

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@shilgroup.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 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, 11/2022 dated December 28, 2022 and 09/2023 dated 25th September, 2023 (“**MCA Circulars**”) to seek the consent of the shareholders (“**Members**”) of the Company, for the resolutions 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**”). 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 28 May, 2024, 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 Thursday, 4 July, 2024, 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 Friday, 5 July, 2024 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 resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e. Thursday, 4 July, 2024.

SPECIAL BUSINESS

Item No. 1

Increase in Authorised Share Capital of the Company and consequential amendment in Capital clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and pursuant to the applicable provisions of the Article of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore only) comprising of 7,50,00,000 Equity Shares of Rs. 2/- each to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 15,00,00,000 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 the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) thereof, the existing Clause 5 of the Memorandum of Association relating to the Share Capital of the Company be and is hereby altered/amended by substituting in its place the following as Clause 5:

5. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 15,00,00,000 Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company 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.”

Item No. 2

Re-appointment of Mr. Nand Gopal Khaitan 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 Sections 149, 150, 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act 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 the Board of Directors of the Company, Mr. Nand Gopal Khaitan (DIN 00020588), Independent Director of the Company, who holds office upto 13 September, 2024 and who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) 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 Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 14 September, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company 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.”

Item No. 3

Re-appointment of Mr. Salil Kumar Bhandari 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 Sections 149, 150, 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 the Board of Directors of the Company, Mr. Salil Kumar Bhandari (DIN 00017566), Independent Director of the Company, who holds office upto 13 September, 2024 and who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) 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 Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 14 September, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company 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.”

Item No. 4

Re-appointment of Mr. Ashok Jaipuria 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 Sections 149, 150, 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act 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 the Board of Directors of the Company, Mr. Ashok Jaipuria (DIN 00214707), Independent Director of the Company, who holds office upto 13 September, 2024 and who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) 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 Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 14 September, 2024 and shall not be liable to retire by rotation .

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company 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 : May 28, 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, 31 May, 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/
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 on 9.00 A.M., Wednesday, 5 June, 2024 and ends on 5.00 P.M., Thursday, 4 July, 2024. 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 Thursday, 4 July, 2024 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. Thursday, 4 July, 2024.

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 Wednesday, 5 June 2024

End of e-Voting Upto 5.00 P.M. (IST) on Thursday, 4 July 2024

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.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.
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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.
- 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 EVSN 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 droliapraavin@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 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 present Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) comprising of 7,50,00,000 Equity Shares of Rs. 2/- each and the subscribed and paid-up share capital of the Company stands at Rs. 14,45,92,790/- (Rupees Fourteen Crore Forty Five Lakh Ninety Two Thousand Seven Hundred Ninety Only) comprising of 7,22,96,395 Equity Shares of Rs. 2/- each.

The Board of Director in their meeting held on 28 May, 2024 recommended to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore only) comprising of 7,50,00,000 Equity Shares of Rs. 2/- each to Rs. 30,00,00,000/- (Rupees Thirty Crore only) comprising of 15,00,00,000 Equity Shares of Rs. 2/- each subject to approval of shareholders of the Company.

Such increase in the authorised share capital of the Company will 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 an Ordinary Resolution to that effect.

A copy of the Memorandum and Articles of Association of the Company incorporating the aforesaid amendment 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. during the period of e-Voting as aforesaid and shall be available on the website of the Company.

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 except to the extent of their shareholding.

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

Item No. 2

Mr. Nand Gopal Khaitan ("Mr. Khaitan") was appointed as an Independent Director on the Board of Directors of the Company vide resolution passed by the members at the 3rd Annual General Meeting ("AGM") of the Company, held on 3rd September, 2020, for a term of 5 (Five) consecutive years w.e.f 14th September, 2019, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, the tenure of Mr. Khaitan will expire by efflux of time on 13th September, 2024.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's Report. 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.

Pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors on the basis of performance evaluation of Mr. Khaitan, who will be attaining the age of 75 years during his second tenure as Independent Director of the Company, and taking into account the external business environment, his business knowledge, core skills and experience, it is recommended to re-appoint Mr. Khaitan as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 14th September, 2024 to 13th September, 2029 by way of a special resolution.

Further, the consent of the Members is also being sought to approve the re-appointment of Mr. Khaitan in terms of provisions of the Regulation 17(1A) of Listing Regulation.

The Company has received a declaration from Mr. Khaitan confirming that he meets the criteria of independence under the Act and Listing Regulations. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Khaitan for the office of Independent Director.

In the opinion of the Board of Directors, Mr. Khaitan fulfills the conditions specified in the Act and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Khaitan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office on any working day of the Company between 3:00 P.M to 5:00 P.M. during the e-Voting period as aforesaid and shall also be available on the Website of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Khaitan as an Independent Director.

Brief Profile of Mr. Khaitan forms part of this Notice. This Explanatory Statement together with the accompanying Notice of the Postal Ballot may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Except Mr. Khaitan 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. 2 of the accompanying Notice.

The Board recommends the Special Resolution set forth under Item no. 2 of the accompanying Notice for approval of the shareholders.

Item No. 3

Mr. Salil Kumar Bhandari ("Mr. Bhandari") was appointed as an Independent Director on the Board of Directors of the Company vide resolution passed by the members at the 3rd Annual General Meeting ("AGM") of the Company, held on 3rd September, 2020, for a term of 5 (Five) consecutive years w.e.f 14th September, 2019, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, the tenure of Mr. Bhandari will expire by efflux of time on 13th September, 2024.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's Report.

Pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors on the basis of performance evaluation of Mr. Bhandari, Independent Director, and taking into account the external business environment, his business knowledge, core skills and experience, it is recommended to re-appoint Mr. Bhandari as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company commencing from 14th September, 2024 to 13th September, 2029 by way of a special resolution.

The Company has received a declaration from Mr. Bhandari confirming that he meets the criteria of independence under the Act and Listing Regulations. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Bhandari for the office of Independent Director.

In the opinion of the Board of Directors, Mr. Bhandari fulfills the conditions specified in the Act and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Bhandari as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office on any working day of the Company between 3:00 P.M to 5:00 P.M. during the e-Voting period as aforesaid and shall also be available on the Website of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Bhandari as an Independent Director.

Brief Profile of Mr. Bhandari forms part of this Notice. This Explanatory Statement together with the accompanying Notice of the Postal Ballot may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Except Mr. Bhandari, being the appointee, or 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. 3 of the accompanying Notice.

The Board recommends the Special Resolution set forth under Item no. 3 of the accompanying Notice for approval of the shareholders.

Item No. 4

Mr. Ashok Jaipuria ("Mr. Jaipuria") was appointed as an Independent Director on the Board of Directors of the Company vide resolution passed by the members at the 3rd Annual General Meeting ("AGM") of the Company held on 3rd September, 2020, for a term of 5 (Five) consecutive years w.e.f 14th September, 2019, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, the tenure of Mr. Jaipuria will expire by efflux of time on 13th September, 2024.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's Report. 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.

Pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors on the basis of performance evaluation of Mr. Jaipuria, who will be attaining the age of 75 years during his second tenure as Independent Director of the Company, and taking into account the external business environment, his business knowledge, core skills and experience, it is recommended to re-appoint Mr. Jaipuria as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 14th September, 2024 to 13th September, 2029 by way of a special resolution.

Further, the consent of the Members is also being sought to approve the re-appointment of Mr. Jaipuria in terms of provisions of the Regulation 17(1A) of Listing Regulation.

The Company has received a declaration from Mr. Jaipuria confirming that he meets the criteria of independence under the Act and Listing Regulations. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Jaipuria for the office of Independent Director.

In the opinion of the Board of Directors, Mr. Jaipuria fulfills the conditions specified in the Act and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Jaipuria as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office on any working day of the Company between 3:00 P.M to 5:00 P.M. during the e-Voting period as aforesaid and shall also be available on the Website of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jaipuria as an Independent Director.

Brief Profile of Mr. Jaipuria forms part of this Notice. This Explanatory Statement together with the accompanying Notice of the Postal Ballot may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Except Mr. Jaipuria, being the appointee, or 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. 4 of the accompanying Notice.

The Board recommends the Special Resolution set forth under Item no. 4 of the accompanying Notice for approval of the shareholders.

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 : May 28, 2024

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

Mr. Nand Gopal Khaitan

Age	73 years
No. of shares held	132
Qualification	B.Com., LL.B.
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Nand Gopal Khaitan is an Attorney-At-Law, Advocate and Notary, practicing in the Hon'ble High Court, Calcutta and the Hon'ble Supreme Court of India. He is a Senior Partner of Khaitan & Co., one of the leading law firms in India. He holds the reputation of being a committee member of the Federation of Indian Chambers of Commerce and Industry (FICCI), President of Indian Council of Arbitration, New Delhi and Vice President of the Bharat Chamber of Commerce, Calcutta and executive committee member of two leading schools in Kolkata. He was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, Calcutta High Court, for standing first in all the Law examinations. He is the member of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship (Shareholders/ Investors' Grievance) Committee, Corporate Affairs Committee and Risk Management Committee of the Company.
Name of listed entities in which the Directorship is held	<ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. JK Lakshmi Cement Limited 3. Mangalam Cement Limited 4. Reliance Chemotex Industries Limited 5. Shyam Metallics and Energy Limited
Chairman/Member of the Committees of Board of other listed companies	<p>Chairman</p> <p>Audit Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited 2. JK Lakshmi Cement Limited <p>Investment Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. JK Lakshmi Cement Limited 3. Mangalam Cement Limited <p>Stakeholder Relationship (Shareholders/ investors Grievance) Committee</p> <ol style="list-style-type: none"> 1. AGI Greenpac Limited <p>Member</p> <p>Audit Committee</p> <ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. Reliance Chemotex Industries Limited <p>Shareholders'/Investor' Grievance Committee</p> <ol style="list-style-type: none"> 1. JK Lakshmi Cement Limited <p>Committee of Directors</p> <ol style="list-style-type: none"> 1. JK Lakshmi Cement limited <p>Internal Complaint Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited <p>Risk Management Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited 2. AGI Greenpac Limited

Listed Companies from which he resigned in the past three years	1. Chase Bright Steel Limited 2. India Power Corporation Limited
Date of first appointment on the Board	14 th September, 2019
Terms and conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 14 th September, 2024 upto 13 th September, 2029.
Details of remuneration last drawn	Mr. Khaitan was paid sitting fees for attending the meeting of the Board of Directors held on 28 th May, 2024.
Details of proposed remuneration	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company at https://www.hindwarehomes.com/pdf/Nomination%20and%20Remuneration%20Policy.pdf
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

Mr. Salil Kumar Bhandari

Age	66 years
No. of shares held	Nil
Qualification	Fellow member of Institute of Chartered Accountants of India, B. Com. (Hons.), and Diploma in Business Administration
Brief Resume and Nature of his Expertise in specific functional areas	<p>Mr. Salil Kumar Bhandari is the founder and former Managing Partner of BGJC & Associates LLP, which is a well- audit and management consulting firm based in New Delhi. He has been counselling top management in several areas of strategy implementation, scaling up of business, organisational development and management & family structures. He brings with him valuable experience and tactical know-how in the areas of devising acquisition strategies, international alliances and JVs and organizational restructuring.</p> <p>He has been associated with several associations prior to this position. He has been the President of PHD Chamber of Commerce and industry, served as the head for Society for Integrated Development of Himalayas (SIDH), member of Task Force – Commission on Centre State Relations, Govt. of India, Managing Committee member at ASSOCHAM, Former Member - Advisory Committee, Dept. of Company Affairs, Govt. of India.</p> <p>He was on the Board of the Indian Institute of Management (IIM), Indore. He is a member of the National Executive Committee of the Federation of Indian Chamber of Commerce and Industry (FICCI).</p> <p>He is the Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship (Shareholders/Investors' Grievance) Committee of the Company and member of Corporate Affairs Committee and Risk Management Committee of the Company.</p>

Name of listed entities in which the Directorship is held	Greenpanel Industries Limited
Chairman/Member of the Committees of Board of other listed companies	Chairman Audit Committee Greenpanel Industries Limited Nomination & Remuneration Committee Greenpanel Industries Limited
Listed Companies from which he resigned in the past three years	Not Applicable
Date of first appointment on the Board	14 th September, 2019
Terms and conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 14 th September, 2024 upto 13 th September, 2029.
Details of remuneration last drawn	Mr. Bhandari was paid sitting fees for attending the meeting of the Board of Directors held on 28 th May, 2024.
Details of proposed remuneration	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company at https://www.hindwarehomes.com/pdf/Nomination%20and%20Remuneration%20Policy.pdf
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

Mr. Ashok Jaipuria

Age	70 Years
No. of shares held	25,000
Qualification	Degree in Associate of Arts in Business Administration and Diploma in Marketing Science
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Ashok Jaipuria is Chairman and Managing Director of Cosmo First Ltd., a businessman with strong vision who made Cosmo First Ltd., the largest Biaxially Oriented Polypropylene (BOPP) film manufacturer and exporter. He is a Member of the Board of Governors of Public Health Foundation of India (PHFI), Gurugram. He was a member of the Board of Governors of the Indian Institute of Technology, Indore & Patna. He was a member of the Executive Committee of the Federation of Indian Chamber of Commerce and Industry (FICCI) as well as institute of Liver & Biliary Sciences and The Golf Foundation, a charitable society formed with an objective of helping the under privileged potential golfers in India. He is founder trustee of Cosmo Foundation, an Organisation to impart education to the underprivileged.

Name of listed entities in which the Directorship is held	Cosmo First Limited
Chairman/Member of the Committees of Board of other listed companies	<p>Chairman</p> <p>Treasury & Banking Operations Committee Cosmo First Limited</p> <p>Risk Management Committee Cosmo First Limited</p> <p>Member</p> <p>Corporate Social Responsibility (CSR) Committee Cosmo First Limited</p> <p>HR, Nomination & Remuneration Committee Cosmo First Limited</p>
Listed Companies from which he resigned in the past three years	Not Applicable
Date of first appointment on the Board	14 th September, 2019
Terms and conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 14 th September, 2024 upto 13 th September, 2029.
Details of remuneration last drawn	Mr. Jaipuria was paid sitting fees for attending the meeting of the Board of Directors held on 12 th February, 2024.
Details of proposed remuneration	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company at https://www.hindwarehomes.com/pdf/Nomination%20and%20Remuneration%20Policy.pdf
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)	Nil