



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE IPO COMMITTEE OF BOARD OF DIRECTORS OF M/S HONASA CONSUMER LIMITED IN THEIR MEETING HELD ON MONDAY, THE 23RD DAY OF OCTOBER, 2023 THROUGH VIDEO CONFERENCE; STARTED AT 03:00 PM AND CONCLUDED AT 03:30 PM.

Approval and adoption of the Red Herring Prospectus in relation to the initial public offer by the Company:

The Committee Members took note that the Board of Directors of the Company at their meeting held on October 21, 2023 had approved the Red Herring Prospectus for filing the same with ROC. The Committee members were also informed that the Company, in response to the draft red herring prospectus dated December 28, 2022 (the “**DRHP**”) filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), has received the final SEBI observation letter bearing reference no. SEBI/HO/CFD/RAC-DIL1/P/OW/2023/30542/1 dated July 28, 2023, from the SEBI, which contained its observations and requests for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the “**RoC**”), BSE Limited and National Stock Exchange of India Limited (together with BSE Limited, the “**Stock Exchanges**”). The updated draft of the red herring prospectus to be filed with the RoC, after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI, was filed with the SEBI on October 13, 2023, 2023 and SEBI noted the changes and provided their approval on October 20, 2023.

The Chairman placed before the Committee Members the red herring prospectus of the Company for their approval. The Committee Members approved the same and passed the following resolutions:

“RESOLVED THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and applicable provisions of the Companies Act, 1956, if any, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other regulations issued by the SEBI, the red herring prospectus dated October 21, 2023 (the “**RHP**”), in respect of the initial public offer of equity shares of face value of ₹ 10 each (the “**Equity Shares**”) comprising of a Fresh Issue of such Equity Shares aggregating up to ₹ 3,650 million and an Offer for Sale of up to 4,12,48,162 Equity Shares by the Company, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company, the Promoter Selling Shareholders and the Investor Selling Shareholders in consultation with the book running lead managers to the Offer (“**BRLMs**”), within the price band to be decided by the Company, the Promoter Selling Shareholders and Investor Selling Shareholders in consultation with the BRLMs, as placed before the Committee members and containing 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, Capiral Cyberscape, Ullahwas, Sector-59, Gurugram, Haryana - 122102

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| CIN: U74999DL2016PLC306016 |





requisite information as prescribed by applicable laws and regulations, be and is hereby approved by the IPO Committee for filing with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws.”

“**RESOLVED FURTHER THAT** Mr. Varun Alagh, CEO & Whole Time Director, Mr. Raman preet Sohi, Chief Financial Officer and Mr. Dhanraj Dagar, Company Secretary and Compliance Officer be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”

“**RESOLVED FURTHER THAT** each of the directors of the Company and the chief financial officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.”

“**RESOLVED FURTHER THAT**, Mr. Varun Alagh, CEO & Whole Time Director, Mr. Ramanpreet Sohi, Chief Financial Officer and Mr. Dhanraj Dagar, Company Secretary and Compliance Officer be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle 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 interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.”

“**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

Certified True Copy
For **HONASA CONSUMER LIMITED**

VARUN ALAGH
WHOLE TIME DIRECTOR
DIN: 07597289



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S HONASA CONSUMER LIMITED IN THEIR MEETING HELD ON SATURDAY, THE 21ST DAY OF OCTOBER, 2023 THROUGH VIDEO CONFERENCE; STARTED AT 06:00 PM AND CONCLUDED AT 06:30 PM.

Approval and adoption of the Red Herring Prospectus in relation to the initial public offer by the Company:

The Board took note that the Company, in response to the draft red herring prospectus dated December 28, 2022 (the “**DRHP**”) filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), has received the final SEBI observation letter bearing reference no. SEBI/HO/CFD/RAC-DIL1/P/OW/2023/30542/1 dated July 28, 2023, from the SEBI, which contained its observations and requests for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the “**RoC**”), BSE Limited and National Stock Exchange of India Limited (together with BSE Limited, the “**Stock Exchanges**”). The updated draft of the red herring prospectus to be filed with the RoC, after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI, was filed with the SEBI on October 13, 2023, 2023 and SEBI noted the changes and provided their approval on October 20, 2023.

The Chairman placed before the Board the red herring prospectus of the Company for their approval. The Board approved the same and passed the following resolutions:

“RESOLVED THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and applicable provisions of the Companies Act, 1956, if any, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other regulations issued by the SEBI, the red herring prospectus dated October 21, 2023 (the “**RHP**”), in respect of the initial public offer of equity shares of face value of ₹ 10 each (the “**Equity Shares**”) comprising of a Fresh Issue of such Equity Shares aggregating up to ₹ 3,650 million and an Offer for Sale of up to 4,12,48,162 Equity Shares by the Company, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company, the Promoter Selling Shareholders and the Investor Selling Shareholders in consultation with the book running lead managers to the Offer (“**BRLMs**”), within the price band to be decided by the Company, the Promoter Selling Shareholders and Investor Selling Shareholders in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made

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thereunder, each as amended), the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws.”

“**RESOLVED FURTHER THAT** Mr. Varun Alagh, CEO & Whole Time Director, Mr. Raman preet Sohi, Chief Financial Officer and Mr. Dhanraj Dagar, Company Secretary and Compliance Officer be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”

“**RESOLVED FURTHER THAT** each of the directors of the Company and the chief financial officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.”

“**RESOLVED FURTHER THAT,** Mr. Varun Alagh, CEO & Whole Time Director, Mr. Raman preet Sohi, Chief Financial Officer and Mr. Dhanraj Dagar, Company Secretary and Compliance Officer be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle 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 interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.”

“**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

Certified True Copy

For HONASA CONSUMER LIMITED

VARUN ALAGH
WHOLE TIME DIRECTOR
DIN: 07597289



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