hereby record my/our presence at the 24<sup>th</sup> Annual General Meeting of the Company held on Saturday, 29<sup>th</sup> September, 2018 at 11.15 A.M. at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088.

Signature of Member(s)/Proxy

# Brilliant Portfolios Limited

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## 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)		E-Mail ID:	
Registered Address:		Folio No./* DP & Client Id.	

I/We, being the members(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:-

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or falling him/her;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or falling him/her;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or falling him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual general Meeting of the Company to be held on Saturday, 29<sup>th</sup> September, 2018 at 11:15 A.M at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S.No.	RESOLUTIONS	Optional	
		For	Against
1.	Consider and adopt Audited Financial Statements, Report of Board of Directors and Auditors for the year ended March 31, 2018.		
2.	Re-Appointment of Mr. Raghu Nandan Arora who retire by rotation		
3.	Ratification of appointment of Auditor and fixing their remuneration		
4.	Appointment of Mrs. Shruti Das as Independent Director		

Signed this .....day of.....2018

Signature of the Shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of Third Proxy holder

Note: Please read instructions given overleaf carefully.

**\*Instruction for Share holders.**



1. **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.**
2. A Proxy need not be a member of the Company.
3. For Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of 24<sup>th</sup> Annual General Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 or shareholder.
5. **\*\*This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.