

HINDWARE HOME RETAIL PRIVATE LIMITED

Regd. Office: 2, Red Cross Place, Kolkata-700 001

CIN: U51109WB2005PTC106307

Phone: 033-22487406/07

E-mail: ngoenka@hindware.co.in

NOTICE is hereby given that the *Ninth* Extra-Ordinary General Meeting of the Members of Hindware Home Retail Private Limited will be held at its Registered Office at 2, Red Cross Place, Kolkata - 700 001, on Thursday, 7th day of April, 2016 at 11:00 a.m. to transact the following business:-

SPECIAL BUSINESS:

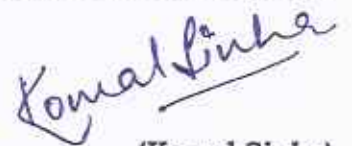
1. To fill the casual vacancy caused by resignation of Statutory Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. N. C. Aggarwal & Company, Chartered Accountants, New Delhi (Firm Registration No. 003273N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused consequent upon the resignation of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, New Delhi (ICAI Registration No. 001076N/N500013).

RESOLVED FURTHER THAT M/s. N. C. Aggarwal & Company, Chartered Accountants, New Delhi (Firm Registration No. 003273N) be and are hereby appointed to hold office as Statutory Auditors from conclusion of this Meeting until the conclusion of the ensuing Annual General Meeting of the Company and they shall conduct the Statutory Audit for the financial year ended 31st March, 2016, on such remuneration as may be fixed by the Board of Directors of the Company."

**By Order of the Board
For Hindware Home Retail Private Limited**



(Komal Sinha)

Company Secretary

Place: Gurgaon

Dated: 4th April, 2016

(Registered Office)

2, Red Cross Place, Kolkata - 700 001

Hindware Home Retail Private Limited
Unit No. 301, 302, 3rd Floor, Park Centre
Sector-30, Gurgaon-122001
Email : evokcare@hindware.co.in
CIN - U51109WB2005PTC106307
tel. +91 124 4779200-201
fax +91 124 4292898-99

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. IN ORDER TO BE EFFECTIVE, THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. Members/ Proxies should bring duly filled Attendance Slips sent herewith for attending the meeting.
3. A route map of the venue of the Ninth Extra-Ordinary General Meeting is attached herewith.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

M/s. Walker Chandiook & Co LLP, Chartered Accountants, New Delhi (ICAI Registration No. 001076N/N500013), Statutory Auditors of the Company, have resigned due to time constraints vide their resignation letter dated 31st March, 2016, resulting in causal vacancy in the office of Statutory Auditors of the Company, as envisaged by Section 139(8) of the Companies Act, 2013. Any Casual vacancy caused by the resignation in the office Statutory Auditors can only be filled by the Company in its General Meeting on the recommendations made by the Audit Committee and Board in this regard.

The Audit Committee and the Board of Directors in their respective meetings held on 4th April, 2016 have recommended the appointment of M/s. N. C. Aggarwal & Company, Chartered Accountants, New Delhi (Firm Registration No. 003273N) as the Statutory Auditors of the Company for the Financial Year 2015-16 to fill the casual vacancy caused by resignation of M/s. Walker Chandiook & Co LLP, Chartered Accountants, New Delhi (ICAI Registration No. 001076N/N500013)

M/s. N. C. Aggarwal & Company, Chartered Accountants, New Delhi (Firm Registration No. 003273N) have conveyed their consent to the Company vide letter dated 1st April, 2016 along with the confirmation that, their appointment, if made, will be in accordance with the limits prescribed under Section 139 of the Companies Act, 2013 and that, they are not disqualified within the meaning of Section 141 of the said Act.

M/s. N. C. Aggarwal & Company, Chartered Accountants, New Delhi (Firm Registration No. 003273N), if approved by the shareholders will be appointed as Statutory Auditors of the Company for the Financial Year 2015-16 and will hold office from the conclusion of this Extra-Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Person or their relatives in any way concerned or interested in the said resolution.

Place: Gurgaon

Dated: 4th April, 2016

By Order of the Board
For Hindware Home Retail Private Limited


(Komal Sinha)
Company Secretary

(Registered Office)
2, Red Cross Place, Kolkata - 700 001

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Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:..... Address:.....

E-mail Id: Signature:.....or failing him

2. Name:..... Address:.....

E-mail Id: Signature:.....or failing him

3. Name:..... Address:.....

E-mail Id: Signature:.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Extra-Ordinary General Meeting of the Company, to be held on Thursday the 7th day of April, 2016 at 11 a.m. at 2, Red Cross Place, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Number of Shares Held	For	Against
Special Business:				
1.	To fill the casual vacancy caused by resignation of Statutory Auditors of the Company.			

Signed this 7th day of April 2016

Signature of Shareholder

Signature of Proxy holder(s)

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No..... No. of Shares held

Client ID DP ID

Full Name(s) of Member / Joint Members

1..... 2.....

3..... 4.....

Full Name of the Proxy if attending the meeting

I hereby record my presence at the Ninth Extra-Ordinary General Meeting of the Company held at its Registered Office at 2, Red Cross Place, Kolkata-700 001 on held on Thursday the 7th day of April,2016 at 11 a.m.

.....

Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.



Red Cross PI
Lal Dighi, B B D Bagh
Kolkata, West Bengal 700001

Google Maps