

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001

CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

NOTICE is hereby given that the Second Extra-Ordinary General Meeting of the Members of Somany Home Innovation Limited will be held at its Registered Office at 2, Red Cross Place, Kolkata – 700 001, on Saturday, 5th day of January, 2019 at 12.30 p.m. to transact the following businesses:-

SPECIAL BUSINESS:

1. APPROVAL FOR FIXING OF THE BORROWING LIMITS OF RS. 1000 CRORES UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following as a **special resolution**:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of the Company, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof, if any) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, free reserves and security premium, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1000 Crore (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. APPROVAL FOR CREATION OF CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE U/S 180(1)(A) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following as a **special resolution**:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof, if any) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/ foreign

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currency convertible bonds and/or bonds with share warrants attached and/or Working Capital facilities from Banks/Financial Institutions (hereinafter collectively referred to as "Loans").

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

By Order of the Board
For Somany Home Innovation Limited


(Giridhar Ban Sultania)
Director

Place: Kolkata

Dated: 12th December, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS / HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A proxy should be sent in the form enclosed and in order to be effective must reach the registered office of the Company at least **FORTY EIGHT HOURS** before the scheduled time of the meeting.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.
4. Members are requested to carry the Attendance slip as attached in the Notice.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item No. 1 set out above is annexed hereto.
6. Documents, if any, referred to in the Notice may be inspected at the Registered Office of the Company on any working day prior to the date of meeting during 3:00 p.m. and 5:00 p.m. and will also be available at the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the said Meeting.
8. A route map of the venue of EOGM is attached herewith.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

Pursuant to the Composite Scheme of Arrangement under sections 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 amongst HSIL Limited (The Demerged Company) and Somany Home Innovation Limited (Resulting Company 1) and Brilloca Limited (Resulting Company 2) and their respective shareholders and creditors, the Company needs to finance the capital expenditure on expansion and modernization programmes and partly to augment the long term capital requirements for Company's growing activities and operations, it would be required to fix the borrowing limit of the Company to Rs. 1000 Crores to take care of future needs of the Company.

The Board recommends the Resolution for approval of the Shareholders of the Company.

None of the Directors of the Company and/or their relatives and/or Key Management Personnel, if any, are concerned or interested in the above resolution.

The Board accordingly recommends the resolution as set out under item No. 1 of the accompanying notice for approval of the Members.

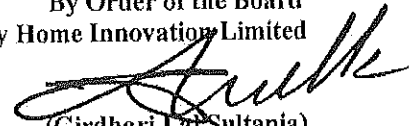
Item no. 2

Pursuant to the Composite Scheme of Arrangement under sections 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 amongst HSIL Limited (The Demerged Company) and Somany Home Innovation Limited (Resulting Company 1) and Brilloca Limited (Resulting Company 2) and their respective shareholders and creditors, the Company needs to mortgage and/ or create charge on all or anyone of the moveable / immovable properties or such other assets of the company pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 ('the Act') consent of the members is required by way of a special resolution to create security for the borrowings to be made by the Company, if required, by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future).

None of the Directors of the Company and/or their relatives and/or Key Management Personnel, if any, are concerned or interested in the above resolution.

The Board accordingly recommends the resolution as set out under item No. 2 of the accompanying notice for approval of the Members.

By Order of the Board
For Somany Home Innovation Limited


(Girdhari Lal Sultania)
Director

Place: Kolkata

Dated: 12th December, 2018

