

Notice

NOTICE is hereby given that the **8th Annual General Meeting ("AGM")** of the members of Honasa Consumer Limited ("**the Company**") will be held on Thursday, August 29, 2024 at 10.30 AM, Indian Standard Time (IST), through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**").

The venue of the meeting shall be deemed to be the Registered Office of the Company at Unit No. 404, 4th Floor, City Centre, Plot No. 05, Sector - 12, Dwarka, New Delhi - 110075, India. The following businesses will be transacted at the AGM:

ORDINARY BUSINESS:

1. a. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon;

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising of the balance sheet as at March 31, 2024, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2024, together with the notes thereto, report of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- b. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2024 together with the reports of Auditors thereon;

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company comprising of the balance sheet as at March 31, 2024, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2024, together with the notes thereto and report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a director in place of Ms. Ghazal Alagh (DIN: 07608292) who retires by rotation and being eligible, offers herself for re-appointment.

To consider and if thought fit, to 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, and in accordance with the Articles of Association of the Company, Ms. Ghazal Alagh (DIN: 07608292), who retires by rotation at

this Annual General Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W/E300004) as Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2029, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any one of the Director, the Chief Executive Officer and the Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. To re-appoint Mr. Varun Alagh, (DIN: 07597289) as a Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V read with other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration

Committee, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Varun Alagh (DIN: 07597289) as the Whole Time Director (designated as Executive Chairman) of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from January 01, 2025 on the terms and conditions including remuneration, as contained in the draft of the agreement to be entered into between the Company and Mr. Varun Alagh, material terms of which are set out in the explanatory statement attached hereto, with liberty to the Board of Directors (hereinafter referred to as **"the Board"**, which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time, the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Varun Alagh, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

RESOLVED FURTHER THAT Mr. Varun Alagh shall be designated as the Executive Chairman or such other designation as may be approved by the Board from time to time, the same not being inconsistent with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

RESOLVED FURTHER THAT Mr. Varun Alagh shall have substantial powers of management and be in charge of general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board.

RESOLVED FURTHER THAT Mr. Varun Alagh shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board and Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and/or modify the terms and conditions of re-appointment and remuneration and perquisites payable to Mr. Varun Alagh so as not to exceed 5% of the Net Profit of that financial year calculated as per the applicable provisions of Section 198 read with Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board and Mr. Varun Alagh.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to this resolution."

5. To re-appoint Ms. Ghazal Alagh, (DIN: 07608292) as a Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V read with other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to the re-appointment of Ms. Ghazal Alagh (DIN: 07608292) as the Whole Time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from January 01, 2025 on the terms and conditions including remuneration, as contained in the draft of the agreement to be entered into between the Company and Ms. Ghazal Alagh, material terms of which are set out in the explanatory statement attached hereto, with liberty to the Board of Directors (hereinafter referred to as **"the Board"**, which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time, the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Ms. Ghazal Alagh, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

RESOLVED FURTHER THAT Ms. Ghazal Alagh shall be designated as the Whole Time Director or such other designation as may be approved by the Board from time to time and will work under the superintendence, control and direction of the Board.

RESOLVED FURTHER THAT Ms. Ghazal Alagh shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board and Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and/or modify the terms and conditions of re-appointment and remuneration and perquisites payable to Ms. Ghazal Alagh so as not to exceed 5% of the Net Profit of that Financial Year

calculated as per the applicable provisions of Section 198 read with Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board and Ms. Ghazal Alagh.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to this resolution.”

6. To approve continuation of Mr. Ishaan Mittal (DIN: 07948671) as a Non-Executive Nominee Director.

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

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as **“the Act”**) (including any statutory modifications or re-enactments thereof, for the time being in force), Regulation 17 (1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions,

if any, pursuant to the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ishaan Mittal (DIN: 07948671) be and is hereby ratified to continue as a Non-Executive Nominee Director of the Company for a further period of five years with effect from January 03, 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to this resolution.”

By Order of the Board
For Honasa Consumer Limited

Dhanraj Dagar

Company Secretary &
Compliance Officer

Membership No. A33308

Place: Gurugram
Date: May 23, 2024

NOTES

CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Annual General Meeting (“AGM”) will thus be held through video conferencing (“VC”) or other audio visual means (“OAVM”). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of 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 Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its members in respect of the business 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 authorised 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.
3. 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. The facility of participation at the AGM through VC/OAVM will be made available to 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.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
6. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.honasa.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, it has been decided to allow companies whose AGMs are due in the year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before September 30, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020.
9. Mr. Shashi Shekhar, Practicing Company Secretary (FCS No. 12475, COP No. 14145), has been appointed as “Scrutiniser” to scrutinise the e-Voting process in a fair and transparent manner and he has communicated his willingness to be appointed as the Scrutiniser.
10. The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a Scrutiniser Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
11. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company at www.honasa.in and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com, immediately after the declaration of Result by the Chairman or any person authorised by him in writing.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, August 26, 2024 at 09:00 a.m. and ends on Wednesday, August 28, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Friday, August 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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 ESPs for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-Voting Service Providers ("**ESPs**") providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsd.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 remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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 e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities 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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 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.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of "HONASA CONSUMER LIMITED" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xv) 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" & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification.
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (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.
 - 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 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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 scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; ghanraj.d@honasa.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

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

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Two (2) days prior to meeting** i.e., on or before August 26, 2024, mentioning their name, demat account number/folio number, email id, mobile number at ghanraj.d@honasa.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast **Two (2) days prior to meeting** i.e., on or before August 26, 2024, mentioning their name, demat account number/folio number, email id, mobile number at ghanraj.d@honasa.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote 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.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to inward.ris@kfintech.com.
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email ID and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No. 3:

S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) was appointed as the Statutory Auditors of the Company on September 30, 2019 for a period of first term of 5 (five) consecutive years from the conclusion of 3rd Annual General meeting of the Company held on September 30, 2019 till the conclusion of the 8th Annual General Meeting of the Company to be held in the year 2024.

Pursuant to the provisions of Section 139 (2) of the Companies Act, 2013 ("**the Act**"), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of this AGM. The Board of Directors place on record their appreciation for the services rendered by S.R. Batliboi & Associates LLP, Chartered Accountants.

Accordingly, the Board of Directors of the Company has, after considering the experience and expertise and based on the recommendation of the Audit Committee, at its meeting held on May 23, 2024, proposed the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for a second and remaining term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 13th AGM to be held in the year 2029.

S.R. Batliboi & Associates LLP, Chartered Accountants have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid to S.R. Batliboi & Associates LLP, Chartered Accountants towards statutory audit for financial year 2024-25 shall not exceed ₹ 1,12,00,000/- excluding taxes and out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee. The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.

The Audit Committee and the Board of Directors, while recommending the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

S.R. Batliboi & Associates LLP, Chartered Accountants ("**the Firm**") is a Limited Liability Partnership Firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("**ICAI**") with Registration No. 101049W/E300004. The Firm is having its registered office in Bengaluru and has strong presence in major cities of the country. The Firm has a valid Peer Review certificate.

All the network firms including the Firm are primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

Item No. 4:

Mr. Varun Alagh was appointed as a Whole Time Director of the Company effective January 01, 2020, for a term of 5 (five) years until December 31, 2024. Based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors ("**the Board**") of the Company, at its meeting held on May 23, 2024 has, subject to the approval of Members of the Company at the ensuing Annual General Meeting, re-appointed Mr. Varun Alagh (DIN: 07597289) as Whole Time Director designated as Executive Chairman, for a further period of 5 (five) years from the expiry of his present term, i.e. with effect from January 01, 2025, on the terms and conditions as recommended by the NRC.

The Board considers Mr. Varun Alagh's experience and expertise to be beneficial to the Company and the Company has shown exceptional growth under his leadership since inception and therefore the Board recommends his re-appointment as Whole Time Director designated as Executive Chairman, for a period of 5 (five) years.

The principal terms and conditions of re-appointment of Mr. Varun Alagh and the main clauses of the agreement to be executed between the Company and Mr. Varun Alagh, are as follows:

He shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

The details of remuneration and other perquisites of Mr. Varun Alagh for the financial year 2024-25 is as under:

Particulars	Remuneration Details (Gross in ₹)
Basic Salary	1,10,00,000 per annum
Fixed Remuneration (inclusive of basic salary, allowances & retinals)	2,20,00,000 per annum
Maximum Bonus (100% of Fixed Remuneration)	2,20,00,000 per annum
Total	4,40,00,000 per annum
Gratuity Pay	As per Regulation
Commission	Not entitled

The Maximum bonus payable is linked to performance and profitability of the Company, which in any case shall not exceed ₹ 2,20,00,000 per annum.

He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("the Act") with regard to duties of directors. He shall adhere to the Company's Code of Conduct.

Mr. Varun Alagh satisfies all the conditions set out in Part-I of Schedule V to the Act and Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Approval of members is sought for the re-appointment of Mr. Varun Alagh as Whole Time Director of the Company and his continuation as a director liable to retire by rotation in terms of the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite details and information pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. Mr. Varun Alagh is interested in the resolution set out at Item No. 4 of the Notice. Ms. Ghazal Alagh and the other relatives of Mr. Varun Alagh may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

Ms. Ghazal Alagh was appointed as a Whole Time Director of the Company effective January 01, 2020, for a term of 5 (five) years until December 31, 2024. Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("the Board") of the Company, at its meeting held on May 23, 2024 has, subject to the approval of Members of the Company at the ensuing Annual General Meeting, re-appointed Ms. Ghazal Alagh (DIN: 07608292) as Whole Time Director for a further period of 5 (five) years from the expiry of her present term, i.e. with effect from January 01, 2025, on the terms and conditions as recommended by the NRC.

The Board considers Ms. Ghazal Alagh's experience and expertise to be beneficial to the Company and the Company has shown exceptional growth under her leadership since inception and therefore the Board recommends her re-appointment as Whole Time Director for a period of 5 (five) years.

The principal terms and conditions of re-appointment of Ms. Ghazal Alagh and the main clauses of the agreement to be executed between the Company and Ms. Ghazal Alagh, are as follows:

She shall perform such duties as shall from time to time be entrusted to her by the Board, subject to superintendence, guidance and control of the Board.

The details of remuneration and other perquisites of Ms. Ghazal Alagh for the financial year 2024-25 is as under:

Particulars	Remuneration Details (Gross in ₹)
Basic Salary	79,20,000 per annum
Fixed Remuneration (inclusive of basic salary, allowances & retinals)	1,58,40,000 per annum
Maximum Bonus (25% of Fixed Remuneration)	39,60,000 per annum
Total	1,98,00,000 per annum
Gratuity Pay	As per Regulation
Commission	Not entitled

The Maximum bonus payable is linked to performance and profitability of the Company, which in any case shall not exceed ₹ 39,60,000 per annum.

She shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 (**"the Act"**) with regard to duties of directors. She shall adhere to the Company's Code of Conduct.

Ms. Ghazal Alagh satisfies all the conditions set out in Part-I of Schedule V to the Act and Section 196(3) of the Act for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Approval of members is sought for the re-appointment of Ms. Ghazal Alagh as Whole Time Director of the Company and her continuation as a director liable to retire by rotation in terms of the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite details and information pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. Ms. Ghazal Alagh is interested in the resolution set out at Item No. 5 of the Notice. Mr. Varun Alagh and the other relatives of Ms. Ghazal Alagh may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

Pursuant to Regulation 17(ID) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from April 01, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be. Provided that the continuation of the director serving on the board of directors

of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.

In view of the above requirements Mr. Ishaan Mittal (DIN: 07948671) was appointed as a Nominee Director on the Board of the Company w.e.f January 03, 2020 and will be completing the term of 5 years on January 02, 2025, therefore the appointment of Mr. Ishaan Mittal will require the approval of the members of the Company in this Annual General Meeting of the Company.

Approval of members is sought for the continuation of Mr. Ishaan Mittal as Non-Executive Nominee Director of the Company for another period of 5 (five) years in terms of the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite details and information pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. Mr. Ishaan Mittal is interested in the resolution set out at Item No. 6 of the Notice. Peak XV partners Advisors India LLP (formerly, Sequoia Capital India LLP)/Sequoia Capital Global Growth Fund III - U.S./India Annex Fund, L.P. and the other shareholders may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board
For Honasa Consumer Limited

Dhanraj Dagar

Company Secretary &
Compliance Officer

Membership No. A33308

Place: Gurugram

Date: May 23, 2024

Additional information on Directors seeking election/appointment/re-appointment at this Annual General Meeting

[under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Varun Alagh	Ms. Ghazal Alagh	Mr. Ishaan Mittal
Director Identification Number (DIN)	07597289	07608292	07948671
Date of Birth	February 01, 1984	September 22, 1988	December 23, 1987
Age	40 years	35 years	36 years
Date of first appointment on the Board	September 16, 2016	September 16, 2016	January 03, 2020
Date of re-appointment by the members	January 01, 2020	January 01, 2020	NA
Qualification	(i) Bachelor's degree of engineering (electrical) from the University of Delhi (ii) Post-graduate diploma in business management from XLRI, Jamshedpur	(i) Bachelor's degree of computer applications from Panjab University, Chandigarh (ii) Certification in software engineering from the academic council of the NIIT Academy, New Delhi	(i) Bachelor's degree of technology in mechanical engineering from the Indian Institute of Technology, Delhi (ii) Master's degree in business administration from Harvard University, Commonwealth of Massachusetts
Experience (including expertise in specific functional area) / Brief Resume	Driven by purpose and passion, Mr. Varun Alagh co-founded Honasa Consumer Limited in 2016. With over 16 years of leadership experience in sales and marketing roles with world-renowned FMCG brands, he has mastered the art of building a brand and making it profitable. He started his career with Hindustan Unilever, and then went on to become the Senior Brand Manager at Diageo followed by a 4 year stint at Coca Cola wherein he managed the ATL, BTL, Digital & Trade activations for Smirnoff and has been instrumental in launching Coke Zero in India. During his corporate stint, he has won multiple recognitions including Business Unit Presidents Award, Above and Beyond Award and I am Diageo Award. Establishing Mamaearth, the flagship brand of Honasa Consumer, followed by launching like The Derma Co, Aqualogica, Ayuga and acquiring established brands like BBlunt and Dr. Sheths and scaling them to greater heights, he has established himself as the vanguard of the digital-first beauty and personal care sector.	A corporate trainer turned artist-cum-entrepreneur Ms. Ghazal Alagh co-founded Mamaearth, driven by the passion for making early parenting stress-free. She spearheads innovation, community, and new brand initiatives. She works closely with a large number of consumers, and mom-communities, who are central to the innovation strategy, and are pivotal in the product development lifecycle. Ghazal's overarching vision is to make this world a better place through purpose-driven brands that solve consumer concerns and serve a greater purpose. With a bachelor's in information technology and Intensive Courses in Modern Art, Design and Applied Arts from New York Academy of Arts, she started her career with NIIT as a Corporate Trainer followed by pursuing art and her entrepreneurial journey with two ventures before Mamaearth. She has been recognised amongst top 10 women artists in India, nationally and internationally. Along with being a celebrated artist, her entrepreneurial journey has many milestones.	Mr. Ishaan Mittal has worked with the Boston Consulting Group (India) Private Limited for a period of over a year and is working with Peak XV Partners Advisors India LLP (formerly, Sequoia Capital India LLP) for a period of over eight years where he is currently working as "Managing Director".

Name of the Director	Mr. Varun Alagh	Ms. Ghazal Alagh	Mr. Ishaan Mittal
	He has been awarded with prestigious awards like Economic Times 40 Under 40 and Forbes Tycoons of Tomorrow, among others.	She was one of the pioneering sharks on Shark Tank Season 1 India and has been awarded as Fortune Most Powerful Women in Business 2022 & 2023, Forbes Asia's Power Businesswomen, GQ Young Influential India, ET 40 under 40, Business World 40 under 40 Awards and many more. Having straddled three different roles –a corporate trainer, an artist, and a mother– She is identified as a trailblaser and an inspiration to women entrepreneurs.	
Terms and Conditions of appointment/re-appointment	5 Years	5 Years	5 Years
Remuneration last drawn (FY 2023-2024)	40 million	18 million	NA
Remuneration proposed to be paid	44 million	19.8 million	NA
Other Companies in which he/ she is a Director	<ol style="list-style-type: none"> 1. Fusion Cosmeceutics Private Limited 2. Just4Kids Services Private Limited 3. Bhabani Blunt Hair Dressing Private Limited 4. B:Blunt-Spratt Hairdressing Private Limited 	<ol style="list-style-type: none"> 1. Fusion Cosmeceutics Private Limited 2. Just4Kids Services Private Limited 3. Bhabani Blunt Hair Dressing Private Limited 4. B:Blunt-Spratt Hairdressing Private Limited 	<ol style="list-style-type: none"> 1. Finova Capital Private Limited 2. Girnar Software Private Limited
Names of the Listed entities from which the Director has resigned in past 3 years	None	None	None
Number of Board Meetings attended during the year	14	14	13
Shareholding in the Company as on March 31, 2024	103550850	9964700	0
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Spouse of Ghazal Alagh	Spouse of Varun Alagh	None
Membership/Chairmanship of Board Committees in other companies	NA	NA	NA