HINDWARE HOME INNOVATION LIMITED
CIN: L74999WB2017PLC222970
Registered Office: 2, Red Cross Place, Kolkata – 700 001, West Bengal, India
Phone: + 91-33-22487404/07
E-mail: investors@hindwarehomes.com; **Website:** www.hindwarehomes.com

Notice

Notice is hereby given that the 9th Annual General Meeting of the members of Hindware Home Innovation Limited will be held on Tuesday, 18 August 2026 at 12:00 Noon (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES

1. To consider and adopt:

   The audited standalone financial statements of the Company for the financial year ended 31 March 2026, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31 March 2026 and Auditors Report thereon.

2. To appoint a Director in place of Mr. Sandip Somany (DIN: 00053597) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

3. **To appoint Mr. Shashvat Somany (DIN:10058462) as a Non-Executive Non-Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Shashvat Somany (DIN: 10058462), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1 July 2026 and who has submitted a declaration that he is not disqualified to be appointed as Director under provisions of the Act and Listing Regulations 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 1 July 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.**"**

4. **To approve remuneration by way of Commission to the Directors (Other than the Managing Director/ Whole-time Director)**

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

   "RESOLVED THAT in accordance with the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to make the payment of Commission to the Directors of the Company (Other than the Managing Director/Whole-time Director); (i) in case of profits, at the rate of 1% (One percent) on the net profits of the Company, (to be divided amongst the eligible directors, in such amounts or in proportion and in such manner as may be determined by the Board of Directors of the Company from time to time and in default of such determination equally) to be computed in the manner prescribed in Section 198 of the Act, in any financial year of the Company; and (ii) in case of no profits or inadequate profits, as per the limits

prescribed in Schedule V of the Act; for a period of 5 years commencing from 1 April 2026 upto 31 March 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient in order to give effect to the above 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 : 19 May 2026

NOTES:

1. Explanatory Statement setting out the material facts concerning the item of Special Businesses under item nos. 3 & 4 of the notice to be transacted at the Annual General Meeting ("AGM") pursuant to Section 102 of the Companies Act, 2013 ("Act"), is annexed hereto and forms part of the Notice.

2. Pursuant to the General Circular no. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs ("MCA") read with earlier circulars issued by MCA in this regard and in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and various circulars issued by SEBI in this regard from time to time, (hereinafter collectively referred to as "Circulars"), Companies are allowed to hold AGM through Video Conferencing/Other Audio Video Mode ("VC/OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 9th AGM of the Company is being held through VC/OAVM on Tuesday, 18 August 2026 at 12:00 Noon (IST) which does not require the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. As the AGM will be held through VC/OAVM, in compliance with the Circulars, where physical presence of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies under Section 105 of the Act is not available for this AGM, hence Proxy Form, Attendance Slip and Route Map of AGM venue are not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting for participation and voting in the AGM through VC/OAVM.

4. Pursuant to Section 113 of the Act, Institutional/ Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-voting/attending the AGM, to investors@hindwarehomes.com.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.

7. Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

9. In conformity with the Circulars, Notice of the AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the

FY 2025-26 are also available on the Company's website www.hindwarehomes.com, websites of National Stock Exchange of India Limited and BSE Limited i.e. www.nseindia.com and www.bseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com.

10. SEBI, vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28 December 2023, has provided an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned Master Circular, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent ("RTA") directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr. in/login) and the same can also be accessed through our website at www.hindwarehomes.com. Members can access the SEBI Circulars on the website of SEBI at https://www.sebi.gov.in.

11. Shareholders who have not encashed their dividend warrant(s) for the financial years from 2019-20 to 2023-24 are requested to make claim with the Company immediately.

12. SEBI vide its circular dated 5 January 2022, as amended, has mandated Listed Companies to issue securities in demat form only while processing service request viz. issue of duplicate share certificates, claim from unclaimed suspense account, renewal/exchange of share certificate, endorsement, sub-division, split of share certificate, consolidation of folio/certificates, transmission and transposition. Thus, Members are requested to make service request by submitting a duly filled and signed Form ISR-1, ISR-2, ISR-3, ISR-4 and SH-13, the format of which is available on the Company's website https://www.hindwarehomes.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities.php It may be noted that service request can be processed only after the folio is KYC compliant as above. For any assistance in this regard, members may contact the RTA.

13. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/9/CIR/2023/70 dated 17 May 2023 read with SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16 March 2023 has made it mandatory for all holders of Physical securities in listed companies to furnish PAN, Nomination/ Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature to the Company/RTA of the Company.

14. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit the prescribed Form No. SH 13 to the RTA of the Company for nomination and Form No. SH 14 for cancellation/variation as the case may be. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants ("DPs").

15. As a part of 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA of the Company in case the shares are held by them in physical form.

16. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of remote e-voting is being sent to all Members whose email IDs are registered with the Company/DPs for communication purposes. For Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to investors@hindwarehomes.com to receive Annual Report. Members holding shares in dematerialized mode and who have not registered their email address are requested to update their email address with the relevant DPs to receive Annual Report.

17. Members holding shares in demat form are requested to update their bank account details with their respective DP. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

    Effective 1 April 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Private Limited, at contact@mdplcorporate.com.

The forms for updating the same are available at https://www.hindwarehomes.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities.php

18. As required under Regulations 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the relevant information in respect of Director seeking appointment/re-appointment at the AGM is provided herein below and forms a part of this Notice.

19. For shareholders holding shares in physical form, please send all correspondence to RTA of the Company.

20. The Company has designated an exclusive e-mail id "investors@hindwarehomes.com" for redressal of shareholders' complaints/grievances.

21. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM facility.

22. All document(s) referred to in the accompanying Notice and the Explanatory Statement will also be available for inspection through electronic mode till the date of the Annual General Meeting.

23. In terms of Regulation 36(1)(b) of the Listing Regulations the Letter providing the web-link, including the exact path, where complete details of the Annual Report is available, is being sent to those shareholder(s) who have not registered their email address with the Company / RTA / DPs / Depositories.

24. The Board of Directors have appointed Mr. Pravin Kumar Drolia, Company Secretary in whole-time practice, Kolkata (Membership No. F2366, CP: 1362), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same.

26. The result declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hindwarehomes.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

27. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 18 August 2026.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

Procedure for e-Voting

(i) The e-voting period begins at **9.00 A.M. (IST) on Saturday, 15 August 2026 and ends at 5.00 P.M. (IST) on Monday, 17 August 2026**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. on Tuesday, 11 August 2026 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their votes again.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their respective demat accounts maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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/myeasitoken/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/MUFGINTIME, 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/myeasitoken/Home/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 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**	1) 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. 2) 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. 3) 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.com 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 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 numbers 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 contact@mdplcorporate.com.
2. For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned DP by following due procedure as advised by them.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

2. Members are encouraged to join the AGM through Laptops/IPads for better experience.

3. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@hindwarehomes.com by 9 August 2026. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The members are also requested to send their queries, if any, by 9 August 2026 mentioning their name, demat account number/folio number, email id, mobile number at investors@hindwarehomes.com

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

3. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

4. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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.

   If you have any query or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact on toll free no. 022-62343611/24/26 or toll free no. 1800 21 09 911.

   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(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors of the Company in their Meeting held on 19 May 2026, based on recommendation of the Nomination and Remuneration Committee ("the Committee"), appointed Mr. Shashvat Somany (DIN: 10058462), as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 1 July 2026, subject to approval of Members of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting ("AGM") or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(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 from the date of appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Shashvat Somany as a Non-Executive Non-Independent Director of the Company.

Mr. Shashvat Somany currently serves as Head of Strategy at Somany Impresa Group, comprising AGI Greenpac, Hindware Home Innovation Limited, and Hindware Limited, where he is responsible for shaping long-term strategic direction and driving growth, operational excellence and innovation. He is also the Founder of Tattva, the Group's corporate venture capital arm. Mr. Shashvat Somany holds an MBA in Tech & Analytics from London Business School and a BA in Economics and Psychology from University of California, Los Angeles (UCLA), and brings extensive consulting experience, having advised clients in the consumer appliances, FMCG and telecommunications sectors.

The Company has received a declaration from Mr. Shashvat Somany 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. Somany 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 received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the Office of Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Mr. Shashvat Somany 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 and knowledge, 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 on terms and conditions, as may be decided by the Board in accordance with Nomination and Remuneration Policy of the Company. Mr. Shashvat Somany shall be entitled to receive sitting fees for attending the meetings of Board of Directors and Committees thereof and commission as paid to all Non-Executive Directors of the Company as approved by the shareholders and the Board of the Company. Hence, the Board recommends Resolution No. 3 as an Ordinary Resolution, in relation to the appointment of Mr. Shashvat Somany as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 1 July 2026, for the approval of the Members of the Company.

Other than the appointee, Mr. Shashvat Somany, and his father, Mr. Sandip Somany, no Director, Key Managerial Personnel, or their relatives have any financial or other interest in Resolution No. 3.

The other information relating to the appointment of Mr. Shashvat Somany 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 the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

ITEM NO 4.

The Company vide its Special Resolution passed by the members of the Company at its 4th AGM held on 27 September 2021, was authorized to make payments to its Directors (Other than the Managing Director/Whole time Directors);(i) in case of profits, at the rate of 1% (One percent) of the net profits of the Company, (to be divided amongst eligible Directors, in such amounts or in proportion and in such manner as may be determined by the Board of Directors of the Company from time to time and in default of such determination equally) to be computed in the manner prescribed in Section 198 of the Act, in any financial year of the Company; and (ii) in case of no profits or inadequate profits, upto the prescribed limit in Schedule V of the Act; for a period of 5 years commencing from 1 April 2021 upto 31 March 2026.

The said resolution has expired by efflux of time and accordingly in terms of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, it is proposed to pass a fresh resolution by way of Special Resolution for the purpose of continuity of payment of such

commission to Non-Executive Directors (Other than the Managing Director/Whole-time Director) for each Financial Year for further period of Five (5) years commencing from 1 April 2026 upto 31 March 2031.

The resolution set out under item no. 4 of the accompanying Notice is intended for seeking member's approval and the Board of Directors accordingly recommend the same.

All the Directors are interested in the said resolution either directly or indirectly. None of the Key Managerial Personnel or their relatives, except to the extent of their shareholding in the Company, are interested in this resolution.

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

(i) Mr. Sandip Somany

Age	62 years
No. of shares held	73,21,210
Qualification	Commerce graduate and a diploma holder in Ceramic Manufacturing Technology from the US.
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Sandip Somany possesses an extensive 41-years working experience in the Glass and Ceramics industry. He is the Chairman of the Indian Council of Sanitaryware Manufactures (INCOSAMA), an active Member of the Governing Council of All India Glass Manufacturer's Association, Past-President of Federation of Indian Chambers of Commerce and Industry (FICCI) and Past-President of PHD Chamber of Commerce and Industry (PHDCCI). He was the President of International Chamber of Commerce - (Head Quarter in Paris) India Chapter.
Name of other listed entities in which the Directorship is held	AGI Greenpac Limited JK Paper Limited Indraprastha Medical Corporation Limited HEG Limited
Chairman/Member of the Committees of Board of other companies including listed companies	**Chairman** **Stakeholders Relationship Committee** 1. JK Paper Limited **Corporate Affairs Committee** 1. AGI Greenpac Limited 2. Hindware Limited **Risk Management Committee** 1. AGI Greenpac Limited **Member** **Corporate Social Responsibility Committee** 1. AGI Greenpac Limited 2. Hindware Limited **Stakeholders Relationship Committee** 1. HEG Limited **Audit Committee** 1. Hindware Limited
Listed Companies from which he resigned in the past three years	JK Paper Limited (ceased to be an Independent Director consequent upon completion of 5 year term on 23 August 2024 and further appointed as Non-Independent Director w.e.f. 04 September 2024)
Date of first appointment on the Board	28 September 2017

Terms and conditions of appointment	Mr. Sandip Somany is liable to retire by rotation and being eligible offers himself for re-appointment.
Details of remuneration last drawn (including sitting fees, if any)(FY 2025-26)	Sitting fees of ₹2,80,000/- drawn for meetings attended (for other details, please refer the Corporate Governance Report)
Details of proposed remuneration	Profit related commission as approved by the Shareholders and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Relationships between directors and Key Managerial Personnel	He is father of Mr. Shashvat Somany, who will be appointed as Non-Executive Non-Independent Director of the Company w.e.f. 1 July 2026.
Number of meetings of the Board attended during the financial year 2025-26	6 (Six) Board Meetings held during the year out of which 5 (Five) meetings were attended by Mr. Sandip Somany.

(ii) Mr. Shashvat Somany

Age	31 years
No. of shares held	90,325
Qualification	MBA in Tech & Analytics from London Business School and BA in Economics and Psychology from the University of California, Los Angeles (UCLA)
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Shashvat Somany currently serves as Head of Strategy at Somany Impresa Group, comprising AGI Greenpac, Hindware Home Innovation Limited, and Hindware Limited, where he is responsible for shaping long-term strategic direction and driving growth, operational excellence, and innovation. He is also the Founder of Tattva, the Group's corporate venture capital arm. Mr. Shashvat Somany holds an MBA in Tech & Analytics from London Business School and a BA in Economics and Psychology from University of California, Los Angeles (UCLA), and brings extensive consulting experience, having advised clients in the consumer appliances, FMCG and telecommunications sectors.
Name of other listed entities in which the Directorship is held	NA
Chairman/Member of the Committees of Board of other companies including listed companies	**Member** **Corporate Affairs Committee** 1. Hindware Limited
Listed Companies from which he resigned in the past three years	NA
Date of first appointment on the Board	1 July 2026
Terms and conditions of appointment	Appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 1 July 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.
Relationships between directors and Key Managerial Personnel	Son of Mr. Sandip Somany, Chairman (Non-Executive Non-Independent Director)
Number of meetings of the Board attended during the financial year 2025-26	NA