

27th March, 2020

**The Corporate Relationship Dept.,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring
Rotunda, Dalal Street,
Mumbai - 400 001**

**The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051**

Dear Sir/Madam,

Sub: Declaration of Results of Postal Ballot and Scrutinizer's Report under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

With reference to our earlier intimation vide letter dated 26th February, 2020 regarding dispatch of notice of Postal Ballot, we would like to inform you that Ms. Aditi Jhunjhunwala, Practicing Company Secretary, Kolkata, who was appointed as Scrutinizer by the Board of Directors of the Company in their meeting held on 11th February, 2020 for conducting the Postal Ballot process, has submitted her report dated 27th March, 2020. Pursuant to the Scrutinizer's Report, the Members of the Company have duly approved the Resolutions as stated in the Postal Ballot Notice dated 11th February, 2020 with requisite majority.

We are enclosing herewith the statement containing details of voting results in the format prescribed under Regulation 44 of Listing Regulations along with the Scrutinizer's Report. The same is also uploaded on the Company's website i.e. www.shilgroup.com.

Kindly take above information on your record.

Kindly note that this intimation is being submitted in "Sd/-" mode due to challenges being faced amidst outbreak of COVID-19.

For SOMANY HOME INNOVATION LIMITED

Sd/-
Payal M. Puri
(Company Secretary & V.P. Group General Counsel)

Name: Payal M. Puri
Address: 301-302, 3rd Floor, Park Centra, Sector 30, NH-8, Gurugram -122001
Membership No.: 16068

Somany Home Innovation Limited

Corporate Office: 37 B, Echelon Institutional Area, Sector-32, Gurugram, Haryana-122 001, India. T. +91 124 2889300

Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India. T. +91 33-22487407/5668

wecare@hindware.co.in | www.shilgroup.com | CIN: L74999WB2017PLC222970

SOMANY HOME INNOVATION LIMITED

Details of Voting Results, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions as set out in the Postal Ballot Notice dated 11th February, 2020 and passed by the Members of the Company by means of Postal Ballot including remote e-voting on 26th March, 2020 duly declared by the Company on 27th March, 2020 at 2.00 P.M. at the Registered Office of the Company at 2, Red Cross Place, Kolkata- 700 001

Date of declaration of Postal Ballot Results	27th March, 2020
Total number of shareholders on record date i.e. 14th February, 2020	30,936
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NOT APPLICABLE

Resolution No. 1

Approval for Related Party Transactions with HSIL Limited

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	3,56,72,819	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institutions	E-voting	1,83,15,122	1,63,45,471	89.25	1,63,45,471	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,63,45,471	89.25	1,63,45,471	-	100.00	-
Public-Non Institutions	E-voting	1,83,08,454	19,08,927	10.43	19,07,198	1,729	99.91	0.09
	Postal Ballot		87,846	0.48	87,781	65	99.93	0.07
	Total		19,96,773	10.91	19,94,979	1,794	99.91	0.09
Total		7,22,96,395	1,83,42,244	25.37	1,83,40,450	1,794	99.99	0.01

Resolution No. 2

Payment of commission to the Directors (other than Managing and Whole-time Directors)

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	3,56,72,819	3,56,72,819	100.00	3,56,72,819	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,56,72,819	100.00	3,56,72,819	-	100.00	-
Public- Institutions	E-voting	1,83,15,122	1,63,45,471	89.25	1,63,45,471	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,63,45,471	89.25	1,63,45,471	-	100.00	-
Public-Non Institutions	E-voting	1,83,08,454	19,08,927	10.43	19,05,430	3,497	99.82	0.18
	Postal Ballot		87,846	0.48	86,959	887	98.99	1.01
	Total		19,96,773	10.91	19,92,389	4,384	99.78	0.22
Total		7,22,96,395	5,40,15,063	74.71	5,40,10,679	4,384	99.99	0.01

Aditi Jhunjunwala
Practising Company Secretary
219, Chittaranjan Avenue, Kolkata - 700006
Mobile: 9874590012; Email : aditijhunjunwala23@gmail.com

Report of Scrutinizer

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman
SOMANY HOME INNOVATION LIMITED
CIN: L74999WB2017PLC222970
2, Red Cross Place,
Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Postal Ballot forms on the resolutions set out in the Postal Ballot Notice dated 11 February, 2020 of Somany Home Innovation Limited

I, Aditi Jhunjunwala, (ACS No. 26988 & CP 20346), Practising Company Secretary, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **Somany Home Innovation Limited** ("the Company") at their meeting held on 11 February, 2020, in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Postal Ballot Forms in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice of the Company dated 11 February, 2020 ("Notice").

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the Postal Ballot process on the resolutions set out in Notice dated 11 February, 2020. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite votes casted i.e. "in Favour" or "Against" the resolutions mentioned in the Notice.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval for Related Party Transactions with HSIL Limited
2.	Special Resolution	Payment of commission to the Directors (other than Managing and Whole-time Directors)

1. I submit my report as under:

- 1.1. As per the information provided, the Company had completed the dispatch of notice dated 11 February, 2020 along with Postal Ballot forms and self-addressed pre-paid stamped envelopes through permitted mode (physical and electronically as the case may be) on 25 February, 2020 to those Members whose names were appeared on the Register of Members/List of Beneficiaries on 14 February, 2020 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of votes cast in respect of each resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote.
- 1.2. An advertisement was published in “Financial Express, Kolkata” (English Edition) and “Ekdin, Kolkata” (Bengali Edition) on 26 February, 2020, pursuant to rules 22 of the Companies (Management and Administration) Rules, 2014 informing the Members about completion of dispatch of Postal Ballot notice by permitted mode i.e. physical and electronically, wherever applicable along with other information as specified in the rules.
- 1.3. In compliance of the provisions of rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has also provided remote e-voting facility to all its Members to enable them to cast their votes electronically. Central Depository Services (India) Limited (CDSL) provided the e-voting services platform. The e-voting period commenced on Wednesday, 26 February, 2020 from 9:00 A.M. (IST) and concluded on Thursday, 26 March, 2020 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer’s login on the CDSL e-voting website.
- 1.4. At the meeting of the Board of M/s. Somany Home innovation Limited held on 11 February, 2020, Ms. Payal M Puri, Company Secretary and Compliance Officer, was made responsible for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
- 1.5. Postal Ballot forms from the Members during the period starting from Wednesday, 26 February, 2020 till 5.00 PM on Thursday, 26 March, 2020 were to be received. However, following the ‘Janta Curfew’ announced by the Central Government on 20th March, 2020 in view of the outbreak and threat of Novel COVID-19, the Health & Family Welfare Department, West Bengal by way of its Order no. H&FW/120/20 dated 22nd March, 2020 had announced “Complete Safety Restrictions” (“lockdown”) with effect from 4:00 p.m., Monday, 23rd March, 2020 to the midnight of 27th March, 2020 which was thereafter extended to 31st March, 2020 by way of Order no. H&FW/131/20 dated 24th March, 2020¹, the Company had received 44 postal ballots only upto 4.00 p.m. on 23rd March, 2020 at its registered office. Therefore, the postal ballots considered for the purpose of counting of votes have been those received upto 4.00 p.m. on Monday, 23rd March, 2020 as decided and confirmed by the management. All the votes cast by e-voting through CDSL received up to 5.00 P.M. on Thursday, 26 March, 2020, being the last date fixed by the Company were only considered for scrutiny.

¹ <https://wb.gov.in/upload/MCLNEWS-200324121056545.pdf>

- 1.6 The sealed Postal Ballot forms received until 4.00 p.m. of 23rd March, 2020 from the shareholders were collected by me for my scrutiny and kept under my safe custody. Envelopes containing Postal Ballot Forms which were returned undelivered were not opened and not considered for scrutiny. I have not found any Defaced/Mutilated Postal Ballot form. As per the information provided, the Company had not issued any duplicate Postal Ballot Form.
- 1.7 Scrutiny of Physical Postal Ballots commenced by me at 11.00 a.m. on 27 March, 2020 and continued till 01.00 p.m. on the same day. The details of votes exercised through Postal Ballot forms were duly scrutinized.
- 1.8 I have relied on confirmation provided by the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held by the shareholders against the respective folio numbers and specimen signatures of the Members on the postal ballot which have been verified with the specimen signature records maintained by the RTA being Maheshwari Datamatics Private Limited, confirmation of which was provided by way of email by the said RTA.
- 1.9 The details of the e-voting exercised by the Shareholders and the votes exercised through postal ballots, which were duly scrutinized and processed have been duly entered in a register separately maintained for the purpose in electronic mode. The compilation of the register, in respect of postal ballots contains the statement of shareholder's name, Folio Number, Postal Ballots Number, Number of Shares held, Number of votes exercised, Votes in favour, Votes Against and those votes which were rejected/considered invalid which have been duly Scrutinized and shareholdings were matched /confirmed with the register of Members of the Company /list of beneficiaries as on 14th February, 2020.
- 1.10 I was also provided with the benpos as on the cut-off date being 14th February, 2020 alongwith the shareholding pattern of the Company, wherein it was informed by the management that the shareholders appearing under the head "promoters" are considered to be the related parties by the Company for all purposes.
- 1.11 No member has voted both through evoting and postal ballot.
- 1.12 The e-voting facility provided by CDSL was unlocked at 7.30 P.M. on 26 March, 2020 in the presence of one witness due to reasons stated in clause 1.5 above.
- 1.13 On scrutiny, I report that out of 30,936 shareholders, 115 and 122 shareholders have exercised their vote through e-voting for resolution 1 and 2 respectively and 43 shareholders have exercised their votes through Postal Ballot forms, as received up to 4.00 P.M. on 23rd March, 2020. The details of Postal Ballot Forms (*both by physical ballot and electronic means*) received with respect to the proposed resolutions are provided in the **Annexure** to this report.

RESULTS:

There are 30,936 numbers of eligible Members holding total 72,296,395 no(s) of Equity Shares to vote electronically as well as through Postal Ballot as on cut-off date i.e. 14 February, 2020.]

No related party of the Company has casted their vote for the purpose of Resolution 1 as stated above.

The Ordinary Resolution and Special Resolution stated in items 1 and 2 in the Postal Ballot Notice dated 11 February, 2020 stand passed with requisite majority as on 26th March, 2020.

As authorized by the Chairman of the Company, Mr. Niranjana Kumar Goenka, authorised person is to declare and confirm the above results of voting (remote e-voting and voting by Postal Ballot) on 27 March, 2020 in respect of the resolutions referred hereinabove.

I hereby also confirm that I am maintaining the register downloaded from CDSL electronically in respect of votes cast through remote e-voting and register of postal ballot received from Members in respect of votes cast through Postal Ballot. The Postal Ballots and all other relevant records relating to remote e-voting and voting through postal ballot are under my safe custody and will be handed over to the authorised person for the said purpose for safe keeping after the necessary compliances are made in terms of the Rules.

Thanking You,

Yours faithfully,

Sd/-
(Aditi Jhunjhunwala)
Practising Company Secretary
Membership No.: ACS 26988
Certificate of Practice No. 20346

Place: Kolkata
Date: 27 March, 2020

UDIN: A026988A000626499

ANNEXUREConsolidated Scrutinizer's Report of Voting on the Resolutions passed as contained in Postal Ballot Notice dated 11 February, 2020 of Somany Home Innovation Limited

Total No. of Shareholder as on record date i.e. 14 February, 2020 = 30,936
 Total No. of paid up Shares as on record date i.e. 14 February, 2020 = 72,296,395

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Votes cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Approval for Related Party Transactions with HSIL Limited (As an Ordinary Resolution)	Electronic	115	18254398	115	18254398	100.00	0	0	0.00	105	18252669	99.99	10	1729	0.01	0	0
		Physical	44	87886	43	87846	99.95	1	40	0.05	38	87781	99.93	5	65	0.07	0	0
		TOTAL	159	18342284	158	18342244	100.00	1	40	0.00	143	18340450	99.99	15	1794	0.01	0	0
2	Payment of commission to the Directors (other than Managing and Whole-time Directors) (As a Special Resolution)	Electronic	122	53927217	122	53927217	100.00	0	0	0.00	100	53923720	99.99	22	3497	0.01	0	0
		Physical	44	87886	43	87846	99.95	1	40	0.05	34	86959	98.99	9	887	1.01	0	0
		TOTAL	166	54015103	165	54015063	100.00	1	40	0.00	134	54010679	99.99	31	4384	0.01	0	0

I, the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in my presence at 7.30 P.M. on 26 March, 2020

(Sd/-)

Name : Mr. Rahul Yadav

Address : 932A/83, Jessore Road, Kolkata-700089

(Sd/-)

(Aditi Jhunjunwala)

Practising Company Secretary

ACS No. 26988, Certificate of Practice No.20346

Place: Kolkata

Date: 27th March, 2020

UDIN: A026988A000626499