



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF AUDIT COMMITTEE OF DIRECTORS OF M/S HONASA CONSUMER LIMITED IN THEIR MEETING HELD ON FRIDAY, THE 13TH DAY OF OCTOBER, 2023 AT THE CORPORATE OFFICE OF THE COMPANY SITUATED "BOARD ROOM" 11TH FLOOR, CAPITAL CYBERSCAPE, ULLAHWAS, SECTOR 59, GURUGRAM - 122102, HARYANA; STARTED AT 11:30 AM AND CONCLUDED AT 11:30 AM.

Approval of Key Performance Indicators by the Audit Committee

The Audit Committee was informed that in connection with the proposed initial public offering of equity shares of the Company of face value of Rs. 10 each (the "Equity Shares"), the Company has filed the draft red herring prospectus dated December 28, 2022 with SEBI and Stock Exchanges and is in the process of filing the updated draft red herring prospectus with the Securities and Exchange Board of India ("SEBI") and will subsequently file the red herring prospectus and prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi, SEBI and relevant stock exchange(s).

In terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022, notified by the Securities and Exchange Board of India on November 21, 2022, the Audit Committee vide its earlier resolution dated December 23, 2023 confirmed the disclosures on the key performance indicators ("KPIs") of the Company included in the draft red herring prospectus. Further for the purposes of filing the red herring prospectus and the prospectus and other documents or material issued or filed by the Company in relation to the Offer, including any amendments, addenda or corrigenda issued thereto the Audit Committee is required to confirm the disclosures on the KPIs of the Company. The Audit Committee also noted that the KPIs as set out in the section titled "Basis of Offer Price" in the Offer Documents shall continue to be disclosed by the Company post listing, in accordance with Paragraph (9)(K)(3)(i) under Part A, Schedule VI and other applicable provisions of the SEBI ICDR Regulations.

Accordingly, the KPIs proposed to be disclosed in the red herring prospectus and the prospectus to comply with the SEBI ICDR Regulations, as set out in Annexure A, were placed before the Audit Committee. The Audit Committee also took note of the certificate issued by B.B. Associates, Chartered Accountants, dated October 13, 2023 in relation to the KPIs ("ICA Certificate"). It was noted by the Audit Committee that no other KPIs pertaining to the Company, other than as included in Annexure A and verified by the ICA Certificate as set out in Annexure B, have been disclosed to earlier investors of the Company at any point of time during the three years period preceding the date of filing the red herring prospectus.

After detailed discussions, the members of the Audit Committee passed the following resolution unanimously:

"RESOLVED THAT, the approval of the Audit Committee is hereby accorded to disclose the Key Performance Indicators (the "KPIs") as set out in Annexure A, in the red herring prospectus, the

Honasa Consumer Limited

Registered Office: Unit No - 404, 4th Floor, City Centre, Plot No 05, Sector-12, Dwarka, New Delhi - 110075

Corporate Office: 10th Floor, Capital Cyberscape, Ullahwas, Sector-59, Gurugram, Haryana - 122102

Email: info@mamaearth.in; Phone: 0124 - 4880828 | Website: www.mamaearth.in

| CIN: U74999DL2016PLC306016 |





prospectus and other documents or material issued in relation to the Offer, including any amendments, addenda or corrigenda issued thereto (collectively, the "Offer Documents")."

RESOLVED FURTHER THAT the details for all the KPIs that have been disclosed to the earlier investors of the Company for raising funds at any point of time during the three years period prior to the date of filing of the RHP, and which are required to be disclosed in the "Basis for Offer Price" section, have been verified and audited by B.B. Associates, Chartered Accountants in accordance with SEBI ICDR Regulations pursuant to their certificate dated October 13, 2023 as set out in **Annexure B** and will be disclosed in the "Basis for Offer Price" section of the Offer Documents.

"RESOLVED FURTHER THAT, Mr. Varun Alagh, CEO and Whole Time Director, Mr. Ramanpreet Sohi, Chief Financial Officer, Mr. Dhanraj Dagar, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company."

"RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any director or the Chief Financial Officer and Company Secretary of the Company be forwarded to the concerned authorities for necessary action."

Certified True Copy
For HONASA CONSUMER LIMITED



SUBRAMANIAM SOMASUNDARAM
CHAIRMAN OF THE AUDIT COMMITTEE.
DIN: 01494407

Honasa Consumer Limited

Registered Office: Unit No - 404, 4th Floor, City Centre, Plot No 05, Sector-12, Dwarka New Delhi 110075

Corporate Office: 10th Floor, Capiral Cyberscape, Ullahwas, Sector-59, Gurugram, Haryana - 122102

Email: info@mamaearth.in; Phone: 0124 - 4880828 | Website: www.mamaearth.in

| CIN: U74999DL2016PLC306016 |



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY AUDIT COMMITTEE OF M/S HONASA CONSUMER LIMITED HELD ON FRIDAY, THE 23RD DAY OF DECEMBER, 2022 AT PLOT NO. 63, 4TH FLOOR, BLM TOWER NETAJI SUBHASH MARG, SECTOR-44 GURUGRAM 122003 HARYANA; STARTED AT 2:00 PM AND CONCLUDED AT 02:15 PM.

APPROVAL OF KEY PERFORMANCE INDICATORS BY THE AUDIT COMMITTEE

"RESOLVED THAT, the approval of the Audit Committee is hereby accorded to disclose the Key Performance Indicators (the "KPIs") as set out in Annexure B, in the draft red herring prospectus, the red herring prospectus, the prospectus and other documents or material issued in relation to the Offer, including any amendments, addenda or corrigenda issued thereto (collectively, the "Offer Documents").

RESOLVED FURTHER THAT the details for all the KPIs that have been disclosed to the earlier investors of the Company for raising funds at any point of time during the three years period prior to the date of filing of the DRHP, and which are required to be disclosed in the "Basis for Offer Price" section, have been verified and audited by B.B. & Associates, Chartered Accountants in accordance with SEBI ICDR Regulations pursuant to their certificate dated December 28, 2022 as set out in Annexure C and will be disclosed in the "Basis for Offer Price" section of the DRHP.

RESOLVED FURTHER THAT, Raman Preet Sohi, CFO of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle to give effect to the above resolution.

Certified True Copy

For HONASA CONSUMER LIMITED



SUBRAMANIAM SOMASUNDARAM
CHAIRMAN OF THE AUDIT COMMITTEE
DIN: 01494407

Honasa Consumer Limited

Registered Office: Unit No - 404, 4th Floor, City Centre, Plot No 05, Sector-12, Dwarka New Delhi 110075

Corporate Office: 4th Floor, BLM Tower, Plot No. 63, Sector-44, Gurugram, Haryana - 122003

Email: info@mamaearth.in; Phone: 0124 - 4880828 | Website: www.mamaearth.in

| CIN: U74999DL2016PLC306016 |