



Date: February 28, 2024

CORRIGENDUM TO THE POSTAL BALLOT NOTICE DATED DECEMBER 22, 2023

To,
The Shareholders of Honasa Consumer Limited,

Honasa Consumer Limited (“Company”) has circulated a Postal Ballot Notice dated December 22, 2023 together with the Explanatory Statement to the shareholders of the Company, pursuant the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) and other applicable laws and regulations, for seeking approval of shareholders of the Company by way of special resolutions through remote e-voting by way of postal ballot process.

This corrigendum is being issued in continuation of the postal ballot notice dated December 22, 2023 to the shareholders of the Company to provide additional details in the explanatory statement of the said postal ballot notice as mentioned herein and pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

We would like to draw the attention of all the shareholders of the Company towards the Explanatory Statement forming part of the postal ballot notice dated December 22, 2023 and circulated to the shareholders of the Company on December 29, 2023. The Board of Directors of the Company had approved the postal ballot notice on December 22, 2023 for ratification of Honasa Consumer Limited Employees Stock Option Plan - 2018 and Honasa Consumer Limited Employees Stock Option Plan – 2021. However due to an inadvertent error, the details of total number of options to be offered and granted was missed and not disclosed in the explanatory statement of the said postal ballot notice.

For the sake of better clarity and understanding, the revised “Total number of Options to be granted and Equity Shares to be issued and allotted” under point no. 1 of Explanatory Statement in respect to Item No. 1 & 2 should be read as follows:

Sr. No.	Content of Explanatory Statement in the postal ballot notice.	Modification / Clarifications Made.
1	<u>Explanatory Statement in respect of Special Business Item No. 1 & 2:</u> 1. Brief Description of the Scheme: Total number of options to be granted and Equity Shares to be issued and allotted:	<u>Explanatory Statement in respect of Special Business Item No. 1 & 2:</u> 1. Brief Description of the Scheme: Total number of options to be granted and Equity Shares to be issued and allotted: Before the below para:

Honasa Consumer Limited

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

Corporate Office: 10th & 11th Floor, Capital Cyberscape, Ullahwas, Sector 59, Gurugram 122102

Email: info@mamaearth.in; Phone: 011 - 44123544 | Website: www.honasa.in

| CIN: U74999DL2016PLC306016 |



<p>The total number of Equity Shares to be allotted pursuant to exercise of Options under the Scheme to the single Eligible Employees shall not exceed maximum of 1% (one per cent) of the issued Equity Share Capital of the Company having face value of Rs. 10/- (Rupees Ten only) per share.</p>	<p><i>“The total number of Equity Shares to be allotted pursuant to exercise of Options under the Scheme to the single Eligible Employees shall not exceed maximum of 1% (one per cent) of the issued Equity Share Capital of the Company having face value of Rs. 10/- (Rupees Ten only) per share.”</i></p> <p>The following para shall be inserted:</p> <p>The total number of Options to be granted and Equity Shares to be issued and allotted under both the Schemes of the Company shall be as under:</p> <table border="1" data-bbox="847 831 1449 1659"> <thead> <tr> <th>Particulars</th> <th>ESOP Pool* (No. of options)</th> </tr> </thead> <tbody> <tr> <td>Initial ESOP Pool approved under both the ESOP Schemes of the Company. (A)</td> <td>1,29,00,000</td> </tr> <tr> <td>No. of options granted, exercised and equity shares allotted prior to the IPO. (B)</td> <td>44,80,092</td> </tr> <tr> <td>No. of options granted prior to the IPO (pending for exercise and allotment). Under ESOP 2018 Scheme – 46,12,971 and Under ESOP 2021 Scheme – 2,22,999. Total options granted under both the Scheme is 48,35,970. (C)</td> <td>48,35,970</td> </tr> <tr> <td>No. of options lapsed & added back to the pool. (D)</td> <td>0</td> </tr> <tr> <td>No. of options available for fresh grants after IPO. (A-B-C-D)</td> <td>35,83,938</td> </tr> </tbody> </table> <p>* As on the date of postal ballot notice dated December 22, 2023.</p>	Particulars	ESOP Pool* (No. of options)	Initial ESOP Pool approved under both the ESOP Schemes of the Company. (A)	1,29,00,000	No. of options granted, exercised and equity shares allotted prior to the IPO. (B)	44,80,092	No. of options granted prior to the IPO (pending for exercise and allotment). Under ESOP 2018 Scheme – 46,12,971 and Under ESOP 2021 Scheme – 2,22,999. Total options granted under both the Scheme is 48,35,970. (C)	48,35,970	No. of options lapsed & added back to the pool. (D)	0	No. of options available for fresh grants after IPO. (A-B-C-D)	35,83,938
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For the sake of better clarity and understanding, the revised point No. 2 “Total number of Options to be granted and Equity Shares to be issued and allotted” of Explanatory Statement in respect to Item No. 3 & 4 should be read as follows:

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Sr. No.	Content of Explanatory Statement in the postal ballot notice.	Modification / Clarifications Made.												
1	<p><u>Explanatory Statement in respect of Special Business Item No. 3 & 4:</u></p> <p>2. Total number of options to be granted and Equity Shares to be issued and allotted:</p> <p>The total number of Equity Shares to be allotted pursuant to exercise of Options under the Scheme to the single Eligible Employees shall not exceed maximum of 1% (one per cent) of the issued Equity Share Capital of the Company having face value of Rs. 10/- (Rupees Ten only) per share.</p>	<p><u>Explanatory Statement in respect of Special Business Item No. 3 & 4:</u></p> <p>2. Total number of options to be granted and Equity Shares to be issued and allotted:</p> <p>Before the below para: <i>“The total number of Equity Shares to be allotted pursuant to exercise of Options under the Scheme to the single Eligible Employees shall not exceed maximum of 1% (one per cent) of the issued Equity Share Capital of the Company having face value of Rs. 10/- (Rupees Ten only) per share.”</i></p> <p>The following para shall be inserted:</p> <p>The total number of Options to be granted and Equity Shares to be issued and allotted under both the Schemes of the Company shall be as under:</p> <table border="1" data-bbox="847 1084 1442 1910"> <thead> <tr> <th data-bbox="847 1084 1254 1189">Particulars</th> <th data-bbox="1254 1084 1442 1189">ESOP POOL* No. of Options</th> </tr> </thead> <tbody> <tr> <td data-bbox="847 1189 1254 1294">Initial ESOP Pool approved under both the ESOP Schemes of the Company. (A)</td> <td data-bbox="1254 1189 1442 1294">1,29,00,000</td> </tr> <tr> <td data-bbox="847 1294 1254 1400">No. of options granted, exercised and equity shares allotted prior to the IPO. (B)</td> <td data-bbox="1254 1294 1442 1400">44,80,092</td> </tr> <tr> <td data-bbox="847 1400 1254 1771">No. of options granted prior to the IPO (pending for exercise and allotment). Under ESOP 2018 Scheme – 46,12,971 and Under ESOP 2021 Scheme – 2,22,999. Total options granted under both the Scheme is 48,35,970. (C)</td> <td data-bbox="1254 1400 1442 1771">48,35,970</td> </tr> <tr> <td data-bbox="847 1771 1254 1843">No. of options lapsed & added back to the pool. (D)</td> <td data-bbox="1254 1771 1442 1843">0</td> </tr> <tr> <td data-bbox="847 1843 1254 1910">No. of options available for fresh grants after IPO. (A-B-C-D)</td> <td data-bbox="1254 1843 1442 1910">35,83,938</td> </tr> </tbody> </table> <p>* As on the date of postal ballot notice dated December 22, 2023.</p>	Particulars	ESOP POOL* No. of Options	Initial ESOP Pool approved under both the ESOP Schemes of the Company. (A)	1,29,00,000	No. of options granted, exercised and equity shares allotted prior to the IPO. (B)	44,80,092	No. of options granted prior to the IPO (pending for exercise and allotment). Under ESOP 2018 Scheme – 46,12,971 and Under ESOP 2021 Scheme – 2,22,999. Total options granted under both the Scheme is 48,35,970. (C)	48,35,970	No. of options lapsed & added back to the pool. (D)	0	No. of options available for fresh grants after IPO. (A-B-C-D)	35,83,938
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Note:

In case the shareholders have any concerns / queries / clarifications required or in case if upon receipt of the above additional information if the shareholders who have already voted in respect of the above matter wish to change their voting results shall write to Mr. Dhanraj Dagar, Company Secretary and Compliance Officer at Email: ghanraj.d@mamaearth.in or can call at 011-44123544 on or before Monday, March 04, 2024, post which any changes in voting results will not be taken into consideration and remote revoting done shall be final.

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company on and from the date hereof, the Postal Ballot Notice shall always be read in conjunction with this Corrigendum. This corrigendum is also being published in the Indian Express (English) and Jansatta (Hindi) and will also be made available on website of both the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of the Company at www.honasa.in. All other contents of the Postal Ballot Notice, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

**By order of the Board of Directors
For, Honasa Consumer Limited**

**SD/-
Dhanraj Dagar
Company Secretary and Compliance Officer
Membership No: A33308
Date: February 28, 2024
Place: Gurugram**

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