

NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING (01/2023-2024) OF THE MEMBERS OF HANGROHE INDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, 29TH MAY 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 5, 7TH FLOOR, FOUNTAINHEAD TOWER 2, VIMAN NAGAR PUNE - 411014 AT 11:00 AM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:**1. Adoption of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013:**

To consider and if thought fit to pass with or without modification/s the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 4, 13 and 15 of the Companies Act, 2013 (‘the Act’), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, Maharashtra at Pune, the approval of the Members be and is hereby accorded to the Company to adopt the new Memorandum of Association in place of existing one as specified in Table A in Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT the existing Clause III B containing the “The Objects Incidental or Ancillary to the attainment of Main Objects” containing the sub-clause no. 2 to 64 be and is hereby stands deleted and replaced by new Clause III (A) “Matters which are necessary for furtherance of the Objects specified in Clause III (A)” containing the sub-clause no. 1 to 44.

RESOLVED FURTHER THAT the existing Clause III C containing the “Other Objects not included in (A) and (B)” containing the sub clause no. 65 to 99 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

2. Alteration in the Object Clause of Memorandum of Association of the Company:

To consider and if thought fit to pass with or without modification/s the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 4, 13 and 15 of the Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force)



of Companies, Maharashtra at Pune, the consent of the Board be and is hereby accorded to alter existing Object Clause of the Memorandum of Association ('MOA') of the Company by inserting new words under Main Object Clause III (A) of the MOA and the same be read as under:

“To carry on in India and abroad the business of manufacturing, remanufacturing, producing, assembling, purchasing, storing, packaging, repackaging, modifying, upgrading, improving, servicing, repairing, designing, developing, promoting, transporting, importing, exporting, selling, reselling, cash & carry trading, wholesale trading and marketing of fittings for bathrooms and kitchens, sanitary wares, ceramic wares, hotel-wares, decorative wares, and other bathroom accessories including components of the same.”

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

3. Adoption of new set of Articles of Association (AOA) in place of existing Articles:

To consider and if thought fit to pass with or without modification/s the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Registrar of Companies, Maharashtra at Pune, the approval of the Members of the Company be and is hereby accorded to adopt the new set of Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act, in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”



Notes:

1. A member entitled to attend and vote at the EOGM of the company is entitled to appoint one or more proxies, to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the EOGM.
2. The explanatory statement pursuant to section 102 of the companies act, 2013, is annexed hereto and forms part of this notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. In terms of the requirements of the Secretarial Standards - 2 On "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the central government, route map for the location of the aforesaid meeting is enclosed.
5. The meeting is being called at shorter notice for which consents of shareholders have been received.

**FOR AND ON BEHAL OF THE BOARD OF DIRECTORS OF
FOR HANSGROHE INDIA PRIVATE LIMITED**

AMRUTA SANT
COMPANY SECRETARY &
COMPLIANCE OFFICER

M. NO. 23754

Address: Flat No. 904, Rohan Ishan
A Wing, Survey No. 9/2, 9/3, Bavdhan Budruk
In front of Ryan International School
Pune - 411021



Date: 24th May 2023

Place: Pune, India

Explanatory Statement Pursuant to provisions of Section 102 of the Companies Act, 2013

1. To adopt Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013

The Companies Act, 2013 (“the Act”), has prescribed a new format of Memorandum of Association (“the MOA”) for Companies limited by shares. Accordingly in compliance with Section 4 and 13 of the Act and with a view to align the existing MOA of the Company with Table-A of the Schedule-I to the Act, your directors have thought fit to adopt new form of the MOA in place of existing one.

It is therefore proposed to adopt a new format of the MOA and alter the same by deletion of Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects are subject to the provisions of Companies Act, 1956 and other laws if applicable” containing the sub-clause no. 2 to 64 along with Clause III C containing the “Other Objects not included in (A) and (B)” containing the sub clause no. 65 to 99 in full.

The Board at its meeting held on 24th May 2023 has approved alteration of the MOA of the Company and recommends the respective Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

A draft copy of the amended MOA as specified in Table-A of Schedule I to the Companies Act, 2013 is circulated herewith for perusal of the Members.

As per provisions of Section 13 of the Companies Act, 2013, the objects of the company may only be amended after receiving the approval of the Members by way of Special Resolution which is further subject to confirmation of the Office of the Registrar of Companies, Maharashtra at Pune.

None of the Directors and Key Managerial persons of the Company and / or their relatives are concerned or interested in these resolutions.

2. To alter the Object Clause of Memorandum of Association of the Company:

As the Members are aware, the Company is currently engaged in the business of manufacturing, remanufacturing, producing, purchasing, modifying, upgrading, improving, designing, importing, exporting, cash & carry trading, wholesale trading and marketing of fittings for bathrooms and kitchens, sanitary wares, ceramic wares, hotel-wares, decorative wares, and other bathroom accessories including components of the same.

Considering the business opportunities and orders on hand, your Directors now proposes to engage in various additional activities such as storing, improving, servicing, repairing, assembling, packaging, repackaging, selling, reselling, distributing, transporting, developing and promoting of the products.

The aforesaid activities are not covered in the existing Main Object and hence, it requires suitable addition in the Main Object Clause of Memorandum of Association of the Company.

The Board at its meeting held on 24th May 2023 has approved alteration of the MOA of the Company and recommends the respective Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.



The draft copy of Memorandum of Association proposed to be amended by this resolution is circulated herewith for perusal of the Members.

As per provisions of Section 13 of the Companies Act, 2013, the objects of the company may only be amended after receiving the approval of the Members by way of Special Resolution which is further subject to confirmation of the Office of the Registrar of Companies, Maharashtra at Pune.

None of the Directors and Key Managerial persons of the Company and / or their relatives are concerned or interested in these resolutions.

3. To adopt new set of Articles of Association (AOA) in place of existing Articles:

To make it more commensurate with the provisions of the Companies Act, 2013 and rules made thereunder, it has been proposed to adopt a new set of Articles of Association (AOA) in place of existing Articles.

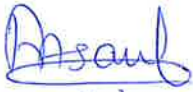
Pursuant to the provisions of Section 14 of the Act, the approval of the Members by way of Special Resolution is required for adoption of new set of AOA of the Company which shall be further subject to the confirmation of the Office of Registrar of Companies, Maharashtra at Pune.

The Board at its meeting held on 24th May, 2023 has approved alteration of the MOA of the Company and recommends the respective Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

A draft copy of the altered Articles of Association, containing new regulations is circulated herewith for perusal of the members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

FOR AND ON BEHAL OF THE BOARD OF DIRECTORS OF FOR HANSGROHE INDIA PRIVATE LIMITED



AMRUTA SANT
COMPANY SECRETARY
M. NO. 23754

Address: Flat No. 904, Rohan Ishan
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