

THE COMPANIES ACT, 2013

PUBLIC COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Hindware Home Innovation Limited¹

1. The name of the Company is “HINDWARE HOME INNOVATION LIMITED¹.”
2. The Registered Office of the Company will be situated in the State of West Bengal.
3. (a) **The objects for which the Company is established are as follows :-**
 1. To import, export, buy, sell, process, manufacture and deal in all kinds of Kitchen Products like Kitchen-Sinks, Chimneys, Hobs, Kitchen Appliances, and Faucets including Chromium-plated Fittings, Bath Tubs & Whirlpools, Shower Enclosures, Home Appliances, Furnitures of all kinds, Electrical Products like Air Purifier, Water Purifier, Air Cooler, Water Heater Lamps etc., Decorative Materials, and Building Chemicals and also products like fire bricks, fire clay fire cement, tiles, sewers, pipes, drain pipes, stone pipes, Hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured Portland alumina blast furnace, silica etc.), cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares etc.)
 2. To carry on any other business which may seem to the Company capable of being conveniently carried on and to deal in all kinds of goods and merchandise, machinery, apparatus and materials.
 3. To carry on in India or elsewhere any trade business and the export and import of all kinds of produce and merchandise and also business as agents, brokers, factors, financiers, shippers, manufacturers, planters, contractors, engineers, dealers, ship owners, lighter men, carriers by land and sea, dock owners wharfingers and warehouse men.
 4. To carry on the business of paviors of and dealers in fire bricks, fire clay fire cement, tiles, sewers, pipes, drain pipes, stone pipes, Hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta and ceramic wares and sanitary wares.
 5. To Produce, refine, prepare import, export, purchase, sell, treat and generally to deal in all kinds of Sanitary ware (including sanitary ware made of plastic, fiber glass or any other synthetic product), earthenware, stoneware, glass, china, terracotta. Porcelain

¹ Amended vide Special Resolution passed through Postal Ballot on 29th April, 2022.

products, bricks, tiles, pottery, pipes, insulators refractories of all description and or by-products, thereof and building materials generally.

6. To produce, refine, prepare, import, export, purchase, sell and generally to deal in all kinds of cement (ordinary white coloured Portland alumina blast furnace, silica etc.), cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares etc.)

3. (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes constructing, altering, pulling down decorating, maintaining, furnishing, fitting up and improving buildings and by planting paving, draining, farming, cultivating letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangement of all kinds with builders, tenants and others.
2. To construct, maintain, improve, develop work, control and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to these object and to contribute or otherwise assist or take part in the construction maintenance, development, working, control and management thereof.
3. To carry on the business of designer, manufacturers, suppliers, dealers of any erectors of machinery, appliances, equipment components and ancillaries of all kinds and parts thereof for manufacturing making or designing or for being used in manufacturing of Sanitaryware, ceramics of all kinds, glasses of all kinds and bottles of all kinds and to act as consultants or advisers in respect of any of the aforesaid.
4. To engage in and carry on all or any of the business of designers, engineers, manufacturers, consultants, advisers, assessors, surveyors, draftsmen, inspectors and dealers of and in feeders, lehrs stackers, conveyors, fire finishing machines, ACL printing machines, inspection equipment and ancillary machines and equipment.
5. To carry on the business of leasing and hire purchase finance and to provide on lease or on hire purchase all types of industrial and office plant equipment machinery, vehicles and buildings.
6. To apply for, purchase or otherwise acquire any patents, brevets "d" invention, licences, concessions and the like conferring any exclusive or non-exclusive and limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly, to benefit the Company, and to use exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
7. To amalgamate or to enter into partnership or into any arrangements for sharing profits into any union of interests, joint-adventure, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in, or about to

carry on or engage in, or being authorised to carry on or engage in, any business or transaction which this Company if authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

8. To carry on business as financiers and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations and also to barrow or lend and advance money and to sell and deal with stocks, funds, shares, debentures, debenture-stocks, bonds, obligations and other securities.
9. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
10. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.
11. To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
12. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instrument and securities or any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally or guarantee or become securities for the performance of any contracts or obligations.
13. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects of any of them and to obtain from any such Government or authority all right, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To adopt to such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of arts or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
15. To aid, peculiarly or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
16. To provide for the welfare of the employees or exe-employees of the Company or its predecessors in business or the family members, dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grant of money pensions, gratuities, allowances, payments towards, insurance bonuses, profits sharing bonuses or benefits or any other payments or by establishing, supporting or from time to time subscribing or contributing or aiding in the establishment and support of associations, institutions, funds including provident

funds, trusts, profit sharing or other schemes and conveniences, and by providing or subscribing or contributing towards the places of instructions and recreation hospitals and dispensaries, medical and other attendance as the Company shall think fit and also to subscribe to or guarantee money or charitable, benevolent, scientific, religious, national, public, political or any other institutions object or purposes or for any exhibition for any public general or useful object.

17. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debentures-stocks, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities.
18. To remunerate any person(s) or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business.
19. To draw, make, accept, discount, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments or securities.
20. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise.
21. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether, or in part, similar to those of this Company.
22. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company.
23. To distribute all or any of the property of the Company amongst the members in specie or kind.
24. To do all or any of the above things either as principles, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
25. And it is hereby declared that the word "Company" save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, whether domiciled in India or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall in no wise be limited or restricted by reference to or in reference from the terms of any other paragraph or the name of the Company.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on 1 shares held by them.
5. ²The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) divided in 15,00,00,000 Equity Shares of Rs. 2/- each.

2. *Subject to the approval of the shareholders of the Company, being sought through Postal Ballot Notice dated 28th May, 2024, the Authorised Share Capital of the Company is proposed to be increased from Rs. 15,00,00,000/- divided into 7,50,00,000 Equity Shares of Rs. 2/- each to Rs. 30,00,00,000/- divided into 15,00,00,000 Equity Shares of Rs. 2 each.*

6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set against our respective names.

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of Shares taken		DSC	Dated
1	Rajendra Kumar Somany B-5/12, Safdarjang Enclave, New Delhi, India, 110029 Occupation: Business Authorised Representative of HSIL Limited 2, Red Cross Place, Kolkata, West Bengal, 700001	AIYPS6274J	499994	Equity	RAJENDR A KUMAR SOMANY	28/09/17
2.	Sandip Somany (NOMINEE) B-5/12, Safdarjang Enclave, New Delhi, India, 110029 Occupation: Business	00053597	1	Equity	SANDIP SOMANY	28/09/17
3.	Girdhari Lal Sultania (NOMINEE) Rowland Road, Kolkata, West Bengal 700020 Occupation: Consultant	00060931	1	Equity	GIRDHARI LAL SULTANIA	28/09/17
4.	Niranjan Kumar Goenka (NOMINEE) Prasad Exotica, Block-VI, Flat No.2F, 2 nd Floor, 71/3, Canal Circular Road, Kolkata, West Bengal 700054. Occupation: Service	00060864	1	Equity	NIRANJAN KUMAR GOENKA	28/09/17
5.	Ravi Kedia (NOOMINEE) 66/C, Nimtola Ghat Street, Kolkata, West Bengal 700006 Occupation: Service	03417011	1	Equity	RAVI KEDIA	28/09/17
6.	Ajay Kumar Dokania (NOMINEE) 18 Ho Chi Min Sarani, Tower -5, 7 th Floor, Flat -7B, Diamond City West, Kolkata, West Bengal 700061. Occupation: Service	00164485	1	Equity	AJAY KUMAR DOKANIA	28/09/17
7.	Manoj Kumar Agarwal (NOMINEE) Ganges Garden, 106, Kiran Chandra Singha Road, Block-GA 11, Flat-2, Howrah, West Bengal 711102. Occupation: Service	07897190	1	Equity	MANOJ KUMAR AGARWAL	28/09/17
Total Shares taken			500,000	Equity		

Signed before me

Name	Address	DIN/PAN/Passport Number/Membership Number	DSC	Dated
Megha Khandelwal	266, Sector-5, Gurgaon, Haryana 122001	46837	MEGHA KHANDELWAL	28/09/17