



SOMANY HOME INNOVATION LIMITED

CIN: L74999WB2017PLC222970

Registered Office: 2, Red Cross Place, Kolkata – 700 001, West Bengal, India

Phone: +91-33-2248 7407/5668,

E-mail: investors@shilgroup.com;

Website: www.shilgroup.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice of postal ballot ("**Notice**") is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force) ("**Rules**") and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and such other applicable laws and regulations, that the resolution annexed hereunder is proposed to be passed by the members of the Company ("**Members**") by way of postal ballot including through remote electronic voting ("**e-voting**"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolution is appended below for consideration of the members.

Due to COVID-19 outbreak, the Ministry of Corporate Affairs, Government of India ("**MCA**") vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No.22/2020 dated June 15, 2020 ("**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till September 30, 2020 or till such further orders, whichever is earlier. Pursuant to the said MCA Circulars, companies have been advised to adhere to the social distancing norms laid down by the Government of India and take all decisions which require the approval of the members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act till September 30, 2020 or till further orders, whichever is earlier. The MCA Circulars further provide that on account of difficulties faced by the companies in dispatch of physical postal ballot notice to the members during the lockdown, the communication of assent / dissent of the members in the postal ballot will only take place through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable *mutatis mutandis* for passing of resolutions through postal ballot.

This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice will only be sent through email to all the Members who have registered their email addresses with the Company or depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this postal ballot. The communication of assent / dissent of the Members will only take place through the remote e-voting system. However, in order to facilitate voting for the Members who may not be able to access e-voting facilities, the Members may also cast their votes through physical ballots, as per the instructions provided in the Notice.

For voting through electronic means as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' of this Notice.

The Company has appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362) as Scrutinizer for conducting the postal ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. The result of the postal ballot will be announced on Tuesday, 4th August, 2020 at 2.00 P.M. and will be displayed at the Company's website www.shilgroup.com, besides communicating to the stock exchanges, depositories and Company's Registrar and Share Transfer Agent. The last date for receipt of votes vide e-voting i.e. 3rd August, 2020 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority.

RESOLUTION

Sale and transfer of Business Undertaking

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder, Memorandum of Association and Articles of Association of the Company and approval of Audit Committee and Board of Directors and subject to other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and such other approvals and subject to such terms and conditions as may the Board of Directors deem fit, consent of the members, be and is hereby accorded to the Board of Directors of the Company (the **“Board”**, which expression shall include any committee thereof) to sell and transfer the Company’s business undertaking (being operated as a separate division) engaged in the business of importing, sourcing, marketing, servicing, sale and distribution of domestic electric storage water heaters along with its connected accessories and spare parts, and ancillary sourced products such as instantaneous water heaters (**“Business Undertaking”**), to Hintastica Private Limited, a wholly owned subsidiary of the Company (**“Buyer”**) as an inseparable whole, as a going concern on slump sale basis, the lump sum consideration for such sale and transfer being Rs. 49.37 crore (Rupees Forty Nine Crore and Thirty Seven Lacs) (determined by an independent valuer) subject to customary closing adjustments in accordance with the provisions of the business transfer agreement to be executed between the Company and the Buyer.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to transfer the Business Undertaking, the consideration therefor, the methods and modes in respect thereof, and finalizing, modifying and executing necessary documents, including business transfer agreement, contracts, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities if required, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
Somany Home Innovation Limited**

**Place: Gurugram
Date: 23rd June, 2020**

**Payal M. Puri
Company Secretary & V.P. Group General Counsel
Membership No. A16068**

NOTES:

1. The Statement as required under Section 102 of the Act is appended to this Notice.
2. The Notice is being sent to all the Members, by e-mail, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 26th June, 2020 (“Cut-off date”) and who have registered their email addresses with the Company or depository through the respective depository participants. A Person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
3. The Notice is also available on the Company's website www.shilgroup.com.
4. The Members who have not yet registered their email address are requested to get their email addresses 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 get their email registered, by visiting the website <http://www.mdpl.in> 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 Registrar and Share Transfer Agent of the Company at mdpldc@yahoo.com.
 - (b) Please note that for permanent registration of email address, Members shall register their email addresses, 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 4(a) above shall be sufficient for permanent registration of their email addresses.
 - (c) Members who have already registered their email address are requested to keep their email addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, receiving future communications in electronic form to their email address.
5. Members whose names appear in the Register of Members / List of Beneficial Owners as received from the NSDL and CDSL as on the Cut-off Date and (i) who have received this Notice by e-mail; and (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories, and wish to cast their vote through physical ballots may do the same by downloading the Postal Ballot Form from www.shilgroup.com (also annexed to this Notice) and in accordance with the instructions provided therein. Such Members may complete the Postal Ballot Form and send the same to the Scrutinizer, Mr. Pravin Kumar Drolia, C/o. Somany Home Innovation Limited 2, Red Cross Place, Kolkata 700 001. However, in light of COVID-19 outbreak and for adhering to the social distancing norms prescribed by the Government of India, the Members are advised to avail e-voting facility for casting their vote in this Postal Ballot.
6. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote on the resolution set forth in the Notice. 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.
7. The voting/e-voting period commences on 5th July, 2020 (9:00 AM IST) and ends on 3rd August, 2020 (5:00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically.
8. All the relevant documents referred to in the explanatory statement will be posted on the website of the Company for online inspection by the members till 3rd August, 2020.
9. Pursuant to the Rules read with the MCA Circulars, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India and one Bengali daily newspaper circulating in Kolkata.
10. Resolution passed by the members through Postal Ballot and e-voting is deemed to have been passed effectively at a general meeting.

11. Voting through electronic means:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically.
- (ii) The Company has engaged the services of CDSL as the authorised agency to provide e-voting facilities.
- (iii) The remote 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 Sunday, 5 th July, 2020
End of e-voting	Upto 5.00 p.m. (IST) on Monday, 3 rd August, 2020

- (iv) The procedure and instructions for members for remote e-voting are as under:
 - (a) Members should log on to the e-voting website [www.evotingindia.com]
 - (b) Click on "Members" tab.
 - (c) Now, select the "Somany Home Innovation Limited" from the drop down menu and click on "SUBMIT".
 - (d) Now Enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. For Physical Form: Member should enter Folio Number registered with the Company.
 - (e) Next enter the Image Verification as displayed and Click on Login.
 - (f) If you are holding shares in demat form and had logged on to ww.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (g) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 (ten) digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (h) After entering these details appropriately, click on "SUBMIT" tab.

- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant "Somany Home Innovation Limited" on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- (r) Note for Institutional Members
- Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [<https://www.evotingindia.com>] and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com].
 - After receiving the login details they have to create a user id who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (s) In case you have any queries or issues regarding e-voting, 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].
- (t) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

As a part of corporate strategy, the Board of Directors (the “**Board**”) of the Company have proposed to sell and transfer the Company’s business undertaking (being operated as a separate division) engaged in the business of importing, sourcing, marketing, servicing, sale and distribution of domestic electric storage water heaters along with its connected accessories and spare parts, and ancillary sourced products such as instantaneous water heaters (“**Business Undertaking**”), to Hintastica Private Limited, a wholly owned subsidiary of the Company (“**Buyer**”) as an inseparable whole, as a going concern on slump sale basis, the lump sum consideration for such sale and transfer being Rs.. 49.37 crore (Rupees Forty Nine Crore and Thirty Seven Lacs) (determined by an independent valuer) subject to customary closing adjustments in accordance with the provisions of the business transfer agreement to be executed between the Company and the Buyer (“**BTA**”), without values being assigned to the individual assets and liabilities in accordance with the provisions of Section 50B read with Section 2(42C) of the Income-tax Act, 1961, on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board may deem fit and appropriate in the interest of the Company (“**Proposed Transaction**”).

In accordance with the provisions of Section 180(1)(a) of the Act, any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of a company requires the approval of members of the company by way of a special resolution and as per the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, such approval by way of special resolution needs to be accorded by way of postal ballot. The Business Undertaking constitutes an ‘undertaking’ in terms of Section 180(1)(a) of the Act.

The Proposed Transaction was approved by the Board at its meeting held on 23rd June, 2020 (and the audit committee at its meeting held on 23rd June, 2020). Pursuant thereto, the BTA is proposed to be executed between the Company and the Buyer. Under the BTA, sale and transfer of the Business Undertaking from the Company to the Buyer is conditional upon satisfactory completion of the conditions precedent (including the approval of the Members, lenders and other necessary approvals as may be required for the Proposed Transaction) by the parties.

The Proposed Transaction would be in the nature of a related party transaction under Section 188(1)(b) of the Act read with rules made thereunder including circular, notification, clarifications thereto, as it involves selling or otherwise disposing of property of any kind to the Buyer, which being a wholly owned subsidiary of the Company, is a related party of the Company. Members of the Company are further requested to note that Section 188(1)(b) of the Act read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and Its Powers) Rules, 2014, requires that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved equals to or exceeds 10% (ten percent) of the net worth of the company is to be approved by the members of the company by way of a resolution. The fifth proviso to Section 188(1) of the Act states that the requirement of approval of obtaining approval of members is not applicable for transactions entered into between a company and its wholly owned subsidiary whose accounts are consolidated and placed before the shareholders at the general meeting for approval. Therefore, the requirement of obtaining the approval of members under Section 188(1) of the Act shall not apply to the Proposed Transaction.

In terms of Regulation 23(4) of the LODR Regulations, all material related party transactions (including transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged) shall require approval of the shareholders through resolution. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, with a related party exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, Regulation 23(5) of the LODR Regulations *inter-alia* provides that the requirement of obtaining approval of members under Regulation 23(4) of the LODR Regulations shall not be applicable for a transaction between a company and its wholly owned subsidiary whose accounts are consolidated and placed before the shareholders at the general meeting for approval. Therefore, the requirement of obtaining the approval of members under Regulation 23(4) of the LODR Regulations shall not apply to the Proposed Transaction.

Except for Mr. Sandip Somany and Mr. Rakesh Kaul who are also the Directors on the board of the Buyer, and their respective relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution for approval of the members as a Special Resolution under Section 180(1)(a) of the Act.

**By order of the Board of Directors
Somany Home Innovation Limited**

**Place: Gurugram
Date: 23rd June, 2020**

**Payal M. Puri
Company Secretary & V.P. Group General Counsel
Membership No. A16068**