

**HINDWARE HOME INNOVATION LIMITED
(Formerly Somany Home Innovation Limited)**

CIN: L74999WB2017PLC222970

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

Phone: +91-33-2248 7404,

E-mail: investors@shilgroup.com;

Website: www.hindwarehomes.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (“**MCA Circulars**”) in view of COVID-19 pandemic, that it is proposed to seek the consent of the shareholders (“**Members**”) of the Company, for the resolution appended herein below by way of postal ballot through 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**”). 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 remote e-Voting system only, in compliance with the MCA Circulars. The instructions for remote e-Voting are appended to this Notice.

The Board of Directors of the Company in its meeting held on February 13, 2023, has appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362), as the Scrutinizer for conducting the Postal Ballot by way of e-Voting process in a fair and transparent manner. Members are requested to carefully read the instructions in this Notice and cast their vote electronically not later than 5.00 P.M. IST on Wednesday, March 22, 2023, 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. The results of Postal Ballot shall be declared on or before Thursday, March 23, 2023 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, March 22, 2023.

SPECIAL BUSINESS

Item No. 1

Appointment of Mr. Girdhari Lal Sultania as Non-Executive Non-Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Regulations 17(1A), 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Girdhari Lal Sultania (DIN: 00060931), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 08, 2023 subject to the approval of shareholders of the Company in terms of Section 161 of the Act and Listing Regulations and who has submitted a declaration that he is 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 under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company for a term of 3 consecutive years, liable to retire by rotation.

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
(Formerly Somany Home Innovation Limited)

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

Place : Gurugram
Date : February 13, 2023

NOTES:

1. The 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 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, February 17, 2023 (“Cut-off date”) and who have registered their email addresses with the Company 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/
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/](mailto: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 voting/e-Voting period commences on 9.00 A.M., Tuesday, February 21, 2023 and ends on 5.00 P.M., Wednesday, March 22, 2023. 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 posted on the website of the Company for online inspection by the members till Wednesday, March 22, 2023.
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, March 22, 2023.

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 remote 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, February 21, 2023

End of e-Voting Upto 5.00 P.M. (IST) on Wednesday, March 22, 2023

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> <ul 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.nsd.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 remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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.nsd.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</p>

	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.
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.

- 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.
- (i) For shareholders holding shares in physical form the details can be used only for e-Voting on the resolutions contained in this Notice.
 - (ii) Click on the EVSN for "Hindware Home Innovation Limited" to vote.
 - (iii) 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.
 - (iv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (v) 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.
 - (vi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (vii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
 - (viii) 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 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 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 register 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/](mailto: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 droliapravin@yahoo.co.in and to the Company at the email address investors@shilgroup.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 on 022-23058542/43.

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

Item No. 1

With a view to further strengthen the existing Board of Directors of the Company (“**Board**”) and pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors, vide its resolution passed by way of circulation on February 08, 2023, approved the appointment of Mr. Girdhari Lal Sultania (“**Mr. Sultania**”) as Additional Director designated as Non-Executive Non-Independent Director on the Board for a term of 3 consecutive years, liable to retire by rotation, subject to the approval of shareholders of the Company.

Further, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Company shall not appoint any person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed in this regard.

The shareholders are further informed that pursuant to Regulation 17(1C) of Listing Regulations, the approval of shareholders is required for appointment of a person on the Board of Directors at the next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Sultania holds a Bachelor Degree in Commerce and is a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India with an experience of more than 50 years. He is a consultant by profession and possesses vast knowledge and experience of Financial Restructuring, Corporate Laws, Legal Compliance and other related areas.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Sultania as Non-Independent Non-Executive Director of the Company.

The Company has received consent from Mr. Sultania to act as a Director in terms of Section 152 of the Companies Act, 2013 (“**Act**”) and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and provisions of the Listing Regulations. The Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Sultania for the office of Director.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure A.

Except Mr. Sultania being the appointee and his relatives, 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 at item No. 1 of the accompanying Notice.

The Board recommends the Special Resolution set forth under Item no. 1 of the accompanying Notice for approval of the shareholders.

By order of the Board
For Hindware Home Innovation Limited
(Formerly Somany Home Innovation Limited)

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

Place : Gurugram
Date : February 13, 2023

Annexure A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 of ICSI regarding Directors seeking appointment / re-appointment

Mr. Girdhari Lal Sultania

Age	77 Years
No. of Shares held	705
Qualification	B.Com, F.C.A, F.C.S
Brief Resume and Nature of Expertise in specific functional areas	Mr. Girdhari Lal Sultania holds a Bachelor Degree in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India with an experience of more than 50 years. He is a consultant by profession and possesses vast knowledge and experience of Financial Restructuring, Corporate Laws, Legal Compliance and other related areas.
Names of other listed entities in which the Directorship is held	AGI Greenpac Limited (Formerly known as HSIL Limited)
Names of other listed entities from which he has resigned in the past three years	NIL
Chairman/Member of the Committees of Board of other listed companies	AGI Greenpac Limited (Formerly known as HSIL Limited) 1. Chairman of Share Transfer Committee 2. Member of Stakeholders Relationship Committee
Relationships between directors inter-se	NIL
Remuneration sought to be paid	Profit related commission and sitting fees for attending meetings of Board of Directors and its Committees thereof
Remuneration last drawn	NA
Date of first appointment on the Board	NA
The number of Board meetings attended during the Year	NA
Name of other companies in which the Directorship is held	12
Membership/ Chairmanship of the Committees of other companies	The United Provinces Sugar Co. Ltd., 1. Member of Audit Committee; 2. Member of Nomination and Remuneration Committee; and 3. Chairman of Stakeholder Relationship Committee.

By order of the Board
For Hindware Home Innovation Limited
(Formerly Somany Home Innovation Limited)

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

Place : Gurugram
Date : February 13, 2023