hindware
home innovation limited

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

POSTAL BALLOT NOTICE

[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 is hereby given, in accordance with the provision of Section 110 read with Section 108 of the Companies Act, 2013 ("**the Act**") and other applicable provisions, if any, of the Act, and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the **Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Resolution appended below is proposed to be passed by the Members of Hindware Home Innovation Limited ("**Company**") as Special Resolution by way of Postal Ballot by voting through electronic means ("**remote e-Voting**").

In compliance with the aforesaid MCA Circulars and Regulation 44 of the SEBI Listing Regulations, this Postal Ballot Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-Voting. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company through resolution passed by circulation on February 27, 2026, 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 through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences from 9.00 AM (IST) on Friday, March 27, 2026 and ends at 5.00 P.M. (IST) on Saturday, April 25, 2026. Members desiring to exercise their vote through the remote e-Voting are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Saturday, April 25, 2026. Remote e-Voting will be blocked immediately thereafter and no e-Voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-Voting facility to its Members.

The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman in this regard, upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot/e-Voting shall be declared within 2 (two) working days from the conclusion of remote e-Voting and the same, along with the Scrutinizer's Report, will be placed on the website of the Company at www.hindwarehomes.com and on website of CDSL at www.evotingindia.com as well as on websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

The resolution, if passed by the requisite majority shall be deemed to have been passed on Saturday, April 25, 2026, i.e., the last date specified for receipt of votes through the e-Voting process.

SPECIAL BUSINESS

Item No. 1

Appointment of Mr. Ram Babu Kabra (DIN: 00021886) as a Non-Executive Non-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 152 of the Companies Act, 2013 (**"Act"**) and other applicable provisions, if any, 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"**) 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, Mr. Ram Babu Kabra (DIN: 00021886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 4, 2026 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 with effect from March 4, 2026, 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

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

Place : Gurugram
Date : February 27, 2026

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business Item No.1 forms part of this Postal Ballot Notice.

2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), this Postal Ballot Notice is being sent only through electronic mode to all the members, whose names appear in the register of members/list of beneficial owners as received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") on March 20, 2026 ("**the Cut-off date**"), which will be considered for the purposes of voting.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through this Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting will be provided by CDSL.

4. In line with MCA Circulars, the Notice has also been placed on Company's website https://hindwarehomes.com, website of CDSL at www.evotingindia.com and websites of stock exchange i.e., www.bseindia.com and www.nseindia.com.

5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e., Friday, March 20, 2026. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-Voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

6. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

I	**Commencement of e-Voting**	**Friday, March 27, 2026 from 9:00 AM**
II	**Conclusion of e-Voting**	**Saturday, April 25, 2026 at 5:00 PM**
	(both days inclusive)	

The facility for voting through electronic means will be disabled for voting by CDSL upon expiry of the aforesaid voting period.

7. 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 7(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.

8. Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362) has been appointed as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

9. The results of the Postal Ballot/e-Voting shall be declared within 2 (two) working days from the conclusion of remote e-Voting. The result will be announced by the Chairman or any other person authorized by the Chairman in this regard at the Registered Office of the Company at 2, Red Cross Place, Kolkata-700001, West Bengal, India.

10. The results declared along with scrutinizer's report shall be placed on the Company's website i.e. www.hindwarehomes.com besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. **Saturday, April 25, 2026.**

11. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of any fees up to and including the date of declaration of results of Postal Ballot. Members desirous of inspecting the same may send their requests at investors@hindwarehomes.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.

12. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company or its RTA along with copy of signed request letter in form ISR-1 and other forms as per instructions mentioned in the form. The forms can be downloaded from RTA's website at http://www.mdpl.in/downloads.php or from the Company's website at www.hindwarehomes.com.

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, 2014, 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 Friday, March 27, 2026.

   End of e-Voting Upto 5.00 P.M. (IST) on Saturday, April 25, 2026.

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

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with **CDSL**	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. 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. 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. D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure: (i) Click on the 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**	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. 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. 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.
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- 62343611/24/26 or on toll free no. 1800 21 09 911.
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 022-48867000/022-69489498/9309/9496.

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.

1. The shareholders should log on to the e-Voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
    a) For CDSL: 16 digits beneficiary ID,
    b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. 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 resolution 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 "RESOLUTION 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 resolution 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 droliapravin@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 on 022–62343611/24/26.

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

Item No. 1

The Board of Directors of the Company through resolution passed by circulation on February 27, 2026, based on recommendation of the Nomination and Remuneration Committee ("the Committee"), approved the appointment of Mr. Ram Babu Kabra (DIN: 00021886) ("Mr. Kabra"), as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from March 4, 2026, subject to approval of the 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(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the appointment of a 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 Mr. Kabra as Non-Executive Non-Independent Director of the Company by passing a Special Resolution through Postal Ballot.

Additionally, as per the provisions of the Regulation 17(1A) of the SEBI Listing Regulations, the approval of the shareholders by way of special resolution is required for the appointment or continuation of a Non-Executive Director who has attained or will attain the age of 75 years during his tenure and the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As Mr. Ram Babu Kabra, aged 67 years, who will be attaining the age of 75 years during his tenure, hence the approval of the shareholders of the Company is also sought under Regulation 17(1A) of the Listing Regulations by way of Special Resolution.

Mr. Kabra is a merit holder Chartered Accountant and Company Secretary with over 43 years of experience in the business sector. Throughout his extensive career, Mr. Kabra has held pivotal roles, notably serving as President at Hindware Limited (subsidiary of the Company). In this capacity, he has demonstrated expertise in the Ceramic, Glass, Faucet, and Consumer Goods sectors, overseeing plant operations with comprehensive finance, accounting and P&L responsibilities.

Mr. Kabra's strategic leadership encompasses domestic and global mergers and acquisitions, equity raising, fund mobilising and fostering robust investor relations. He has adeptly managed supply chain operations and spearheaded both greenfield and brownfield expansions, ensuring operational excellence. His proficiency in cost optimization and labour relations has further solidified his reputation as a versatile and effective leader. Beyond his corporate achievements, Mr. Kabra contributes to industry development as a Director at the Water Management and Plumbing Skills Council. His commitment to excellence and strategic vision continue to influence and inspire the sectors he serves.

The Company has received a declaration from Mr. Kabra that he is not disqualified from being appointed as director under Section 164 of the Act and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority and has given his consent to act as a Director of the Company. He has also submitted all statutory disclosures/ declarations prescribed under the Act and Listing Regulations. The directorship(s) held by Mr. Kabra are within the limits prescribed under the Act and the Listing Regulations. Further, the proposed appointment is in compliance with the Nomination and Remuneration Policy of the Company.

The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Kabra for the Office of Director of the Company. Mr. Kabra 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.

In the opinion of the Board, Mr. Kabra fulfils the conditions specified in the Act and the rules made thereunder and the Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Company. Considering his professional qualification, knowledge and experience, the Board is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company. Hence, the Board recommends Resolution No. 1 as a Special Resolution, in relation to the appointment of Mr. Kabra as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from March 4, 2026, for the approval of the Members of the Company.

Except Mr. Ram Babu Kabra 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 under item no. 1 of the accompanying Notice.

The other information relating to the appointment of Mr. Kabra as a Non-Executive Non-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 : February 27, 2026

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 issued by the Institute of Company Secretaries of India regarding Directors seeking appointment / re-appointment

Name	**Mr. Ram Babu Kabra**
Age	67 years
No. of shares held	Nil
Qualification	Chartered Accountant and Company Secretary
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Kabra is a merit holder Chartered Accountant and Company Secretary with over 43 years of experience in the business sector. Throughout his extensive career, Mr. Kabra has held pivotal roles, notably serving as President at Hindware Limited (subsidiary of the Company). In this capacity, he has demonstrated expertise in the Ceramic, Glass, Faucet, and Consumer Goods sectors, overseeing plant operations with comprehensive finance, accounting and P&L responsibilities. Mr. Kabra's strategic leadership encompasses domestic and global mergers and acquisitions, equity raising, fund mobilising and fostering robust investor relations. He has adeptly managed supply chain operations and spearheaded both greenfield and brownfield expansions, ensuring operational excellence. His proficiency in cost optimization and labour relations has further solidified his reputation as a versatile and effective leader. Beyond his corporate achievements, Mr. Kabra contributes to industry development as a Director at the Water Management and Plumbing Skills Council. His commitment to excellence and strategic vision continue to influence and inspire the sectors he serves.
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 a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from March 4, 2026.
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 and as per the limits prescribed under the Act.
Relationships between directors and Key Managerial Personnel	None

Number of meetings of the Board attended during the financial year 2025-26 (upto the date of Postal Ballot notice)	NA