



## Honasa Consumer Limited

CIN: L74999DL2016PLC306016

Registered Office: Unit No - 404, 4th Floor, City Centre, Plot No. 5, Sector-12, Dwarka, New Delhi - 110 075

Corporate Office: 10th & 11th Floor, Capital Cyberscape, Sector-59, Gurugram, Haryana - 122 102

E-mail: [compliance@mamaearth.in](mailto:compliance@mamaearth.in); Telephone No.: 011 - 44123544; Website: [www.honasa.in](http://www.honasa.in)

# Notice of Annual General Meeting

Notice is hereby given that **9th Annual General Meeting ("AGM")** of the members of Honasa Consumer Limited ("Company") will be held on **Thursday, September 25, 2025 at 11:00 am (IST)** through video conference/other audio-visual means to transact the following businesses:

## ORDINARY BUSINESS

### 1. Adoption of Audited Standalone Financial Statements

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 for the financial year ended March 31, 2025 together with the reports of board of directors and auditor's thereon, be and are hereby received, considered and adopted."

### 2. Adoption of Audited Consolidated Financial Statements

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 for the financial year ended March 31, 2025 together with the report of the auditor's thereon, be and are hereby received, considered and adopted."

### 3. Appointment of Director in place of Mr. Ishaan Mittal, who retires by rotation and being eligible, offers himself 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, Mr. Ishaan Mittal (DIN: 07948671), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS

### 4. Re-appointment of Mr. Vivek Gambhir as an Independent Director for a further term of 5 Years

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

**"Resolved That** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, nomination and remuneration policy of the Company and based on recommendation of the Nomination and Remuneration Committee and the board of directors of the Company ("Board"), Mr. Vivek Gambhir (DIN: 06527810), who holds the office as an Independent Director of the Company and who meets the criteria for independence as prescribed under the Act and SEBI Listing Regulations and being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from March 24, 2026 to March 23, 2031 (both days inclusive).

**Resolved Further That** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications

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and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person, to do all such acts, deeds, matters and things as may be considered necessary and/or expedient and to execute such documents, writings etc. as may be necessary to give effect to forgoing resolution."

### 5. Appointment of Arora Shekhar and Company, Practicing Company Secretaries as Secretarial Auditor

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

**"Resolved That** pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of audit committee and board of directors ("Board") of the Company, Arora Shekhar and Company, Practicing Company Secretaries having Firm Registration No.: S2015DE540700 and holding a valid Peer Review Certificate No. 3159/2023, be and is hereby appointed as Secretarial Auditor of the Company for a period of

5 (five) consecutive financial years viz. from financial year 2025-26 till 2029-30 on such terms & conditions including remuneration as may be determined by the Board of the Company.

**Resolved Further That** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person, to do all such acts, deeds, matters and things as may be considered necessary and/or expedient and to execute such documents, writings etc. as may be necessary to give effect to forgoing resolution."

By Order of the Board  
For **Honasa Consumer Limited**

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

**Gaurav Pandit**  
Company Secretary &  
Compliance Officer  
Membership No. F13667

August 12, 2025  
Gurugram



## NOTES

**Virtual Meeting**

1. In continuation of the framework prescribed by the Ministry of Corporate Affairs ("MCA") vide general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard latest being 09/2024 dated September 19, 2024, SEBI vide circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred to as "Circulars"), have permitted the holding of the Annual General Meeting ("AGM") through Video Conference ("VC")/Other Audio Visual Means ("OAVM"), without physical presence of members at a common venue. Hence, the 9th AGM of the Company is being conducted through VC/OAVM.
2. The 9th AGM shall be deemed to be held at the registered office of the Company i.e., Unit No – 404, 4th Floor, City Centre, Plot No 05, Sector-12, Dwarka, New Delhi – 110075 as prescribed under the Circulars.
3. In terms of the provisions of Section 152 of the Companies Act, 2013 ("Act"). Mr. Ishaan Mittal, Director of the Company, retire by rotation at 9th AGM. Details of Director retiring by rotation at 9th AGM are provided in the "Annexure" to this Notice.
4. Since, 9th AGM is being held through VC/OAVM pursuant to the Circulars, requirement of physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by members is not available for 9th AGM, hence, proxy form and attendance slip including route map has not been annexed with the notice of 9th AGM ("Notice").
5. Members attending 9th AGM through VC/OAVM including authorised representative(s)/attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purpose of reckoning the quorum under the provisions of section 103 of the Act.

**6. Authorised Representative**

Institutional/Corporate members (i.e., other than individuals/HUF/NRI, etc.) intending to authorise their representatives to attend 9th AGM through VC/OAVM on their behalf and to vote through electronic mode ("E-voting"), are requested to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorisation letter, pursuant to section 113 of the Act, to the Scrutiniser by e-mail through its registered e-mail address at [shekhara@arorashekhar.com](mailto:shekhara@arorashekhar.com) with copies marked to the Company at [compliance@mamaearth.in](mailto:compliance@mamaearth.in) and to the registrar and share transfer agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**7. Explanatory Statement**

The explanatory statement pursuant to section 102 of the Act setting out the material facts concerning the special businesses in respect of item nos. 4 and 5 of the Notice, is annexed hereto.

**8. Electronic Dispatch of Notice and Annual Report**

In compliance with the Circulars, the Notice along with Annual Report for the financial year 2024-25 are being sent to all members whose e-mail addresses are registered/available with the Company/depository participants ("DPs") and whose names appear in the register of members of the Company and/or in the register of beneficial owners maintained by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred as "Depositories") as on Friday, August 29, 2025.

In terms of regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a letter providing the web-link, including the exact path and QR code, where complete details of the Notice and Annual Report of the Company are available, is being physically sent to those shareholder(s) who have not registered their email addresses with the Depository Participant(s), the Company or the KFin Technologies Limited ("RTA") of the Company. In case any member is desirous of obtaining physical copy of Notice and Annual Report for the financial year 2024-25, he/she may send a request to the Company by writing at [compliance@mamaearth.com](mailto:compliance@mamaearth.com) mentioning their Folio No./DP ID and Client ID.

Members may please note that Notice and Annual Report for the financial year 2024-25 will be available on the website of the Company at <https://honasa.in/pages/investor> and will also be available on the website of stock exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com). Notice and Annual Report will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

**9. Process for Register/update Email address, Bank account and other KYC Details**

Members are requested to register/update their e-mail address, Bank Account and other KYC details as per process advised by respective Depository Participants (DPs).

**10. Nomination**

Members holding shares in demat form are requested to submit choice of nomination, PAN and other details to their DPs.

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### 11. Online Dispute Resolution (ODR) Mechanism

- a. SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023, as updated from time to time, has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market.
- b. Pursuant to above circular, a member shall first take up his/her grievance with the Company by lodging a complaint directly with the Company/RTA and if the grievance is not redressed satisfactorily, the member may escalate the same through the existing SCORES Portal. Post exhausting all available options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

### Instruction for remote E-voting

12. In compliance with the provisions of section 108 of the Act and rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI Listing Regulations and Circulars, the Company is providing facility of electronic voting ("E-voting") to its members in respect of the businesses to be transacted at the 9th AGM. For this purpose, the Company has availed the services of CDSL for facilitating E-voting, as an authorised agency. The facility of casting votes by a member using E-voting system during the remote E-voting period as well as E-voting during the 9th AGM will be provided by CDSL. The procedure for participating in the AGM through VC/OAVM is explained hereinafter.
13. In case of joint holders attending 9th AGM, the member whose name appears as first holder in the order of names as per the beneficial owners/register of members as maintained by the Depositories/Company will be entitled to vote.
14. The members can opt for only one mode of voting i.e. remote E-voting (before 9th AGM during the period as provided hereinafter) or E-voting during the 9th AGM. The members who have cast their vote by remote E-voting may also attend the 9th AGM but will not be able to vote again during 9th AGM.
15. The remote E-voting period commences on Sunday, September 21, 2025 at 9:00 am (IST) and ends on Wednesday, September 24, 2025 at 5:00 pm (IST).

During this period, members holding equity shares of the Company, as on the cut-off date i.e., Thursday, September 18, 2025 ("Cut-off date") may cast their vote through remote E-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

E- voting Starts on	E-voting Ends on
Sunday, September 21, 2025 at 9:00 am (IST)	Wednesday, September 24, 2025 at 5:00 pm (IST)

16. As per the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants.

### INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETING:

- (i) Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (ii) Pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, under Regulation 44 of SEBI Listing Regulations listed entities are required to provide remote E-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members 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 Members.

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.

**Login method for Individual Members holding securities in demat mode:**

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<p><b>Method 1: Through CDSL Easi/Easiest facility</b></p> <p><b>Members who have registered for CDSL Easi/Easiest facility:</b></p> <ol style="list-style-type: none"> <li>1) Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>2) Click on login My Easi New (Token)</li> <li>3) Login with User ID and Password.</li> <li>4) After successful login, the Easi/Easiest user will be able to see the E-voting option for the Company where the E-voting is in progress. On clicking the E-voting option, the member will be able to see E-voting page for casting their vote during the remote E-voting period or joining a virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>Members who have not registered for CDSL Easi/Easiest facility:</b></p> <ol style="list-style-type: none"> <li>1. To register, visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>2. Proceed with updating the required fields.</li> <li>3. Post registration, user will be provided Login ID and a password.</li> <li>4. After successful Login using the login credentials, click on 'E-voting' link displayed alongside Company's Name' and member will be redirected to the CDSL E-voting website for casting their vote during the remote E-voting period or joining a virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>Method 2: By directly visiting the E-voting website of CDSL.</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>2. Go to the E-voting tab.</li> <li>3. Enter Demat Account Number (BO ID) and PAN No. and click on 'Submit'.</li> <li>4. The system will authenticate the member by sending OTP on the registered Mobile and Email as recorded in Demat Account.</li> <li>5. After successful authentication, click on 'E-voting' link displayed alongside Company's Name' and member will be redirected to the CDSL E-voting website for casting their vote during the remote E-voting period or joining a virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Members holding securities in Demat mode with NSDL	<p><b>Method 1: Through NSDL IDeAS Facility</b></p> <p><b>Members who have registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on 'Beneficial Owner' icon under 'Login'.</li> <li>2. Enter user ID and password. Post successful authentication, click on 'Access to E-voting'.</li> <li>3. Click on the E-voting link displayed alongside the Company's Name, and the member will be redirected to the CDSL E-voting website for casting their vote during the remote E-voting period or joining a virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>Members who have not registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Proceed with updating the required fields.</li> <li>3. Post registration, user will be provided with Login ID and password.</li> <li>4. After successful login, click on 'Access to E-voting'.</li> <li>5. Click on E-voting link displayed alongside the Company's Name' and the member will be re-directed to the CDSL E-voting website for casting your vote during the remote E-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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Type of members	Login Method
	<p><b>Method 2: By directly visiting E-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://www.E-voting.nsdl.com/">https://www.E-voting.nsdl.com/</a>.</li> <li>2. Click on the 'Login' tab available under 'Member/Member' section.</li> <li>3. Enter User ID (i.e. sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, members will be re-directed to NSDL website wherein they can see "Access to E-voting". Click on Access to "E-voting".</li> <li>5. Post that, click on the E-voting link displayed alongside Company's Name and member will be redirected to the CDSL E-voting website for casting your vote during the remote E-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	<p>Individual members can also login using the login credentials of demat account through their depository participant registered with NSDL/CDSL for E-voting facility.</p> <ol style="list-style-type: none"> <li>1. Login to DP website.</li> <li>2. After Successful login, members shall navigate through 'E-voting' tab under Stocks option.</li> <li>3. Click on E-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein members can see E-voting menu.</li> <li>4. After successful authentication, click on 'E-voting' link displayed alongside Company's Name' and members will be redirected to the CDSL E-voting website for casting their vote during the remote E-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

*Important note: Members who are unable to retrieve their User ID/Password are advised to use the Forget User ID and Forget Password options available at the above-mentioned website.*

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdeskevoting@cdslindia.com">helpdeskevoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

#### Access through the CDSL E-voting system in case of members holding shares in physical mode and non-individual members in demat mode.

- 1) The members should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the "members" 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. Members 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](http://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:

PAN	<ol style="list-style-type: none"> <li>1) Enter your 10 digit alpha-numeric PAN details issued by Income Tax Department (Applicable for both demat members as well as physical Members)</li> <li>2) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the Company/RTA.</li> </ol>
Dividend Bank Details OR Date of Birth (DOB)	<ol style="list-style-type: none"> <li>1) 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 log in.</li> <li>2) 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.</li> </ol>

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the '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 the company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (v) For members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant Honasa Consumer Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutiniser for verification.
- (xiv) Additional Facility for Non – Individual Members and Custodians–For Remote Voting only.
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 Members are required mandatory 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; [compliance@mamaearth.in](mailto:compliance@mamaearth.in), if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutiniser to verify the same.

## 17. Instructions for Members Attending the AGM through VC/OAVM & E-voting during Meeting are as under:

- a) The procedure for attending meeting & E-voting on the day of the AGM is same as the instructions mentioned above for E-voting.

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- b) 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.
- c) Members 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.
- d) Members are encouraged to join the Meeting through Laptops/iPads for a better experience.
- e) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) 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.
- g) Facility for joining the 9th AGM through VC/OAVM shall open 30 minutes before the time scheduled for the 9th AGM and will be available to the members on first-come-first-served basis.
- h) Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel's ("KMPs"), Chairman of audit committee, nomination & remuneration committee, stakeholders relationship committee and auditors etc. may be allowed to the meeting without restrictions of first-come-first-served basis.
- i) Instructions for Members to speak during the 9th AGM
  - i. Members who would like to express their views or ask questions during the 9th AGM may register themselves as a speaker by sending their request from their registered E-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [compliance@mamaearth.in](mailto:compliance@mamaearth.in) from Monday, September 15, 2025 (9.00 am IST) to Monday, September 22, 2025 (till 5:00 pm IST)
  - ii. Members will get confirmation on first-come-first-served basis depending upon the provision made by the company
  - iii. Those members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the 9th AGM.
  - iv. Members will receive 'speaking serial number' once they mark attendance for the 9th AGM.
  - v. Member are requested to remember their allotted 'speaking serial number'.
  - vi. Members are requested to speak only when moderator will announce their name and 'speaker serial number'.
  - vii. Thereafter, members may start conversation with panelist by switching on video and audio mode of your device.
  - viii. The Company reserves the right to restrict the number of speakers as well as the speaking time depending on the availability of time during 9th AGM.
- j) If any Votes are cast by the Members through the E-voting available during 9th AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of E-voting during the meeting is available only to the Members attending 9th AGM.
- k) If a member has any queries or issues regarding attending AGM & E-voting from the CDSL E-voting System, member may write to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

## 18. General guidelines for Members

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date. The person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
- b) Only those persons whose name is recorded in the register of members or register of beneficial owners maintained by the Depositories as on the Cut-off Date, shall be entitled to avail the facility of remote E-voting as well as E-voting during 9th AGM
- c) Members who would like to express their views/ have questions may send their questions in advance from their registered e-mail address along with their name, DP ID and Client ID/folio number, PAN and mobile number at [compliance@mamaearth.in](mailto:compliance@mamaearth.in). The same will be replied by the Company suitably.



## 19. Inspection of Documents

- a) All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of the Notice up to the date of 9th AGM i.e., Thursday, September 25, 2025.
- b) The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act; Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act; and certificate from the Secretarial Auditor of the Company under regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available for electronic inspection by the members during the 9th AGM.
- c) Members seeking to inspect such documents may send a request on the e-mail address at [compliance@mamaearth.in](mailto:compliance@mamaearth.in).

## 20. Voting Results

- a) Mr. Shashi Shekhar, Practicing Company Secretary (FCS No. 12475, COP No. 14145), has been appointed as "Scrutiniser" to scrutinise remote E-voting process and E-voting during the 9th AGM, in a fair and transparent manner, who has communicated willingness to be appointed for the said purpose.

- b) The Scrutiniser, immediately after the conclusion of voting at the 9th AGM, will first download the votes cast at the 9th AGM and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall submit a consolidated scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting.
- c) The results of 9th AGM shall be declared by the Chairman or any person duly authorised by him on this behalf, after 9th AGM within the prescribed statutory timelines. The resolutions shall be deemed to be passed on the 9th AGM date i.e. Thursday, September 25, 2025, subject to receipt of the requisite number of votes in favor of the resolutions.
- d) The results declared along with the scrutiniser's report shall be placed on the Company's website at <https://honasa.in/pages/investor> and on the website of CDSL besides submitted with BSE and NSE. The results shall also be displayed at the Registered Office and Corporate Office of the Company.

## EXPLANATORY STATEMENT

The following statement in terms of section 102 of the Companies Act, 2013 sets out all material facts relating to the special businesses proposed in the Notice convening 9th Annual General Meeting of the Company.

### Item No. 4

The members of the Company, at their extraordinary general meeting held on March 24, 2021, had appointed Mr. Vivek Gambhir as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from March 24, 2021 and his current term shall expire on March 23, 2026.

### Board & Committee meetings attendance

Mr. Vivek Gambhir is Chairman of Nomination & Remuneration Committee ("NRC") and member of Audit Committee. The details of attendance of Mr. Gambhir at the meetings of the Board and its committees for last 3 (three) years are as under:

Particulars	FY 2023-24	FY 2024-25	FY 2025-26*
Board Meeting	13 of 14	5 of 5	3 of 3
Audit Committee Meeting	4 of 4	5 of 5	3 of 3
Nomination & Remuneration Committee Meeting	3 of 3	2 of 2	1 of 1

\* Till date of AGM Notice

As per the requirements of Section 149(11) of the Companies Act, 2013 ("Act"), an Independent Director may hold office for two consecutive terms of up to 5 (five) years each. Further, in terms of Section 149(10) of the Act read with Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Independent Director shall be eligible for re-appointment for a second term of up to 5 (five) consecutive years on passing of a special resolution by the members of the Company.

## Notice

### Brief Profile of Mr. Vivek Gambhir

*Mr. Vivek Gambhir holds a bachelor's degree in arts and a bachelor's degree in science from Lafayette College, Pennsylvania. He also holds a master's degree in business administration from Harvard Business School, Commonwealth of Massachusetts.*

*Mr. Gambhir has more than three decades of experience in operations and strategy. He is currently associated with Lightspeed India Ventures. His previous roles include leadership positions at Imagine Marketing Limited (boAt Lifestyle), Godrej Consumer Products Limited and Godrej Industries & Associate Companies. He was also a founding member of Bain & Company's consulting operations in India, where he led the FMCG practice. He has previously been the co-chair of the Confederation of Indian Industry, National FMCG Committee and served as the president of the Harvard Business School Club of India.*

NRC at its meeting held on July 17, 2025, based on the performance evaluation of Mr. Vivek Gambhir as summarised below, has recommended his re-appointment as an Independent Director of the Company for a second term of 5 (five) consecutive years effective from March 24, 2026, not liable to retire by rotation. While recommending Mr. Gambhir's re-appointment, NRC duly recognised his remarkable skills, deep understanding and rich experience in FMCG Sector. In view of his contributions over the years as an Independent Director of the Company, NRC believes that his continued association would be of immense benefit during this pivotal growth phase of the Company.

The Company has received a declaration from Mr. Gambhir confirming that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and regulation 16(1)(b) of the SEBI Listing Regulations. The Company has received a notice in writing from a member under Section 160(1) of the Act proposing Mr. Gambhir's candidature for the office of Director. Mr. Gambhir has conveyed his consent to act as an Independent Director of the Company for a second term and confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the Act.

The Company has also received other necessary disclosures and declarations from Mr. Gambhir including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mr. Gambhir has confirmed that he has complied with the requirements of Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Mr. Gambhir has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence.

### Performance Evaluation Summary

Mr. Gambhir has demonstrated a high level of commitment and independence in his role as an Independent Director. His contributions have been instrumental in guiding the Company on key strategic matters. The performance evaluation reflected his active participation in Board meetings, valuable insights and adherence to the highest standards of integrity and corporate governance. In view of his consistent performance and the value that he adds, the Board considers his continued association to be in the best interest of the Company.

### Proposal for Re-appointment

The Board believes that Mr. Vivek Gambhir's continued association will bring significant strategic value to the Company. With a distinguished track record as former MD & CEO of Godrej Consumer Products, Mr. Gambhir brings deep expertise in business strategy, leadership, risk management, global operations, marketing, finance and governance. His extensive experience in the FMCG sector and his ongoing board-level roles position him as a valuable asset in guiding the Company's growth and long-term vision.

The Board, at its meeting held on July 17, 2025, based on the recommendation of the NRC and after considering Mr. Gambhir's rich knowledge, background, experience and significant contribution made during his first term, recommended the re-appointment of Mr. Gambhir as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from March 24, 2026 to March 23, 2031 (both days inclusive).

In the opinion of the Board, Mr. Gambhir fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management.

Mr. Gambhir fulfils the identified core skills, expertise and competencies and meets the criteria laid down by the Board for appointment as a director and as required in the context of the Company's business and the sector in which it operates.

Mr. Vivek Gambhir shall be entitled to receive remuneration by way of commission as may be decided by the Board based on the recommendation of the NRC, in accordance with the resolution passed by the members at the extraordinary general meeting held on July 20, 2022 or any other remuneration as may be approved by the members from time to time on the recommendation of the Board and NRC.

As per the resolution passed by the members at the extraordinary general meeting held on July 20, 2022, the total commission payable to Non-Executive Directors per annum shall not exceed 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 the Act, subject to maximum of ₹ 1 Crore in aggregate.

In addition to the aforesaid remuneration, Mr. Gambhir shall also be entitled to sitting fees for attending meetings of the Board or any its committee and reimbursement of expenses for attending such meetings, as permissible under the Act and/or SEBI Listing Regulations.

The copy of draft letter for re-appointment of Mr. Gambhir as an Independent Director setting out the terms and conditions is available for electronic inspection to the members. The members may follow the process for inspection of document as mentioned in 'Notes' section forming part of the Notice.

The details as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and all other applicable provisions are provided in Annexure.

The Board recommends the resolution as set out in item no. 4 for approval of the members as special resolution.

Except Mr. Gambhir and his relatives to the extent of their shareholding, if any, in the Company, none of the other directors/key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 5

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires every listed entity to appoint at the Annual General Meeting, a peer reviewed Company Secretary in Practice or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors ("Board").

The Board, at its meeting held on May 22, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of Arora Shekhar and Company, Practicing Company Secretary (Firm Registration Number: S2015DE540700 & Peer Review No. 3159/2023) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the

financial year 2029-30, on such remuneration as may be determined by the Board of the Company, from time to time.

Arora Shekhar and Company, is a practicing company secretary firm based in Delhi since 2013. Specialisation of the practice includes, but is not limited to, Secretarial Audit, Corporate Law and Taxation, Securities Law, including Corporate Governance & CSR, Capital Markets, RBI, etc. Over the years, Arora Shekhar and Company has built a diverse client base and has served various corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms. Arora Shekhar and Company is peer-reviewed and quality reviewed in terms of the guidelines issued by the ICSI.

Arora Shekhar and Company has consented to the said appointment and confirmed that the appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. Arora Shekhar and Company has further confirmed that it is not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 read with rules and regulations made thereunder and SEBI Listing Regulations.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹2,50,000/-. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company.

The Board recommends the resolution as set out in item no. 5 for approval of the members as ordinary resolution.

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

## Notice

## Annexure

## Additional Information of Directors seeking appointment/re-appointment

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]



**Mr. Ishaan Mittal**

**Director Identification Number (DIN)**

07948671

**Age**

37 years

**Date of first appointment on the Board**

January 3, 2020

**Qualification**

- (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 Business School, Commonwealth of Massachusetts.

**Experience (including expertise in specific functional area)/Brief Resume**

Mr. Ishaan Mittal is a Managing Director at Peak XV, a leading venture capital firm in India and Southeast Asia, with over \$9 billion of assets under management. Mr. Mittal has joined Peak XV in 2011 and focuses on sectors including consumer & consumer internet and fintech & financial services payments at Peak XV. Prior to joining Peak XV, he worked with The Boston Consulting Group.

**List of Directorship of other Board**

- 1. Finova Capital Private Limited
- 2. Girnar Software Private Limited

**Membership/Chairmanship of Board Committees in other companies**

None

**Listed entities from which the Director has resigned in past 3 years**

None

**No. of shares held in the Company including shareholding as beneficial owner**

Nil

**Relationship with other Directors, Manager or Key Managerial Personnel, if any**

None

**Declaration of non-disqualification**

Mr. Ishaan Mittal is not debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

**Number of Board Meeting Attended during FY 2024-25**

5 of 5

**Terms and conditions of appointment or re-appointment**

Re-appointment as a Director on retirement by rotation basis in terms of Section 152(6) of the Act

**Remuneration drawn for FY 2024-25**

Nil

**Remuneration proposed to be paid**

Nil

**Mr. Vivek Gambhir****Director Identification Number (DIN)**

06527810

**Age**

56 years

**Date of first appointment on the Board**

March 24, 2021

**Qualification**

- (i) Bachelor's degree in arts and a bachelor's degree in science from Lafayette College, Pennsylvania.
- (ii) Master's degree in business administration from Harvard Business School, Commonwealth of Massachusetts

**Experience (including expertise in specific functional area)/Brief Resume**

Mr. Gambhir has more than three decades of experience in operations and strategy. He is currently associated with Lightspeed India Ventures. His previous roles include leadership positions at Imagine Marketing Limited (boAt Lifestyle), Godrej Consumer Products Limited and Godrej Industries & Associate Companies. He was also a founding member of Bain & Company's consulting operations in India, where he led the FMCG practice. He







has previously been the co-chair of the Confederation of Indian Industry, National FMCG Committee and served as the president of the Harvard Business School Club of India.

For more details, please refer explanatory statement of item no. 4.

**List of Directorship of other Board**

1. Imagine Marketing Limited
2. Metropolis Healthcare Limited
3. Kaha Technologies Private Limited
4. HOB Ventures Private Limited
5. Samast Technologies Private Limited
6. Comfort Grid Technologies Private Limited
7. Harvard Business School Club of India
8. Kaha Pte. Ltd. Singapore

**Membership/Chairmanship of Board Committees in other companies**

<b>Imagine Marketing Limited</b>		Corporate Social Responsibility Committee
		Stakeholders Relationship Committee
		Risk Management Committee
<b>Metropolis Healthcare Limited</b>		Audit Committee
		Nomination and Remuneration Committee
		Stakeholders Relationship Committee

 Chairman  Member

**Listed entities from which the Director has resigned in past 3 years**

None

**No. of shares held in the Company including shareholding as beneficial owner**

Nil

**Relationship with other Directors, Manager or Key Managerial Personnel, if any**

None

**Declaration of non-disqualification**

Mr. Vivek Gambhir is not debarred or disqualified from being appointed or continuing as a director of any company

by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

**Number of Board Meeting Attended during FY 2024-25**

5 of 5

**Terms and conditions of appointment or re-appointment**

Refer explanatory statement of item no. 4

**Remuneration drawn for FY 2024-25**

₹22,00,000/- (including Sitting Fees and Commission)

**Remuneration proposed to be paid**

Refer explanatory statement of item no. 4