September 03, 2026

Listing Department
National Stock Exchange of India Limited
Symbol: HONASA

Listing Department
BSE Limited
Scrip Code: 544014

Sub.: Notice of 10th Annual General Meeting

Dear Sir/Madam,

In continuation to our letter dated August 13, 2026, please find enclosed the notice convening the 10th Annual General Meeting of the Company, scheduled to be held on **Monday, September 28, 2026,** at **4:00 p.m.** (IST) through Video Conference/Other Audio-Visual Means.

The same is also available on the Company's website at https://honasa.in/cdn/shop/files/Notice.pdf.

Kindly take the same on record.

Thanking you,

Yours truly,
For **Honasa Consumer Limited**

Gaurav Pandit
Digitally signed by Gaurav Pandit
Date: 2026.09.03 20:20:57 +05'30'

Gaurav Pandit
Company Secretary and Compliance Officer

Encl.: As above

Notice of 10th Annual General Meeting

HONASA
Beauty With A Purpose

Reinvention to Resilience

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DR. SHETH'S
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10^{th} Annual General Meeting – Invitation to Members

Dear Members,

We are pleased to invite you to attend the **10^{th} Annual General Meeting ("AGM")** of **Honasa Consumer Limited** scheduled to be held on **Monday, September 28, 2026 at 4:00 p.m. (IST)** through **Video Conference**.

We look forward to your participation at the 10^{th} AGM.

Information at a Glance:

10th AGM Related Information	
Day, Date and Time of 10^{th} AGM	Monday, September 28, 2026 at 4:00 pm (IST)
Mode of 10^{th} AGM	Video Conference
Cut-off date for E-voting & Attending 10^{th} AGM	Monday, September 21, 2026
Remote E-voting starts	Thursday, September 24, 2026 at 9:00 am (IST)
Remote E-voting ends	Sunday, September 27, 2026 at 5:00 pm (IST)
E-voting and AGM joining instruction	Refer Note No. 18, 19 & 20 of Notice of 10^{th} AGM
Helpline number and E-mail address for E-voting/ participation at the AGM	Mr. Rakesh Dalvi, AVP Central Depository Services (India) Limited, A Wing, 25^{th} Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Email: helpdesk.evoting@cdslindia.com Toll free no.: 1800 21 09911
Company Contact Details	**Contact Details:** Mr. Gaurav Pandit Company Secretary and Compliance Officer **Corporate Office Address:** 10^{th} & 11^{th} Floor, Capital Cyberscape, Sector - 59, Gurugram - 122 102, Haryana, India E-mail: compliance@honasa.in Contact no.: +91 124 428 8351

Dividend related Information	
Record date for Final Dividend	Friday, August 28, 2026
Process and documentation required for claiming nil or lower rate of TDS	Available on website of the Company at https://honasa.in/cdn/shop/files/TDS_Note.pdf
Last date for submission of Documents for TDS	September 10, 2026

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@honasa.in; Telephone No.: 011 – 44123544; Website: www.honasa.in

Notice of Annual General Meeting

Notice is hereby given that **10th Annual General Meeting ("AGM")** of the members of Honasa Consumer Limited ("Company") will be held on **Monday, September 28, 2026 at 4:00 pm (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, 2026 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, 2026 together with the report of the auditor's thereon, be and are hereby received, considered and adopted."

3. **Declaration of Final dividend for the financial year 2025-26**

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

   "**Resolved that** the final dividend of ₹3/- (Rupees Three only) per equity share (i.e. 30% on the face value of ₹ 10/- each), as recommended by the Board of Directors, for the financial year 2025-26, be and is hereby declared and such dividend be paid to those Members whose names appear in the register of members/beneficial owners as on Friday, August 28, 2026."

4. **Appointment of Director in place of Mr. Varun Alagh, 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. Varun Alagh (DIN: 07597289), 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

5. **Re-appointment of Mr. Subramaniam Somasundaram as an Independent Director for a second term of 5 (five) consecutive 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. Subramaniam Somasundaram (DIN: 01494407), 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 February 11, 2027 to February 10, 2032 (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 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 foregoing resolution."

6. **Approval for fees and compensation payable by way of Commission to Non-Executive Directors including Independent Directors**

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

"**Resolved That** pursuant to the provisions of section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder, 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 or re-enactment thereof, for the time being in force) and the articles of association of the Company, approval of the members be and is hereby accorded for payment of remuneration/compensation by way of profits related to commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than Whole time Directors) of such sum or sums and in such proportion/manner and upto such extent for a period of 5 years starting from the financial year 2027-28 as the Board of Directors shall determine from time to time based on the recommendation of Nomination and Remuneration Committee within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 (excluding sitting fees payable) and other applicable provisions of the Act and Rules made thereunder.

Resolved Further That in addition to the aforesaid remuneration, Non-Executive Directors (including Independent Directors) shall also be entitled to sitting fees, as may be decided by the Board from time to time and reimbursement of expenses for attending meetings of the Board and its Committees, as permissible under the Act and/or the SEBI Listing Regulations.

Resolved Further That the Board be and is hereby authorised to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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

Registered Office:
Unit No – 404, 4^{th} Floor, City Centre, Plot No 05, Sector-12, Dwarka, New Delhi – 110 075

Gaurav Pandit
Company Secretary & Compliance Officer
Membership No. F13667

August 13, 2026
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 03/2025 dated September 22, 2025, (hereinafter collectively referred to as "Circulars"), companies are permitted to hold 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 10th AGM of the Company is being conducted through VC/OAVM.

2. The 10th 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 – 110 075 as prescribed under the Circulars.

3. Since, 10th 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 10th AGM, hence, proxy form and attendance slip including route map has not been annexed with the notice of 10th AGM ("Notice").

4. Members attending 10th 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 Companies Act, 2013 ("Act").

5. Institutional investors who are members of the Company are encouraged to attend and vote at the 10th AGM of the Company.

6. **Authorised Representative**

   Institutional/Corporate members (i.e., other than individuals/HUF/NRI, etc.) intending to authorise their representatives to attend 10th 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 shekhar@arorashekhar.com with copies marked to the Company at compliance@honasa.in and to KFin Technologies Limited, Registrar to an Issue and Share Transfer agent ("RTA") at einward.ris@kfintech.com.

7. **Explanatory Statement**

   In accordance with Section 102 of the Act, read with Regulation 36 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Explanatory Statement forms part of this Notice.

   While an Explanatory Statement is not required under the Act in respect of the Ordinary Business set out at Item Nos. 1 to 4 of this Notice, the Company has provided the same voluntarily as a measure of good corporate governance and in the interest of transparency and convenience of the Members.

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

   In compliance with the Circulars, the Notice along with Annual Report for the financial year 2025-26 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 28, 2026.

   In terms of regulation 36(1)(b) of the 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 member(s) who have not registered their email addresses with the DP(s), the Company or RTA of the Company. In case any member is desirous of obtaining physical copy of Notice and Annual Report for the financial year 2025-26, he/she may send a request to the Company by writing at compliance@honasa.in mentioning their DP ID and Client ID.

   Members may please note that Notice and Annual Report for the financial year 2025-26 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 and National Stock Exchange of India Limited ("NSE") at www.nseindia.com. Notice and Annual Report will also be available on the website of CDSL at 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 DPs.

10. **Nomination**

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

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, dispute resolution can be initiated through the ODR Portal at https://smartodr.in/login.

12. Dividend related information

a. The Board of Directors at its meeting held on May 21, 2026, has recommended a final dividend of ₹3.00/- per equity share of face value of ₹10/- each for the financial year 2025-26, subject to the approval of Members of the Company. The final dividend, once approved by the Members at the 10th AGM will be paid within stipulated timeline subject to deduction of tax at source to those Members whose names appear in the Register of Members/beneficial owners as on **Friday, August 28, 2026 (Record Date)**.

b. The dividend shall be processed only in electronic mode and payment through dividend warrants or cheques has been discontinued with effect from November 18, 2025.

To ensure timely credit of dividend, members are requested to keep their latest bank account details updated with their respective DPs.

c. In accordance with the provisions of the Income-tax Act, 2025 ("IT Act"), dividend declared and paid by the Company is taxable in hands of shareholders for Tax Year 2026-27 (financial year 2026-27). Accordingly, the Company, in compliance with the provisions of the IT Act, would be required to deduct tax at source ("TDS") at the prescribed rates on the dividend payable to its Members. TDS rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company.

d. The relevant procedure to be adopted by members and documents to be submitted for availing exemption/the applicable tax rate, exemption forms and other documents, are available on the website of the Company at https://honasa.in/pages/investor under the head of 'Dividend'. The documents for availing exemption/applicable tax rate needs to be submitted by following the prescribed procedure latest by Thursday, September 10, 2026.

e. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents or for any other reason, there would still be an option available with the Member to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such tax deduction.

Instruction for remote E-voting

13. 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 10th 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 10th AGM will be provided by CDSL. The procedure for participating in the AGM through VC/OAVM is explained hereinafter.

14. In case of joint holders attending 10th 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.

15. The members can opt for only one mode of voting i.e. remote E-voting (before 10th AGM during the period as provided hereinafter) or E-voting during the 10th AGM. The members who have cast their vote by remote E-voting may also attend the 10th AGM but will not be able to vote again during 10th AGM.

16. The remote E-voting period commences on Thursday, September 24, 2026 at 9:00 am (IST) and ends on Sunday, September 27, 2026 at 5:00 pm (IST).

17. During this period, members holding equity shares of the Company, as on the cut-off date i.e., Monday, September 21, 2026 ("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
Thursday, September 24, 2026 at 9:00 am (IST)	Sunday, September 27, 2026 at 5:00 pm (IST)

18. As per the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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/DPs.

19. Instructions for Members for E-Voting and Joining Virtual Meetings:

(i) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(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**	**Method 1: Through CDSL Easi/Easiest facility** **Members who have registered for CDSL Easi/Easiest facility:** 1) Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. 2) Click on login My Easi New (Token) 3) Login with User ID and Password. 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 & voting during the meeting. **Members who have not registered for CDSL Easi/Easiest facility:** 1. To register, visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 2. Proceed with updating the required fields. 3. Post registration, user will be provided Login ID and a password. 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 & voting during the meeting. **Method 2: By directly visiting the E-voting website of CDSL.** 1. Visit URL: https://www.cdslindia.com/ 2. Go to the E-voting tab. 3. Enter Demat Account Number (BO ID) and PAN No. and click on 'Submit'. 4. The system will authenticate the member by sending OTP on the registered Mobile and Email as recorded in Demat Account. 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 & voting during the meeting.

Type of members	Login Method
Individual Members holding securities in Demat mode with **NSDL**	**Method 1: Through NSDL IDeAS facility** **Members who have registered for NSDL IDeAS facility:** 1. Visit URL: https://eservices.nsdl.com and click on 'Beneficial Owner' icon under 'Login'. 2. Enter user ID and password. Post successful authentication, click on 'Access to E-voting'. 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 & voting during the meeting. **Members who have not registered for NSDL IDeAS facility:** 1. To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal' or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp " 2. Proceed with updating the required fields. 3. Post registration, user will be provided with Login ID and password. 4. After successful login, click on 'Access to E-voting'. 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 & voting during the meeting. **Method 2: By directly visiting E-voting website of NSDL:** 1. Visit URL: https://www.evoting.nsdl.com/. 2. Click on the 'Login' tab available under 'Member/Member' section. 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. 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". 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 & voting during the meeting. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members (holding securities in demat mode) login through their **Depository Participants (DP)**	Individual members can also login using the login credentials of demat account through their depository participant registered with NSDL/CDSL for E-voting facility. 1. Login to DP website. 2. After Successful login, members shall navigate through 'E-voting' tab under Stocks option. 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. 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 & voting during the meeting.

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.com 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.

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 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	1) Enter your 10 digit alpha-numeric PAN details issued by Income Tax Department (Applicable for both demat members as well as physical Members) 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) 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.

9) For members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

10) Click on the EVSN for the relevant Honasa Consumer Limited on which you choose to vote.

11) 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.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) 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.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) 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.

17) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutiniser for verification.

18) 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 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.
- 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@honasa.in, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutiniser to verify the same.

20. 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.

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 10th AGM through VC/OAVM shall open 30 minutes before the time scheduled for the 10th AGM and will be available to the members on first come first serve basis and shall be kept open till the expiry of 15 minutes after the scheduled time.

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 10th AGM

i. Members who would like to express their views or ask questions during the 10th 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@honasa.in from Friday, September 18, 2026 (9:00 am IST) to Wednesday, September 23, 2026 (till 5:00 pm IST) or may also get registered by filling the form available on at the link

ii. Members will get confirmation on firstcome-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 10th AGM.

iv. Members will receive 'speaking serial number' once they mark attendance for the 10th 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 their 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 10th AGM.

j) If any Votes are cast by the Members through the E-voting available during 10th 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 10th 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, AVP, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

21. 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 10th AGM.

c) Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holding shares as on the Cut-off Date, may obtain the user ID and password by sending a request at helpdesk.evoting@cdslindia.com.

d) 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, PAN and mobile number at compliance@honasa.in. The same will be replied by the Company suitably.

22. 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 10th AGM i.e., Monday, September 28, 2026.

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 10th AGM.

c) Members seeking to inspect such documents may send a request on the e-mail address at compliance@honasa.in.

23. 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 10th 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 10th AGM, will first download the votes cast at the 10th 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 favour 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 10th AGM shall be declared by the Chairman or any person duly authorised by him on this behalf, after 10th AGM within the prescribed statutory timelines. The resolutions shall be deemed to be passed on the 10th AGM date i.e. Monday, September 28, 2026, subject to receipt of the requisite number of votes in favour 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 evoting 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 business proposed in the Notice convening 10th AGM of the Company.

Item No. 1 and 2

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the Board's Report and Statutory Auditors' Reports thereon, are required to be placed before the members at the Annual General Meeting ("AGM") for their consideration and adoption.

The board of directors of the Company ("Board"), at its meeting held on May 21, 2026, on the recommendation of the Audit Committee, approved the audited standalone and consolidated financial statements for the financial year ended March 31, 2026. The Annual Report for the financial year 2025-26, containing the aforesaid financial statements and reports, is being circulated to the members and is also available on the Company's website at https://honasa.in/pages/investor.

The financial statements have been prepared in accordance with the applicable provisions of the Act, Ind AS and other applicable accounting principles and present a true and fair view of the financial position and performance of the Company. The Statutory Auditors have issued unmodified audit reports on the standalone and consolidated financial statements.

Members seeking any clarification on the financial statements may send their queries to Company at CFO@honasa.in on or before Wednesday, September 23, 2026, to enable the management to respond at the AGM.

The Board recommends the Ordinary Resolutions set out at Item Nos. 1 and 2 for approval by the members.

None of the directors and the key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in these resolutions.

Item No. 3

The Board of Directors of the Company ("Board"), at its meeting held on May 21, 2026, has recommended a final dividend of ₹ 3/- per equity share (i.e. 30% on the face value of ₹ 10/-) for the financial year ended March 31, 2026, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

The dividend, if approved by the Members, will be paid to the Members whose names appear in the Register of Members or the Register of Beneficial Owners, as applicable, as on the Record Date, i.e. Friday, August 28, 2026, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by the Members.

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

Item No. 4

In terms of the provisions of Section 152 of the Companies Act, 2013 ("Act"), Mr. Varun Alagh, Whole-time Director of the Company, retires by rotation at the 10th Annual General Meeting ("AGM") and being eligible, has offered himself for re-appointment.

Details of Mr. Varun Alagh, including his qualifications, experience, other directorships and other relevant particulars, as required under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 ("SS-2"), are provided in the Annexure to this Notice.

The Board, based on the performance evaluation and contribution of Mr. Varun Alagh, considers his re-appointment to be in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 4 for approval by the Members.

Except Mr. Varun Alagh and Ms. Ghazal Alagh, spouse of Mr. Varun Alagh, none of the other Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 5

The members of the Company, at their 6th Annual General Meeting held on September 30, 2022, had appointed Mr. Subramaniam Somasundaram as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from February 11, 2022 and his current term shall expire on February 10, 2027.

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.

Board & Committee meetings attendance

Mr. Somasundaram is Chairman of Audit Committee and Risk Management Committee and member of Stakeholders' Relationship Committee of the Company. The details of his attendance at the meetings of the Board and its committees are as under:

Particulars	FY 2024-25	FY 2025-26	FY 2026-27*
Board Meeting	5 of 5	7 of 7	3 of 3
Audit Committee Meeting	5 of 5	6 of 6	2 of 2
Risk Management Committee Meeting	2 of 2	2 of 2	-
Stakeholders' Relationship Committee Meeting	1 of 1	1 of 1	-

** Till date of AGM Notice*

Brief Profile of Mr. Subramaniam Somasundaram

Mr. Somasundaram holds a Bachelor's degree of Commerce from University of Madras and is a Chartered Accountant and Cost Accountant.

He was Chief Financial Officer (CFO) for Titan Company Limited for over a decade till his superannuation in June 2021. Currently he is an Independent Director on the Boards of listed and unlisted entities and chairs the Audit Committee of various companies.

Before joining Titan, he was in the Telecom industry for over 11 years including stints as CFO for BPL Mobile Group and Chief Executive Officer for BPL Mobile operations in Mumbai. He started his career with ITC Limited in India and then had a stint in Doha, Qatar with Mannai Corporation.

The Nomination and Remuneration Committee ("NRC") at its meeting held on May 19, 2026, based on the performance evaluation of Mr. Somasundaram 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 February 11, 2027, not liable to retire by rotation. While recommending Mr. Subramaniam Somasundaram's re-appointment, the NRC considered his extensive experience in finance, accounting, governance and corporate leadership, including his over a decade-long tenure as Chief Financial Officer of Titan Company Limited and his experience as an Independent Director and Chairman of Audit Committees of various listed entities, provide him with strong expertise in financial oversight, risk management, audit and corporate governance. The NRC is of the view that his continued association with the Company would provide valuable financial and governance oversight and contribute to informed decision-making of the Board, particularly as the Company continues to scale and strengthen its governance framework.

The Company has received a declaration from Mr. Somasundaram 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 his candidature for the office of Director. He 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. Somasundaram 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. He 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. He 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 judgement and without any external influence.

Performance Evaluation Summary

Mr. Somasundaram has demonstrated strong commitment and independence in discharging his responsibilities as an Independent Director. His extensive experience and expertise have enabled him to provide valuable perspectives on strategic, financial and governance matters. His active participation in Board and Committee deliberations and constructive inputs have contributed meaningfully to the Company. Considering his continued performance, expertise and contribution, the Board is of the view that his continued association would be in the best interests of the Company.

Proposal for Re-appointment

The Board, at its meeting held on May 21, 2026, based on the recommendation of the NRC and after considering his rich knowledge, background, experience and significant contribution made during his first term, recommended the re-appointment of Mr. Somasundaram as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years from February 11, 2027 to February 10, 2032 (both days inclusive).

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

He 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. Somasundaram 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 from time to time for making payment to Non-Executive Directors.

In addition to the aforesaid remuneration, Mr. Somasundaram shall also be entitled to sitting fees for attending meetings of the Board or any of it's 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 his re-appointment 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 SS-2 and all other applicable provisions are provided in Annexure.

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

Except Mr. Somasundaram 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. 6

Pursuant to Section 197 of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder, remuneration payable to Non-Executive Directors including Independent Directors, by way of commission may be paid within the limits prescribed under the Act, subject to the requisite approval of the Members. Further, Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires the fees or compensation payable to Non-Executive Directors including Independent Directors, to be recommended by the Board and approved by the Members.

The Members of the Company, at the Extraordinary General Meeting held on July 20, 2022, had approved payment of remuneration by way of commission to the Non-Executive Directors of the Company for a period of five years commencing from April 1, 2022. The aforesaid approval is valid up to March 31, 2027.

In view of the expiry of the existing approval, the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board"), at their respective meetings held on May 19, 2026 and May 21, 2026, considered the proposal for payment of commission to the Non-Executive Directors for a further period of five years.

While considering the proposal, the NRC and the Board took into account, *inter-alia*, the evolution in the role of Non-Executive Directors particularly Independent Directors with the increasing scale and complexity of the Company's business and the changing regulatory and business environment. Their responsibilities extend beyond participation in Board and Committee meetings to include strategic oversight, risk management, governance, financial reporting, regulatory compliance, sustainability, technology and other matters critical to the Company's long-term interests. As a consumer-focused company operating across a growing portfolio of brands and categories, Honasa Consumer Limited also operates in a dynamic environment characterised by evolving consumer preferences, technological developments, competitive intensity and heightened stakeholder expectations.

The Non-Executive Directors bring diverse experience, expertise and independent judgement to the Board and its Committees and contribute to informed decision-making, effective oversight and long-term value creation. Accordingly, the proposed remuneration framework is intended to recognise not only their attendance, but also the expertise, judgement, responsibilities, time commitment and overall contribution required in discharging their fiduciary and governance responsibilities.

Therefore, approval of the Members is sought to authorise payment of commission to the Non-Executive Directors including Independent Directors, for each financial year commencing from April 1, 2027, not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with Section 198 of the Act.

The commission payable to each Non-Executive Director for a particular financial year will be determined by the NRC and the Board, taking into consideration the financial performance of the Company and the contribution and performance of the respective Director during the relevant financial year. In this regard, the NRC and the Board will consider, *inter-alia*, the Director's roles and responsibilities, experience and expertise, attendance and participation at Board and Committee meetings, Chairmanship or membership of Board Committees, time devoted to the affairs of the Company, involvement in strategic and business matters and contribution towards governance, risk oversight and the long-term growth and sustainability of the Company. The commission payable shall be within the limits approved by the Members and prescribed under the Act.

The commission shall be in addition to the sitting fees payable for attending meetings of the Board and its Committees and reimbursement of expenses, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

Commission and sitting fee paid to Non-Executive Directors during the preceding three financial years is set out below:

(₹ in Million)

Name of Director	FY 2023-24			FY 2024-25			FY 2025-26		
	Sitting Fees	Commission	Total	Sitting Fees	Commission	Total	Sitting Fees	Commission	Total
Mr. Subramaniam Somasundaram – Independent Director	1.60	1.40	3.00	1.30	1.70	3.00	1.60	1.40	3.00
Mr. Vivek Gambhir– Independent Director	2.30	-	2.30	1.20	1.00	2.20	1.40	0.8	2.20
Ms. Namita Gupta– Independent Director	1.60	0.60	2.20	0.80	1.40	2.20	1.00	1.20	2.20

Note: Mr. Ishaan Mittal, Non-Executive Nominee Director has not drawn any remuneration from the Company during the preceding three financial years.

The above disclosure provides the Members with an overview of the remuneration paid to the Non-Executive Directors during the last three financial years.

The Board recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

All Non-Executive Directors including Independent Directors, are concerned or interested in the resolution to the extent of the commission that may be payable to them. Their respective relatives may also be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

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. Varun Alagh

Director Identification Number (DIN)
07597289

Age
42 years

Date of first appointment on the Board
September 16, 2016

Qualification

(i) Bachelor's degree in Electrical Engineering from Delhi College of Engineering

(ii) Post-graduate diploma in business management from XLRI, Jamshedpur

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

Mr. Varun Alagh is the Co-founder, Chairman, CEO & Whole Time Director of the Company. Since its inception in 2016, he has been instrumental in steering the company towards becoming a leading player in the beauty and personal care industry.

Before founding Honasa, Mr. Varun Alagh accumulated over a decade of experience in the FMCG sector. He began his career at Hindustan Unilever Limited (HUL), where he held various roles, including Regional Brand Manager – South Asia. He then served as Senior Brand Manager at Diageo PLC, managing ATL, BTL, digital, and on-trade activations for Smirnoff across India. Subsequently, he worked at The Coca-Cola Company as Senior Brand Manager, playing a key role in launching Coke Zero in India.

List of Directorship of other Board

1. Bhabani Blunt Hair Dressing Private Limited
2. B:Blunt Spratt Hairdressing Private Limited
3. Honasa Consumer General Trading LLC
4. PT Honasa Consumer Indonesia
5. BTM Ventures Private Limited
6. Honasa Health Private Limited

Membership/Chairmanship of Board Committees in other companies

NIL

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

10,55,82,701

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

Spouse of Ms. Ghazal Alagh

Declaration of non-disqualification

Mr. Varun Alagh 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 2025-26

7 of 7

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 2025-26

₹48.40 million *(Including Fixed Pay and Variable Pay)*

Remuneration proposed to be paid

As may be decided by the Board and NRC from time to time subject to the overall limits approved by the members.

Mr. Subramaniam Somasundaram

Director Identification Number (DIN)

01494407

Age

65 years

Date of first appointment on the Board

February 11, 2022

Qualification

(i) Bachelor's degree of Commerce from University of Madras.

(ii) Chartered Accountant

(iii) Cost Accountant

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

Mr. Somasundaram was Chief Financial Officer (CFO) for Titan Company Limited for over a decade till his superannuation in June 2021. Currently he is an Independent Director on the Boards of listed and unlisted entities and chairs the Audit Committee of various companies.

Before joining Titan, he was in the Telecom industry for over 11 years including stints as CFO for BPL Mobile Group and Chief Executive Officer for BPL Mobile operations in Mumbai. He started his career with ITC Limited in India and then had a stint in Doha, Qatar with Mannai Corporation.

List of Directorship of other Board

1. Life Style International Private Limited
2. United Breweries Limited
3. Teamlease Services Limited
4. Titan Commodity Trading Limited
5. Avanti Finance Private Limited
6. API Holdings Limited
7. Razorpay Software Limited
8. Manipal Health Enterprises Limited

Membership/Chairmanship of Board Committees in other companies

Teamlease Services Limited	Audit Committee	Chairman
	Stakeholders Relationship Committee	Member
	Risk Management Committee	Member
	Nomination and Remuneration Committee	Member
United Breweries Limited	Audit Committee	Chairman
	Risk Management Committee	Member
API Holdings Limited	Audit Committee	Chairman
Manipal Health Enterprises Limited	Nomination and Remuneration Committee	Chairman
	Audit Committee	Member
Razorpay Software Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	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. Somasundaram 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 2025-26

7 of 7

Terms and conditions of appointment or re-appointment

Refer explanatory statement of item no. 5

Remuneration drawn for FY 2025-26

₹3.00 million *(including Sitting Fees and Commission)*

Remuneration proposed to be paid

Refer explanatory statement of item no. 5