

NOTICE OF 8TH (EIGHTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 8th (Eighth) Annual General Meeting of the members of Hindware Limited will be held on Tuesday, 23rd September, 2025 at 12:00 Noon through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:

The audited financial statements of the Company for the financial year ended 31 March 2025, the reports of the Board of Directors and Auditors thereon.

2. To declare Dividend on Fully Paid-up Equity Shares and on Partly Paid-up Equity Shares for the year ended 31 March 2025.

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

**By Order of the Board
For Hindware Limited**


Payal M Puri


**Place: Gurugram
Date: 12th May 2025**

(Company Secretary & Sr. V.P. Group General Counsel)

Hindware Limited (formerly known as Brilloca Limited)

Corporate Office: 301, 3rd Floor, Park Centra, Sector-30, NH 8, Gurugram, Haryana-122 001, India. T. +91 124 477 9200
Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India T. +91 33-22487407/5668

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NOTES:

1. Pursuant to the General Circular no. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs read with the previous circulars in this regards ("MCA Circulars"), Companies are allowed to hold AGM due in the year 2025 through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars, the 8th AGM of the Company is being conducted through VC/OAVM on Tuesday, 23rd September 2025 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.
2. Pursuant to the MCA Circular, since the AGM is conducted through VC/OAVM, 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 Companies Act, 2013 ("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. Corporate members are required to send the relevant Board Resolution/Authority Letter/POA of the duly authorised signatory who has the authority to attend and vote on their behalf at the AGM.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members holding partly paid Equity Shares are eligible to attend the AGM and shall have voting rights proportionate to the amount paid up for such partly paid Equity Shares.
5. M/s. Lodha & Co. LLP, Chartered Accountants, Statutory Auditor of the Company having Firm's Registration No. 301051E were re-appointed as Statutory Auditors of the Company at the Sixth Annual General Meeting of the Company held on 21 June, 2023 for a period of 5 years i.e to hold office for the second term of five consecutive years i.e. from conclusion of the 6th (Sixth) Annual General Meeting till conclusion of 11th (Eleventh) Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors including out of pocket expenses and other expenses.
6. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Documents, if any, referred to in the Notice shall be made available at the registered office of the Company during working days between 3.00 p.m. to 5.00 p.m. upto and during the AGM for inspection by the Members and also on the Company's website i.e. www.hindware.com
8. In case of poll, the Members are requested to convey their vote (assent/dissent) to the resolutions by filling the ballot paper which forms part of this Notice, and send the same to the Company's designated e-mail id payal@hindware.com.
9. The Members are requested to attend the AGM by clicking on the link which will be sent by the Company to respective e-mail ids of the Members.
10. Dividend on Fully paid up equity shares and partly paid up equity shares, will be paid to those shareholders whose names appear in List of Beneficial Owners as on close of business hours of 16th September, 2025, furnished by NSDL/CDSL.

11. Members who hold equity shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. The Company will not entertain any direct request from Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of equity shares held in dematerialised form.
12. Members of the Company are informed that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the amount of dividend which remains unpaid / unclaimed for a period of 7 consecutive years is required to be transferred to the 'Investor Education & Protection Fund' (IEPF) constituted by the Central Government. It is further informed that, as on date, no amount of dividend is unpaid/unclaimed for any financial year so declared by the Company.
13. Pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, the Company has facilitated dematerialisation of all its existing securities by way of registration and admission of its existing securities with the depository. It is further informed that all the shares/securities issued by the Company are held in dematerialised form only.

Information on the Director seeking re-appointment pursuant to the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India

Name	Mr. Sandip Somany
Age	61 years
No. of shares held	98 (Being the nominee of Hindware Home Innovation Limited)
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 has over four decades of experience in the ceramics and glass industry. He is the Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI), Past President of International Chamber of Commerce (Head Quarter in Paris) India Chapter and Past President of PHD Chamber of Commerce and Industry (PHDCCI). He is the current Chairman of the Indian Council of Sanitaryware, Manufacturers (INCOSAMA).
Directorships held in other Companies	<ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. Hindware Home Innovation Limited 3. JK Paper Limited 4. Indraprastha Medical Corporation Limited 5. HEG Limited 6. Somany Impresa Limited 7. Indian council of Sanitaryware Manufactures 8. AGI Glasspack Limited 9. Truflo Pipes Limited 10. HHIL Limited 11. Somany Faucets And Showers Private Limited
Chairmanship/ Membership held in other Companies	<p>Chairman</p> <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. JK Paper Limited <p>Risk Management Committee</p> <ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. Hindware Home Innovation Limited <p>Member</p> <p>Audit Committee</p> <ol style="list-style-type: none"> 1. Hindware Home Innovation Limited <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. Hindware Home Innovation Limited <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. Hindware Home Innovation Limited

	<p>Stakeholders Relationship Committee</p> <p>1. HEG Limited</p> <p>Corporate Affairs Committee</p> <p>1. AGI Greenpac Limited 2. Hindware Home Innovation Limited</p>
Date of first appointment on the Board	2nd November, 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	Rs. 14,46,02,881/- during FY 2024-25. (including Director's Commission amounting to Rs. 1,28,04,074/- for FY 2023-24)
Details of proposed remuneration	As per the terms of the resolutions duly approved by the shareholders at their 7 th annual general meeting held on 9 th August 2024.
Relationships between directors and Key Managerial Personnel	He is related to Mr. Shashvat Somany, Director of the Company.
Number of meetings of the Board attended during the financial year 2024-25	7 (Seven) Board Meetings held during the year and all meetings were attended by Mr. Somany.

For Hindware Limited


Company Secretary

HINDWARE LIMITED

Regd. Office: 2, Red Cross Place, Kolkata-700 001

CIN: U74999WB2017PLC223307

Phone: 033-22487407/5668

E-mail: ngoenka@hindware.com | Website : www.hindware.com

BALLOT PAPER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

Sl. No.	PARTICULARS		DETAILS
1.	Name(s) of the first named Shareholder (In Block Letters)	:	
2.	Postal Address	:	
3.	Registered Folio No./DP ID No. & Client ID No.* [*Applicable to Members holding shares in dematerialized form]	:	
4.	Class of share	:	Equity

I/We hereby exercise my/our vote in respect of the following Resolutions as set out in the Notice dated 12 May 2025 of the 8th Annual General Meeting of the Company to be held on Tuesday, 23rd September, 2025 at 12:00 Noon by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No.	Ordinary Business	No. of Shares held	I/We assent to the Resolution	I/We dissent from the Resolution
1.	To consider and adopt: The audited financial statements of the Company for the financial year ended 31 March 2025, the reports of the Board of Directors and Auditors thereon			
2.	To declare Dividend on Fully Paid-up Equity Shares and on Partly Paid-up Equity Shares for the year ended 31 March 2025			
3.	To appoint a Director in place of Mr. Sandip Somany (DIN: 00053597) who retires by rotation and being eligible, offers himself for re-appointment.			

Place:**Date:**_____
Signature of the Member/Authorised Representative