

**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 22<sup>ND</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 22<sup>nd</sup> Annual General Meeting of the Company will be held on Friday, 30<sup>th</sup> September, 2016 at 12:00 PM 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, 2016 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 appoint Auditor of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting to be held for the Financial Year 2020-21 and fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time and pursuant to the recommendation of Audit Committee of the Board of Directors, M/s Nitin Agrawal & Associates Chartered Accountant (Firm Registration No.015541C) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27<sup>th</sup> Annual General Meeting (AGM) to be held for the financial year 2020-21 subject to ratification of their appointment at every Annual General Meeting (AGM) at such remuneration as may be recommended by the Audit Committee in consultation with Auditors.”

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications(s) the following as a “Special Resolution”

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to sale, lease, mortgage or charge, otherwise dispose of all or any part of immovable or movable properties of the Company, wheresoever’s situated, both present and future, and whole or part of the undertakings of the company of any nature and kind whatsoever and/or creating a floating charge in all or any immovable properties of the company, in certain events, to or in favour of Bankers/ scheduled bank / financial institutions / Body corporate / Non – Banking financial companies or any other lender to secure the amount borrowed or to be borrowed, guaranteed or to be guaranteed, by the company, time to time for due payment of the principal monies together with the interest payable in respect of the amount borrowed or to be borrowed, guaranteed or to be guaranteed, by the company, provided that the total amount so borrowed or to be borrowed, guaranteed or to be guaranteed by the Board shall not at any time exceed Rs. 50 Crores (Rupees Fifty Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and settle the terms and conditions with the concerning Banks/

financial institutions etc., finalize the agreement/ contracts and other documents for creating the aforesaid mortgages and / or charges and to do all such acts, things and deeds as may be required to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modifications(s) the following as a” Special Resolution”

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the company be and is hereby accorded 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, from the Company’s Bankers/ scheduled bank / financial institutions / Body corporate / Non – Banking financial companies, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium account, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crores (Rupees Fifty Crores Only).”

By order of the Board  
For Brilliant Portfolios Limited

Place: New Delhi  
Date: 12/08/2016

(Sanjay Kumar)  
Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEEDS NOT TO BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING. Proxies submitted on behalf of the limited companies, etc must be supported by appropriate resolution or authority, as applicable.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital in the Company.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of Companies Act, 2013.
4. 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 hereto.
5. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository Participants for shares held in electronic form.
6. 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.
7. Members who hold shares in physical form are requested to send their e-mail address to the following: brilliantportfolios@gmail.com.
8. The Ministry of Corporate Affairs has taken a "Green initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants.
9. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2016 to 29<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General meeting of the Company to be held on 30<sup>th</sup> September, 2016.
11. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
12. 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.
13. The copies of the Annual Report, Notice of 22 Annual General Meeting along with Attendance Slip and Proxy Form are being sent by electronic mode to all the Members whose email addresses are registered with Company/Depository Participant(s). For members who have not registered their email address, physical copies of the Annual Report, Notice of 22 Annual General Meeting along with Attendance Slip and Proxy Form are being sent through permitted mode.

14. 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 AGM.
15. 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 Tuesday, September 27, 2016 (09:00a.m.) and ends on Thursday, September 29, 2016 (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 September 23, 2016 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 / Company (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 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 23<sup>rd</sup> September, 2016.
- 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. 23<sup>rd</sup> September, 2016, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Service Limited.

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 through ballot paper.
- H. Mr. Kundan Agrawal, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the 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, by use of "Ballot Paper" 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.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND FOR ORDINARY BUSINESS**

**Item No. 2**

Information of Director(s) being appointed / re-appointed as required under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Raghu Nandan Arora is Diploma in Civil Engineering he is Executive Director of the company. He has rich and varied experience in the field of Finance, Investment and Fund Management. With his expertise in the varied facets of business activities and strategic planning, Mr. Raghu Nandan Arora developed using commercially viable business model to stimulate and sustain social change in the company.

He is not related to any of the Director any key managerial personnel of the Company.

The Board of Directors recommend passing of the resolution set out in Item No. 2 of the accompanying notice.

Except Mr. Raghu Nandan Arora, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in agenda item no. 2.

**Item No. 3**

As per provision of Section 139 of the Companies Act, 2013 the term of M/s Sanjeev Bhargava & Associates, Chartered Accountants, New Delhi, the Statutory Auditor of the Company expires on the conclusion of the forthcoming Annual General Meeting, So he resign from the post, therefore M/s Nitin Agrawal & Associates, Chartered Accountants, Ghaziabad, (Registration No. 015541C) has been proposed by the Board to appoint as Statutory Auditor of the Company for the term of five years from the conclusion of this Annual General Meeting to the conclusion of 27<sup>th</sup> Annual General Meeting.

**Item No. 4**

Looking into requirements of the business activities carried by the Company, it may require additional funds and sometimes may require to extend guarantees in respect of loan taken over by other business associates.

Hence, the Board of directors of the Company should be authorized to borrow moneys and / or extend guarantee to Banks, Financial Institutions and any other lender. The Company also requires to give securities for due repayment of loan amount and interest thereon to the Banks & Institutions or other lender as per their stipulated terms and conditions with right to take possession of the assets in the event of default, if any. In terms of provisions of section 180(1)(a) of the Companies Act, 2013 it is required to provide necessary powers to the Board to sell, lease, mortgage, and/or otherwise dispose off the whole or substantially the whole of the undertaking(s).

The above proposals are in the interest of the Company. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**Item No. 5**

As per section 180 (1) (c) of the Companies Act, 2013, if a Company has to borrow monies in excess of Paid up Capital of the Company and its Free Reserves, it has to acquire the approval of the members by way of Special Resolution in General Meeting. Hence to comply with the said provision, the Company seeks the approval of the member to borrow money which shall exceed the aggregate of the paid up share capital and free reserves, provided that the total amount up to which monies may be borrowed by the Board of Directors (apart from temporary loans obtained from the company's bankers) shall not exceed Rs. 50 crores (Rupees Fifty crores only) for the time being.

None of the Directors are interested in the resolution.

**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	Mr. Raghu Nandan Arora
Director Identification Number (DIN)	00503731
Date of Birth	23/10/1967
Nationality	Indian
Date of Appointment on Board	01/09/2004
Shareholding in the company	35760 Shares
List of Directorship held in other Companies (Excluding foreign and section 8 Companies)	<ul style="list-style-type: none"><li>Rajiv Maintenance and Construction Pvt. Ltd.</li></ul>
Chairman / member in the committees of the boards of Companies in which he is a Director (Includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	NIL

By order of the Board  
For Brilliant Portfolios Limited

Place: New Delhi  
Date: 12/08/2016

(Sanjay Kumar)  
Company Secretary

**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

[Empty rectangular box for stamp or signature]

**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 27, 2016
End of e-voting	Upto 05.00 p.m (IST) on September 29, 2016

The cut-off date (i.e. the record date) for the purpose of e-voting is 23<sup>rd</sup> September, 2016.

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

**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

**ATTENDANCE SLIP**

Regd. Folio No. / DP ID – Client ID : \_\_\_\_\_

Name and Address of First / Sole Shareholder : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I hereby record my presence at the Annual general Meeting of the Company to be held on Friday, the 30<sup>th</sup> day of September, 2016 at 12:00 p.m. at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088.

Signature of Member / Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed



**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

**BRILLIANT PORTFOLIOS LIMITED**

(CIN: L74899DL1994PLC057507)

Regd. Office: B-09, 412, ITL Twin Tower, Netaji

Subhash Place, Pitampura, New Delhi – 110088

www.brilliantportfolios.com

Tel: 011-45058963, e-mail: brilliantportfolios@gmail.com

**22 Annual General Meeting**

Name of Member(s): .....

Registered Address: .....

E-mail id.....

Folio no./DP ID-Client id:.....

I/We being the member(s) of.....shares of BRILLIANT PORTFOLIOS LIMITED, hereby appoint

1. Name ..... Address ..... Email ID ..... Signature ..... or failing him/her

2. Name ..... Address ..... Email ID ..... Signature ..... or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual general Meeting of the Company to be held on Friday, 30<sup>th</sup> September, 2016 at 12:00 P.M at B - 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088.

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, 2016.		
2.	Re-Appointment of Sh. Raghu Nandan Arora who retire by rotation		
3.	Appointment of Auditor and fixing their remuneration		
4.	To provide security for borrowing made by the company, pursuant to Section 180(1) (a) of Companies Act, 2013		
5.	Increase in borrowing power of the Company, pursuant to Section 180(1) (c) of Companies Act, 2013		

Signed this .....day of.....2016

Signature of the shareholder.....

Reference Folio No. / DP ID & Client ID

No. of Shares .....

Affix  
1 Rupee  
Revenue  
Stamp

Notes:

1. The Proxy form 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. Pursuant to the provisions of Section 105 of Companies Act, 2013, 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.
4. This is only optional. Please put a '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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. 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.