

HINDWARE HOME INNOVATION LIMITED

CIN: L74999WB2017PLC222970

Registered Office: 2, Red Cross Place, Kolkata – 700 001, West Bengal, India

Phone: +91-33-2248 7404/07;

E-mail: investors@hindwarehomes.com;

Website: www.hindwarehomes.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE of postal ballot ("**Notice**") is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-Voting *vide* General Circular No. 09/2024 dated September 19, 2024 read with earlier circulars issued by the MCA ("**MCA Circulars**"), to seek the consent of the shareholders ("**Members**") of the Company, in respect of the resolution appended herein below by way of postal ballot through remote electronic voting ("**e-Voting**").

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the corresponding rules and the MCA Circulars, the Company is sending this Notice in electronic form to all the Members who have registered their email addresses with the Company/Depositories/Registrar & Share Transfer Agent ("RTA") as on Friday, December 06, 2024 ("Cut-off date"). Physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot pursuant to aforesaid MCA Circulars. The communication of assent/dissent of the Members will take place through the e-Voting system only, in compliance with the MCA Circulars. The instructions for e-Voting are appended to this Notice.

The Board of Directors of the Company in their meeting held on November 12, 2024, has appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. Members are requested to carefully read the instructions in this Notice and cast their vote electronically by 5.00 P.M. IST on Wednesday, January 8, 2025, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman in this regard. The results of Postal Ballot shall be declared on or before Friday, January 10, 2025 and along with the Scrutinizer's report, be communicated to the Stock Exchanges, Central Depository Services (India) Limited (CDSL) and Company's RTA and will also be displayed on the Company's website www.hindwarehomes.com.

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e. Wednesday, January 8, 2025.

SPECIAL BUSINESS

Item No. 1

Appointment of Ms. Sonali Dutta as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 (**“Act”**) read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, provisions of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Sonali Dutta (DIN: 10727707), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 12, 2024 and who has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and not disqualified to be appointed as Director under provisions of the Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from November 12, 2024 to November 11, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board
For Hindware Home Innovation Limited**

**Payal M Puri
Company Secretary and Sr. V.P. Group General Counsel
Membership No. A16068**

Place : Gurugram
Date : November 12, 2024

NOTES:

1. The Explanatory statement as required under Section 102 of the Companies Act, 2013 ("Act") setting out the material facts in respect of the proposed resolution is appended to this Notice.
2. The Postal Ballot Notice is being sent to all the Members, by e-mail, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, December 6, 2024 ("Cut-off date") and who have registered their email addresses with the Company's RTA or depository through the respective depository participants. A person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
3. The Notice is also available on the Company's website i.e. www.hindwarehomes.com or from the website of CDSL i.e. www.evotingindia.com/
4. The Members who have not yet registered their email address are requested to get their email address registered and cast their votes through e-Voting, in accordance with the procedure set out below:
 - a) Members who have not registered their email address and in consequence could not receive the e-Voting notice may temporarily get their email registered, by visiting the website <http://www.mdpl.in/Form> and following the registration process as guided thereafter. Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-Voting along with the User ID and the password to enable e-Voting for this postal ballot. In case of any queries, the Member may write to RTA of the Company at mdpldc@yahoo.com/
 - b) Please note that for permanent registration of email address, Members shall register their email address, in respect of electronic holdings with their concerned depository participants by following due procedure. Kindly note that steps taken by Members in respect of physical holdings as enunciated in point 4(a) above shall be sufficient for permanent registration of their email address.
 - c) Members who have already registered their email address are requested to keep their email address validated with their depository participants / the Company's RTA, receiving future communications in electronic form to their email address.
5. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote on the resolutions set forth in the Notice. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the Cut-off date.
6. The e-Voting period commences from 9.00 A.M. on Tuesday, December 10, 2024 and ends at 5.00 P.M. on Wednesday, January 8, 2025. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically.
7. All the relevant documents, if any, referred to in the explanatory statement 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 to 5:00 P.M during the period of e-Voting i.e. till Wednesday, January 8, 2025 and shall also be posted on the website of the Company for online inspection by the members.
8. Pursuant to the rules framed under the Companies Act read with the MCA Circulars, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India and one Bengali daily newspaper circulating in Kolkata.
9. Resolution passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting on the last date specified for e-Voting i.e. Wednesday, January 8, 2025.

Procedure for e-Voting

1. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by listed companies, the Company is pleased to provide e-Voting facility to its Members, to exercise their right to vote on the proposed resolution by electronic means.
2. The Company has engaged the services of CDSL as the Authorised Agency to provide e-Voting facilities.
3. The e-Voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-Voting:

Commencement of e-Voting from 9.00 A.M. (IST) on Tuesday, December 10, 2024

End of e-Voting Upto 5.00 P.M. (IST) on Wednesday, January 8, 2025

Procedure to Login through Websites of Depositories (CDSL\NSDL)

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>A. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) for casting his/her vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the websites of ESPs directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</p> <p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> (i) Click the on link www.cdslindia.com or on https://evoting.cdslindia.com/Evoting/EvotingLogin (ii) Provide demat account number and PAN. (iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account. (iv) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also to directly access the system of all ESPs.
Individual Shareholders holding shares in demat mode with NSDL	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.</p>

	<p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to website of e-Voting service provider for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to the website of e-Voting service provider for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned websites.

Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login through Depository(ies) i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738/8542/8543 or on toll free no. 1800 22 55 33.
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no. 1800 1020 990 and 1800 22 44 30.

Information and instructions for e-Voting by (i) shareholders other than individuals holding shares of the company in demat mode and (ii) all shareholders holding shares of the company in physical mode.

- The shareholders should log on to the e-Voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend 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.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
9. For shareholders holding shares in physical form the details can be used only for e-Voting on the resolutions contained in this Notice.
10. Click on the EVEN for "Hindware Home Innovation Limited" to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
16. 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 and enter the details as prompted by the system.

Process for those shareholders whose email addresses and mobile numbers are not registered with the company/depositories for obtaining login credentials for e-Voting for the resolutions proposed in this notice:

1. For physical shareholders - Please visit <http://mdpl.in/form/> and follow the process for updation of e-mail address and mobile no. as guided therein. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-Voting along with the User ID and the password to enable e-Voting. In case of any query, the member may write to RTA of the Company at mdpldc@yahoo.com/
2. For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned depository participants by following due procedure as advised by them.

Note for Non-Individual Members and Custodians

1. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com/
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
6. Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address drolipravin@yahoo.co.in and to the Company at the email address investors@hindwarehomes.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free on 1800 22 55 33 call on 022-23058738/8542/8543.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company in their Meeting held on November 12, 2024, based on recommendation of the Nomination and Remuneration Committee (“**the Committee**”), approved the appointment of Ms. Sonali Dutta (DIN: 10727707) (“**Ms. Dutta**”), as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from November 12, 2024, subject to approval of Members of the Company.

As per Section 161 of the Companies Act, 2013 (the “**Act**”), an Additional Director holds office only until the date of the next Annual General Meeting (AGM) or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the appointment of an Independent Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Ms. Dutta as an Independent Director of the Company by passing a Special Resolution through Postal Ballot. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Dutta for the Office of Independent Director of the Company.

Ms. Dutta holds 36 years of experience in diverse areas such as Marketing, Sales, Advocacy, Branding, Intellectual Property, Contract and Licensing Agreements, Human Resource, and Corporate Social Responsibility. She has worked with Bry-Air for over 33 years and was a member of the Management Committee and has held the position of Vice President-Corporate Affairs & HR Bry-Air and Pahwa Group. Apart from general management, her primary responsibility was overseeing Marketing, Corporate Human Resource, Branding Strategy, and IP Portfolio management and spearheading internal and external initiatives, including Corporate Social Responsibility.

Ms. Dutta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. The Company has received a declaration from Ms. Dutta that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority. She has also submitted all statutory disclosures/ declarations prescribed under the Act and Listing Regulations. She has further confirmed that she is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact her ability to discharge her duties. The directorship(s) held by Ms. Dutta are within the limits prescribed under the Act and the Listing Regulations.

Ms. Dutta will be entitled to receive the sitting fees for attending the meetings of the Board and its Committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

A copy of the letter of appointment of Ms. Dutta setting out the terms and conditions shall 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 to 5:00 p.m till the last date of e-Voting i.e. Wednesday, January 8, 2025 and shall also be posted on the website of the Company i.e. www.hindwarehomes.com for online inspection by the members.

In the opinion of the Board, Ms. Dutta fulfils the conditions specified in the Act and the rules made thereunder and the Listing Regulations, for her appointment as an Independent Director of the Company and she is independent of the management. Considering her professional qualification, knowledge and experience, the Board of Directors are of the opinion that her association would be of immense benefit to the Company, and it would be in the interest of the Company to appoint her as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, with effect from November 12, 2024 till November 11, 2029. Accordingly, the Board recommends Resolution No. 1 as a Special Resolution to the Members for their approval.

Except Ms. Dutta being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 1 of the accompanying Notice.

The other information, relating to the appointment of Ms. Dutta as an Independent Director of the Company, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI are provided in **Annexure A** to this Notice.

**By order of the Board
For Hindware Home Innovation Limited**

Place : Gurugram
Date : November 12, 2024

**Payal M Puri
Company Secretary and Sr. V.P. Group General Counsel
Membership No. A16068**

Annexure-A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 of the Institute of Company Secretaries of India regarding Directors seeking appointment / re-appointment

Ms. Sonali Dutta

Age	63 years
No. of shares held	Nil
Qualification	Post Graduate in Economics
Brief Resume and Nature of her Expertise in specific functional areas	Ms. Sonali Dutta holds 36 years of experience in diverse areas such as Marketing, Sales, Advocacy, Branding, Intellectual Property, Contract and Licensing Agreements, Human Resource, and Corporate Social Responsibility. She has worked with Bry-Air for over 33 years and was a member of the Management Committee and has held the position of Vice President-Corporate Affairs & HR Bry-Air and Pahwa Group. Apart from general management, her primary responsibility was overseeing Marketing, Corporate Human Resource, Branding Strategy, and IP Portfolio management and spearheading internal and external initiatives, including Corporate Social Responsibility.
Name of listed entities in which the Directorship is held	NIL
Chairman/Member of the Committees of Board of other listed companies	NIL
Listed Companies from which he resigned in the past three years	NIL
Date of first appointment on the Board	NA
Terms and conditions of appointment	Appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive year, with effect from November 12, 2024 till November 11, 2029
Details of remuneration last drawn	NA
Details of proposed remuneration	Profit related commission as approved by the Shareholders and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Relationships between directors and Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2024-25 (upto the date of Postal Ballot notice)	1 (One) Board Meeting attended on November 12, 2024