

## **NEAPS/BSE ONLINE**

30th August, 2022

The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, 1st Floor, New Trading Ring Rotunda, Dalal Street, Mumbai - 400 001 (BSE Scrip Code: 542905)

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, Block-G,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051
(NSE Symbol: HINDWAREAP)

Dear Sir/Madam,

Sub: <u>Disclosure of Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations</u>, 2015 ("Listing Regulations")

We hereby inform you that 5<sup>th</sup> Annual General Meeting ("AGM") of Hindware Home Innovation Limited (Formerly known as Somany Home Innovation Limited) was held on **Tuesday**, 30<sup>th</sup> August, 2022 at 12:00 Noon through Video Conferencing/Other Audio Visual Means.

Pursuant to Regulation 44(3) of Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015, please find enclosed herewith the disclosure of Voting Results of the AGM along with the Consolidated Scrutinizer's Report thereon.

This is for your reference and record.

Thanking You,

For Hindware Home Innovation Limited (Formerly known as Somany Home Innovation Limited)

(Payal M Puri)

lan-

Company Secretary and V.P. Group General Counsel

Name:

Payal M Puri

Address:

301-302, 3rd Floor, Park Centra, Sector-30, Gurugram-122001

Membership No.:

16068

Encl.: As above





## Hindware Home Innovation Limited (Formerly known as Somany Home Innovation Limited)

Details of voting results of E-voting on Resolutions contained in Notice dated 25th July, 2022, of 5th Annual General Meeting of the Company held on Tuesday, 30th August, 2022 Through Video Conferencing ("VC") and other Audio Video Visual Means ("OAVM") at 12.00 Noon, as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting	30th August, 2022
Total number of shareholders on cut off date for e-voting i.e. 23 August, 2022	36,326
No. of shareholders present in the meeting either In person or through Proxy:	
Promoters and Promoters Group:	NOT APPLICABLE
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group:	9
Public:	38

### Item No.1

Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and reports of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and Auditors' Report thereon.

Resolution Re	quired : (Ordinary/Speci	al)					Ore	dinary	
Whether pron	noter/ promoter group a	re intersted In th	e Agenda/reso	lution				No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters	Remote E-Voting		3,70,99,787	100.00	3,70,99,787		100.00	-	
and Promoter	E-voting during AGM	3,70,99,787	-	-	-	-	-	-	
Group	Total		3,70,99,787	100.00	3,70,99,787		100.00		
0.14	Remote E-Voting		37,92,365	54.67	37,92,365	-	100.00	-	
Public-	E-voting during AGM	69,36,892	-		-	-	-		
Institutions	Total		37,92,365	54.67	37,92,365		100.00		
Public-Non	Remote E-Voting		44,24,525	15.66	44,24,223	302	99.99	0.01	
	E-voting during AGM	2,82,59,716		-	-	-	-	-	
Institutions	Total		44,24,525	15.66	44,24,223	302	99.99	0.01	
Total		7,22,96,395	4,53,16,677	62.68	4,53,16,375	302	100.00	0.00	

#### Item No.2

Confirmation of payment of Interim Dividend of Re. 0.50 per Equity Share of Rs.2/- each as Final Dividend for the year ended 31st March, 2022

Resolution Re	quired: (Ordinary/Speci	al)					Ore	dinary
Whether pron	noter/ promoter group a	re intersted In th	e Agenda/reso	lution			١	'es*
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters	Remote E-Voting		3,70,99,787	100.00	3,70,99,787	-	100.00	-
and Promoter	E-voting during AGM	3,70,99,787	-	-	-	-	-	
Group	Total		3,70,99,787	100.00	3,70,99,787		100.00	-
Public-	Remote E-Voting		37,92,365	54.67	37,92,365	-	100.00	-
	E-voting during AGM	69,36,892		-	-	-		-
Institutions	Total		37,92,365	54.67	37,92,365	-	100.00	-
Public-Non	Remote E-Voting		44,24,525	15.66	44,20,473	4,052	99.91	0.09
	E-voting during AGM	2,82,59,716			-	-	-	-
Institutions	Total	11	44,24,525	15.66	44,20,473	4,052	99.91	0.09
Total		7,22,96,395	4,53,16,677	62.68	4,53,12,625	4,052	99.99	0.01

<sup>\*</sup> To the extent of their shareholding in the Company

For Hindware Home Innovation Limited

Company Secretary

Item No.3

Appointment of a Director in place of Mr Rakesh Kaul (holding DIN: 08560772) who retires by rotation, and being eligible, offers himself for reappointment.

Resolution Re	quired: (Ordinary/Speci	al)					Ore	dinary
Whether pror	noter/ promoter group a	re intersted in th	e Agenda/reso	lution				No
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters	Remote E-Voting	3,70,99,787	3,70,99,787	100.00	3,70,99,787	-	100.00	-
and Promoter	E-voting during AGM		-	-	-	-	-	-
Group	Total		3,70,99,787	100.00	3,70,99,787	-	100.00	
Public-	Remote E-Voting		37,92,365	54.67	37,92,365	-	100.00	-
	E-voting during AGM	69,36,892			-		_	
Institutions	Total		37,92,365	54.67	37,92,365		100.00	
Dublic Non	Remote E-Voting		44,24,525	15.66	44,24,123	402	99.99	0.01
Public-Non	E-voting during AGM	2,82,59,716	-	-			-	
Institutions	Total		44,24,525	15.66	44,24,123	402	99.99	0.01
Total		7,22,96,395	4,53,16,677	62.68	4,53,16,275	402	100.00	0.00

Item No.4

Re-appointment of Mr. Rakesh Kaul as Whole-time Director & Chief Executive officer and remuneration payable thereof.

<b>Resolution Re</b>	quired : (Ordinary/Speci	al)					Sp	ecial
Whether pron	noter/ promoter group a	re intersted in th	e Agenda/reso	lution				No
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters	Remote E-Voting		3,70,99,787	100.00	3,70,99,787	-	100.00	
and Promoter	E-voting during AGM	3,70,99,787	-	-	-	-	-	-
Group	Total		3,70,99,787	100.00	3,70,99,787	-	100.00	
Public-	Remote E-Voting		37,92,365	54.67	37,90,569	1,796	99.95	0.05
Institutions	E-voting during AGM	69,36,892	-	-	-	7	-	-
Institutions	Total		37,92,365	54.67	37,90,569	1,796	99.95	0.05
Public-Non	Remote E-Voting	1	44,24,525	15.66	44,24,103	422	99.99	0.01
	E-voting during AGM	2,82,59,716	-	-	-	-	-	-
Institutions	Total		44,24,525	15.66	44,24,103	422	99.99	0.01
Total		7,22,96,395	4,53,16,677	62.68	4,53,14,459	2,218	100.00	0.00

For Hindware Home Innovation Limited

Part of the State of the State

Company Secretary

## CS PRAVIN KUMAR DROLIA

# (Company Secretary in whole time practice)

2<sup>nd</sup> Floor, Block D, 13, Selimpur Road, Kolkata -700031 MOBILE NO: 9831196869, EMAIL ID: droliapravin12@gmail.com

# Form No. MGT-13 Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

5<sup>th</sup> ANNUAL GENERAL MEETING

OF HINDWARE HOME INNOVATION LIMITED

(Formerly: Somany Home Innovation Limited),

(CIN: L74999WB2017PLC222970)

2, Red Cross Place, Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted on resolutions mentioned in the notice dated 25<sup>th</sup> July, 2022 of 5<sup>th</sup> Annual General Meeting (AGM) of HINDWARE HOME INNOVATION LIMITED (Formerly: Somany Home Innovation Limited) held through video conferencing (VC)/other audio-visual means (OAVM) on Tuesday, the 30<sup>th</sup> August, 2022 at 12.00 Noon (IST)

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362), Company Secretary in whole time practice of Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **HINDWARE HOME INNOVATION LIMITED** (Formerly: Somany Home Innovation Limited) ("the Company") in their meeting held on 26<sup>th</sup> May, 2022 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting conducted on the following resolutions mentioned in the notice of AGM passed by the Members at the 5<sup>th</sup> AGM of the Company held through video conferencing(VC)/other audio visual means (OAVM) on Tuesday, the 30<sup>th</sup> August, 2022 at 12.00 Noon in a fair and transparent manner.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 and reports of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 and Auditors' Report thereon.
2.	Ordinary Resolution	To confirm payment of Interim Dividend of Rs. 0.50 per Equity Share of Rs.2/- each as Final Dividend for the year ended 31 <sup>st</sup> March, 2022.
3.	Ordinary Resolution	To appoint a Director in place of Mr. Rakesh Kaul (holding DIN: 08560772) who retires by rotation, and being eligible, offers himself for re-appointment.
4.	Special Resolution	Re-appointment of Mr Rakesh Kaul as Whole-time Director & Chief Executive officer and remuneration payable thereof.

Ministry of Corporate Affairs (MCA) has vide its circular 5<sup>th</sup> May, 2022 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 (collectively referred to as MCA circulars) and Securities and Exchange Board of India (SEBI) vide its circular Nos: SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and (collectively referred to as SEBI Circulars) permitting the holding of Annual General meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars, SEBI Circulars and rules thereon for holding of AGM and passing of resolutions set out in notice of AGM. My responsibility, as a scrutinizer for e-voting process is restricted to the extent of ascertaining requisite votes casted i.e. "in Favour" and "Against' the resolutions mentioned in the said notice by the Members after taking the effect of "invalid" and "abstained" votes in respect of the resolutions set forth in the notice of the said AGM of the Company. The deemed venue for the AGM shall be the Registered Office of the Company.

## **1.** I submit my report as under:

- 1.1. As per information provided by the management, the Company had completed the dispatch of notice of AGM inter-alia containing User ID, password, Annual Report for the financial year 2021-2022 along with other necessary information through electronic mode only on 6<sup>th</sup> August, 2022 to those Members whose names appeared in the register of Members/list of Beneficiaries with e mail address registered with the Registrar and Transfer Agents (RTA) and Depositories as on 5<sup>th</sup> August, 2022 being the cut-off date in terms of aforesaid MCA Circulars. 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 i.e on 23<sup>rd</sup> August 2022. One share held is equal to one vote.
- 1.2. The Members holding shares in physical mode and not having email ID registered with the Company and Registrar & Share Transfer Agent (RTA) and Members holding shares in electronic form and not registered their e-mail ID with their Depository Participants were given special facility to get their email ID registered with the Company, RTA and Depositories to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notices published on 30<sup>th</sup> July, 2022 in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) informing the Members about update their credentials with the RTA and Depositories for getting Annual Report and other details regarding e-voting through electronically as per MCA circulars. Further the Company also informed the Members through public notices published on 9<sup>th</sup> August, 2022 in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) about completion of dispatch of notice electronically, along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended.
- 1.3. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has arranged remote e-voting facility through Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company had fixed 23<sup>rd</sup> August, 2022 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided electronic voting facility through CDSL platform to the Shareholders during the course of the meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act, 2013.

- 1.4. The e-voting period was commenced on Saturday, 27<sup>th</sup> August, 2022 from 9:00 A.M. (IST) and concluded on Monday, 29<sup>th</sup> August, 2022 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off' date i.e., 23<sup>rd</sup> August, 2022, fixed by the Company, were entitled to vote on the resolutions set out in the notice of the said AGM of the Company by electronic mode only.
- 1.5. At the meeting of the Board of Directors of the Company held on 26<sup>th</sup> May, 2022, Ms. Payal M Puri, Company Secretary and Compliance Officer, was made responsible for conducting the entire e-voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.
- 1.6. The votes cast through remote e-voting facility were unblocked after the conclusion of AGM in the presence of 2 (two) witnesses, Mrs. Sangita Drolia of Tower 1, Flat 23G, 375, Prince Anwar Saha Road, Kolkata 700068 and Mr. Anirudh Saraf of 58/35, Prince Anwar Saha Road, Kolkata 700045, who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 1.7. The report inter alia containing details such as list of equity shareholders, who voted "for" and "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice of the said AGM. The report was generated from the e-voting website of CDSL i.e., https://www.evotingindia.com.
- 1.8. The result of voting on the resolutions through electronic means is as per "Annexure A" attached herewith.

### **RESULTS:**

There are 36,326 numbers of eligible Members holding total 7,22,96,395 no(s) of Shares, who were entitled to vote electronically as on cut-off date i.e.  $23^{rd}$  August, 2022. The resolutions number 1 to 3 mentioned in the notice of Annual General Meeting as per details given above stand carried with requisite majority and resolutions number 4 stand carried with 75 percent majority. I further report that the Chairman of the meeting or any other person as authorized by him in this regard may declare and confirm the above results of voting at the registered office of the Company not later than  $1^{st}$  September, 2022 in respect of the resolutions passed referred hereinabove.

I hereby also confirm that I am maintaining the register electronically in respect of details of vote casted through remote e-voting prior to AGM and during the course of AGM by the attending Members and will be handed over to the Company Secretary of the Company for safe keeping after declaration of result.

(Note: Remote e-voting term mentioned in my above report means the vote cast electronically during the tenure of 3 days e-voting period provided before the AGM and vote cast electronically during the course of the AGM)

Thanking You, Yours faithfully,

(Pravin Kumar Drolia)
Company Secretary in whole time practice
F.C.S No.2366, CP 1362
Peer review unit regn: 1928/2022

UDIN: F002366D000875535 Date: 30<sup>th</sup> August, 2022

#### ANNEXURE - A

Consolidated result of remote e-voting on the resolutions passed by the Members at Annual General Meeting of Hindware Home Innovation Limited (Formerly: Somany Home Innovation Limited) held on 30/08/2022 at 12.00 Noon.

Total No. of Shareholder as on record date i.e. 23rd August, 2022 = 36,326
Total No. of paid up Shares as on 23rd August, 2022 = 7,22,96,395

				No. of	Total	Va	alid votes		Invalid	votes		Vote cast	in favour lutions	% of Valid	Vote cast the reso		% of Valid	Abst	ain
	SL lo.	Resolution	Mode	folios/ Ballots Received	no.of Shares held	No. of folios/ No. of Ballots received	Votes	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid votes	No. of folios/ No. of Ballots	Votes	Votes in favour of the resolutions	No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	
_		To Consider and adopt the Audited	Remote E- Voting	144	45316677	144	45316677	100.00	0	0	0.00	139	45316375	100.00	5	302	0.00	0	0
	1	Financial Statements of the Company for the financial year ended March 31, 2022 and reports of Board of Directors and Auditors thereon and the Audited Consolidated	F	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
	1	Financial Statements of the Company for the financial year ended March 31, 2022 and Auditors' Report thereon. (passed as an ordinary resolution)	TOTAL	144	45316677	144	45316677	100.00	0	0	0.00	139	45316375	100.00	5	302	0.00	0	0
		To confirm payment of Interim Dividend of	Remote E- Voting	144	45316677	144	45316677	100.00	0	0	0.00	138	45312625	99.99	6	4052	0.01	0	0
	2	Rs. 0.50 per Equity Share of Rs.2/- each as Final Dividends for the year ended 31st March, 2022. (passed as an ordinary resolution)	E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
	l	resolution)	TOTAL	144	45316677	144	45316677	100.00	0	0	0.00	138	45312625	99.99	6	4052	0.01	0	0
	4	Appointment of a Director in place of Mr Rakesh Kaul (holding DIN: 08560772) who	Remote E- Voting	144	45316677	144	45316677	100.00	0	0	0.00	138	45316275	100.00	6	402	0.00	0	0
	9 1	retires by rotation, and being eligible, offers himself for re-appointment. (passed as an	E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		"	TOTAL	144	45316677	144	45316677	100.00	0	0	0.00	138	45316275	100.00	6	402	0.00	0	0

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		No. of		Total	Valid votes		Invalid vo		I votes % of		Vote cast in favour of resolutions		% of Valid	Vote cast against the resolutions		% of Valid	Abstain	
	SL Resolution	Mode folios/ Ballots Received		No. of folios/ No. of Ballots received	Votes	% of Valid votes	No. of folios/ No. of Ballots received	Votes	Invalid votes	No. of folios/ No. of Ballots	Votes	Votes in favour of the resolutions	No. of folios/ no. of Ballots	Votes	votes against the resolutions	No. of folios/ no. of Ballots		
	Re-appointment of Mr Rakesh Kaul as	Remote E- Voting	144	45316677	144	45316677	100.00	0	0	0.00	136	45314459	100.00	8	2218	0.00	0	0
4	Whole-time Director & Chief Executive E-vo officer and remuneration payable thereof. (passed as a special resolution)		0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	144	45316677	144	45316677	100.00	0	0	0.00	136	45314459	100.00	8	2218	0.00	0	0

(Pravin Kumar Drolia)
Company Secretary in whole time practice
F.C.S No.2366, Certificate of Practice No.1362
Peer review unit regn: 1928/2002

UDIN:F002366D000875535 Date: 30th August, 2022