

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001

CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

NOTICE is hereby given that the First Extra-Ordinary General Meeting of the Members of Somany Home Innovation Limited will be held at its Registered Office at 2, Red Cross Place, Kolkata – 700 001, on Friday, 30th day of November, 2018 at 11.00 a.m. to transact the following business:-

SPECIAL BUSINESS:

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

1. Amendment in Capital Clause of Memorandum of Association

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 1,00,00,000/- (Rupees One Crore only) comprising of 50,00,000 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, the existing Clause 5 of the Memorandum of Association relating to the Share Capital of the Company be 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) divided into 7,50,00,000 Equity Shares of Rs. 2/- each.”

“**RESOLVED FURTHER THAT** the directors of the Company 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.”

**By Order of the Board
For Somany Home Innovation Limited**

Place: Kolkata
Dated: 24th October, 2018

(Niranjan Kumar Goenka)
Director

CERTIFIED TRUE COPY

For Somany Home Innovation Limited


Authorised Signatory/Director

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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.** 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.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. 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.
4. Members are requested to carry the Attendance slip as attached in the Notice.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item No. 1 set out above is annexed hereto.
6. 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 3:00 p.m. and 5:00 p.m. and will also be available at the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the said Meeting.
8. A route map of the venue of EOGM is attached herewith.

CERTIFIED TRUE COPY

For Somany Home Innovation Limited

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Authorised Signatory/Director

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The present Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) comprising of 50,00,000 Equity Shares of Rs. 2/- each and the subscribed and paid-up share capital of the Company stands at Rs. 10,00,000/- (Rupees Ten Lacs Only) divided into 5,00,000 Equity Shares of Rs. 2/- each.

Pursuant to the Composite Scheme of Arrangement under sections 230 to 232, read with section 66 and other applicable provisions of the Companies act, 2013 amongst HSIL Limited (The Demerged Company) and Somany Home Innovation Limited (Resulting company 1) and Brilloca Limited (Resulting Company 2) and their respective shareholders and creditors, the Company needs to issue and allot to the shareholders of the Demerged Company, 1 equity share of Rs. 2 each of the Company for every 1 equity share of Rs. 2 each of the Demerged Company. Therefore, your Directors propose to increase the Authorised Share Capital of the Company from Rs. 1,00,00,000/- (Rupees One Crore only) comprising of 50,00,000 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.

The increase in the authorised share capital of the Company will also 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 a Special Resolution to that effect.

A copy of the Memorandum and Articles of Association of the Company 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 Extra-Ordinary 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 resolution as set out under item No. 1 of the accompanying notice for approval of the Members.

**By Order of the Board
For Somany Home Innovation Limited**

Place: Kolkata

Dated: 24th October, 2018

**(Niranjan Kumar Goenka)
Director**

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For Somany Home Innovation Limited

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Authorised Signatory/Director