

**HAVELLS****HAVELLS INDIA LIMITED****NOTICE**

NOTICE is hereby given that the Thirtieth Annual General Meeting of **HAVELLS INDIA LIMITED** will be held on 5th July 2013, Friday at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2013, the Profit and Loss Account of the Company for the year ended on that date, and the Reports of the Auditors and Directors thereon.
- To declare dividend for the financial year ended on 31st March 2013.
- To appoint a Director in place of Shri Surender Kumar Tuteja, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Dr. Adarsh Kishore, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting by passing the following Resolution with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s V. R. Bansal & Associates, Chartered Accountants (Registration No. 016534N) and M/s S.R. Batliboi & Co. LLP (Registration No. 301003E), be and are hereby re-appointed as the auditors of the Company till the conclusion of the next Annual General Meeting and the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix their remuneration.”

SPECIAL BUSINESS

- To pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

TO REAPPOINT SHRI QIMAT RAI GUPTA AS CHAIRMAN AND MANAGING DIRECTOR (CMD) OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 316 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) for the time being in force, consent be and is hereby accorded for re-appointment of **Shri Qimat Rai Gupta** as the Chairman and Managing Director of the Company for the period of five years from 1st April 2014 to 31st March 2019 on the terms and conditions including remuneration (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule XIII) as enumerated herein below:

1. Period	from 1 st April 2014 to 31 st March 2019
2. Remuneration	
Salary	₹ 15,00,000/- basic salary per month w.e.f. 1 st April 2014 upto maximum basic salary of ₹ 30,00,000/- per month

Commission	0.75% of the Profit before Tax
Perquisites: For this purpose perquisites are classified into three categories A, B and C:	

Category ‘A’

- Medical Reimbursement : Expenses incurred, including Medical Insurance, for self and family subject to a ceiling of one month's basic salary in a year or three month's basic salary over the period of three years.
- Bonus : As per policies and rules of the Company.
- Club Fees : Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
- Personal Accident Insurance/ Term Life Insurance Premium not exceeding ₹ 25,000/- p.a.

Category ‘B’

- Company's contribution towards Provident Fund, Superannuation Fund.
- Gratuity payable shall not exceed one month's salary for each completed year of service.
- Leave Entitlement : As per Company's Policy

Category ‘C’

The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of **Shri Qimat Rai Gupta** as approved subject to a maximum monthly basic salary of ₹ 30,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule XIII to the Companies Act, 1956, without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

- To pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**:

TO REAPPOINT SHRI ANIL RAI GUPTA AS JOINT MANAGING DIRECTOR (JMD) OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) for the time being in force, consent be and is hereby



accorded for re-appointment of **Shri Anil Rai Gupta** as the Joint Managing Director of the Company for the period of five years from 1st April 2014 to 31st March 2019 on the terms and conditions including remuneration (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule XIII) as enumerated herein below :

1. Period	From 1 st April 2014 to 31 st March 2019
2. Remuneration	
Salary	₹ 12,00,000/- basic salary per month w.e.f 1 st April 2014 upto maximum basic salary of ₹ 25,00,000/- per month
Commission	0.50% of the Profit before Tax
Perquisites: For this purpose perquisites are classified into three categories A, B and C:	
Category 'A'	
a) Medical Reimbursement :	Expenses incurred, including Medical Insurance, for self and family subject to a ceiling of one month's salary in a year or three month's salary over the period of three years.
b) Bonus :	As per policies and rules of the Company.
c) Club Fees :	Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
d) Personal Accident Insurance/ Term Life Insurance	Premium not exceeding ₹ 25,000/- p.a.
Category 'B'	
a) Company's contribution towards Provident Fund, Superannuation Fund.	
b) Gratuity payable shall not exceed one month's salary for each completed year of service.	
c) Leave Entitlement: As per Company's Policy.	
Category 'C'	
The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.	
Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.	

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of **Shri Anil Rai Gupta** as approved subject to a maximum monthly basic salary of ₹ 25,00,000/- per month and perquisites including the monetary value thereof within the limits specified in Schedule XIII to the Companies Act, 1956, without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

8. To pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**:

TO VARY THE TERMS OF REMUNERATION OF SHRI RAJESH GUPTA, WHOLE TIME DIRECTOR (FINANCE)

"RESOLVED THAT in modification of the earlier Resolution passed by the shareholders at the Annual General Meeting of the Company held on 29th September 2010 and pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) for the time being in force, consent be and is hereby accorded for varying the terms and conditions of remuneration being paid to **Shri Rajesh Gupta**, Director (Finance) of the Company for the period from 1st April 2010 to 31st March 2015 (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule XIII) as enumerated herein below :

1. Period	From 1 st April 2014 to 31 st March 2015
2. Remuneration	
Salary	Basic salary of ₹ 12,00,000/- per month subject to maximum basic salary of ₹ 20,00,000/- per month.
Commission	0.50% of the Profit before Tax
Perquisites: For this purpose perquisites are classified into three categories A, B and C:	
Category 'A'	
a) Medical Reimbursement :	Expenses incurred, including Medical Insurance, for self and family subject to a ceiling of one month's salary in a year or three month's salary over the period of three years.
b) Bonus :	As per policies and rules of the Company.
c) Club Fees :	Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
d) Personal Accident Insurance/ Term Life Insurance	Premium not exceeding ₹ 25,000/- p.a.
Category 'B'	
a) Company's contribution towards Provident Fund, Superannuation Fund.	
b) Gratuity payable shall not exceed one and a half month's salary for each completed year of service.	
c) Leave Entitlement: As per Company's Policy.	
Category 'C'	
The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.	
Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.	

RESOLVED FURTHER THAT subject to the approval of the members at the General Meeting, the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions



and/ or to increase the remuneration of **Shri Rajesh Gupta** as approved subject to a maximum monthly basic salary of ` 20,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule XIII to the Companies Act, 1956, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

By Order of the Board
For Havells India Limited

Sanjay Gupta
Company Secretary

Noida, May 28, 2013

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. The Company has received Notice(s) under section 224(1B) of the Companies Act, 1956 from both the Statutory Auditors of the Company, namely, M/s V.R. Bansal & Associates, Chartered Accountants (Registration No. 016534N) and M/s S.R. Batliboi & Co. LLP (Registration No. 301003E) confirming that their appointment if made, will be within the prescribed limits as per section 224(1B) of the Companies Act, 1956. The auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
3. The Register of Members and Share Transfer Register will remain closed from 22nd June 2013, Saturday to 28th June 2013, Friday (both days inclusive).
4. The dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - a) as Beneficial Owner as at the end of business on 21st June 2013 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company as at the end of business on 21st June 2013.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
6. i) Members holding shares in physical form are requested to immediately intimate any change in their residential address to MCS Limited, F-65, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi - 110 020, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.
 - ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
 - iii) The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Members are requested to update their email Id's with the Company in the enclosed form for receiving the notices and other documents at their email address.
 - iv) Members who have not opted for ECS facility earlier are requested to fill up the enclosed mandate form and return it to the corporate office of the Company, to avail the ECS facility otherwise they are requested to intimate their Savings Account/ Current Account No. and the name of Bank with whom such account is held to enable the Company to print the said details on the Dividend Warrant to prevent fraudulent encashment of the same.
7. During the year, amount of Un-claimed Dividend for the financial year 2004-05 has been deposited in the Investors Education and Protection Fund. Further, amount of Unclaimed Final Dividend for financial year 2005-06 is due for deposit to the Investors Education and Protection Fund on 3rd August 2013.
8. In case the Dividend has remained unclaimed for any of the financial years 2005-2006 to 2011-2012 the Shareholders may approach the Company with their dividend warrants for revalidation/ with the letter of undertaking for issue of revalidated/ duplicate dividend warrants respectively. A letter to this effect has already been sent to the concerned Shareholders.
9. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Head Office of the Company and of the subsidiaries concerned and copies will be made available to Shareholders of Havells India Limited and its subsidiary companies upon request.
10. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
11. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
12. Pursuant to Section 109A of the Companies Act, 1956, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B, which is available on the website of the Company.

By Order of the Board
For Havells India Limited

Sanjay Gupta
Company Secretary

Noida, May 28, 2013

Registered Office:
1, Raj Narain Marg,
Civil Lines, Delhi – 110 054



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Pursuant to provisions of Sections 198, 269, 309, 310 and 316 read with Schedule XIII to the Companies Act, 1956, the Company had at its Annual General Meeting held on 25th August 2009 approved the re-appointment and payment of remuneration to Shri Qimat Rai Gupta, Chairman and Managing Director, for a period of 5 years with effect from 1st April 2009 and his tenure expires on 31st March 2014.

Shri Qimat Rai Gupta is the founder Chairman of Havells India Limited. Under his stewardship, Havells has achieved the distinction of becoming India's leading Electrical group. The credit for Havells' commendable performance goes substantially to the dynamic leadership and vision imparted to the group by Shri Qimat Rai Gupta. His valuable and sincere contribution is highly appreciated in the progress of the Company.

The Nomination and Remuneration Committee of Board of Directors of the Company at its Meeting held on 18th April 2013 re-appointed Shri Qimat Rai Gupta for a period of 5 years commencing from 1st April 2014 to 31st March 2019.

It is now, therefore, proposed before the Company to re-appoint Shri Qimat Rai Gupta as the Chairman and Managing Director for the period from 1st April 2014 to 31st March 2019 on such terms and conditions as specified in the Resolution and agreed upon by and between him and the Board of Directors/ any Committee thereof.

The relevant resolution is proposed as a special resolution keeping in view the requirements of Part I of Schedule XIII to the Companies Act, 1956 as per which a person who has attained the age of 70 years is eligible for appointment as a managerial person if his appointment is approved by a special resolution passed by the Company in its General Meeting.

Further, pursuant to the enabling provisions of section 316 of the Companies Act, 1956, Shri Qimat Rai Gupta has also been appointed the Managing Director of one more company viz. QRG Medicare Limited with effect from 6th May 2013.

Except Shri Qimat Rai Gupta and Shri Anil Rai Gupta, no other Director of the Company is concerned or interested in the Resolution.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

ITEM NO. 7

Pursuant to the provisions of Sections 198, 269, 309 & 310 read with Schedule XIII of the Companies Act, 1956, the Company had at its Annual General Meeting held on 25th August 2009 approved the re-appointment and payment of remuneration to Shri Anil Rai Gupta as the Joint Managing Director of the Company for a period of 5 years with effect from 1st April 2009 and his tenure expires on 31st March 2014.

Shri Anil Rai Gupta is the Director of the Company since 1992. He is B. A. (Economics) and MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA. He is serving the Company by developing new business, forming new alliances with foreign collaborators and/ or taking over other businesses within and outside India. He is supervising marketing and sales functions of the Company. His valuable and sincere contribution is highly appreciated in the progress of the Company.

The Nomination and Remuneration Committee of Board of Directors of the Company at its Meeting held on 18th April 2013 re-appointed Shri Anil Rai Gupta for a period of 5 years commencing from 1st April 2014 to 31st March 2019.

It is now, therefore, proposed before the Company to re-appoint Shri Anil Rai Gupta as the Joint Managing Director for the period from 1st April 2014 to 31st March 2019 on such terms and conditions as specified in the Resolution and agreed upon by and between him and the Board of Directors/ any Committee thereof.

Except Shri Anil Rai Gupta and Shri Qimat Rai Gupta, no other Director of the Company is concerned or interested in the Resolution.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

ITEM NO. 8

Pursuant to the provisions of Sections 198, 269, 309 & 310 read with Schedule XIII of the Companies Act, 1956, the Company had at its Annual General Meeting held on 29th September 2010 approved the re-appointment and payment of remuneration to Shri Rajesh Gupta as Whole-time Director (Finance) of the Company for a period of five years from 1st April 2010 to 31st March 2015 at a basic salary of ` 6,50,000 per month to a maximum basic salary of ` 12,00,000 per month along with other perquisites and benefits.

Shri Rajesh Gupta, a Chartered Accountant by profession is associated with the Company for more than 30 years. His deep personal involvement in the affairs of the Company has yielded rich dividend. The Board appreciates for his valuable and sincere contribution in the progress of the Company.

As an appreciation of the services rendered and the contribution made to the Company, the Nomination and Remuneration Committee, at its Meeting held on 18th April 2013 varied the terms governing payment of remuneration to Shri Rajesh Gupta as the Director Finance for the period 1st April 2014 to 31st March 2015 from maximum basic salary (scale) of ` 12,00,000 per month to ` 20,00,000 per month, with all other perquisites, terms and conditions governing his remuneration remaining same as before.

Approval from shareholders is sought with respect to revision in the terms and conditions of appointment of Shri Rajesh Gupta, Director Finance of the Company, with regard to the increase in the maximum basic salary scale, from the one approved by the Shareholders at the Annual General Meeting of the Company held on 29th September 2010.

Except Shri Rajesh Gupta, no other Director of the Company is concerned or interested in the Resolution.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

By Order of the Board
For Havells India Limited

Sanjay Gupta
Company Secretary

Noida, May 28, 2013

Registered Office:
1, Raj Narain Marg,
Civil Lines, Delhi – 110 054



ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he holds Directorship	Name of Committees of the Companies of which he holds Directorship/ Chairmanship
Shri Surender Kumar Tuteja	15 th June 1945 (Nil)	IAS, FCS, M. Com (DU) (Not related with any Director of the Company)	Mr. Tuteja, a member of the 1968 batch of the Indian Administrative Services (IAS), Punjab cadre, retired as Secretary to the Government of India in the Department of Food & Public Distribution after 37 years of Civil Service. He has served on different posts in Government of India, Government of Punjab and in Public Sector. He was awarded the "Dayanand Munjal Award" for "Manager of the Year". He has acted as a consultant to various international programmes carried out in the field of new technologies and innovations. He participated as a Member of the India Delegation in the 4 th Ministerial Conference of WTO held in Doha, Qatar and was a member of the Executive Committee of the International Sugar Organization, London and the International Grain Council, London.	<ul style="list-style-type: none"> Havells India Limited SML Isuzu Ltd A2Z Maintenance & Engineering Services Limited Adani Logistics Limited Daawat Foods Limited Trident Limited Shree Renuka Sugars Limited Axis Private Equity Limited Intas Pharmaceuticals Limited Shree Renuka Energy Limited Adani Enterprises Limited Gujarat Foils Limited LT Foods Limited PTC India Financial Services Limited Tiger Warehousing Cold Chain Private Limited Pegasus Assets Reconstruction Private Limited Topworth Energy Private Limited Devenio Optimus Advisors Private Limited Altaris Credit Rating Agency Private Limited 	<p>Havells India Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee (Member) <p>SML Isuzu Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) Share Transfer & Investors' Relationship Committee (Member) <p>A2Z Maintenance & Engineering Services Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) <p>Gujarat Foils Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) <p>Adani Enterprises Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) Share Transfer & Investors' Relationship Committee (Member) <p>Shree Renuka Sugars Limited</p> <ul style="list-style-type: none"> Share Transfer & Investors' Relationship Committee (Member) <p>Intas Pharmaceuticals Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) <p>Axis Private Equity Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>Trident Limited</p> <ul style="list-style-type: none"> Audit Committee (Member)
Dr. Adarsh Kishore	4 th December 1946 (Nil)	IAS, Phd in Political Economy (Not related with any Director of the Company)	Former Finance Secretary, GOI and Former Executive Director, International Monetary Fund representing Bangladesh, Bhutan, India and Sri Lanka.	<ul style="list-style-type: none"> Havells India Limited AEGON Religare Life Insurance Company Limited CFM International Limited (Dubai) 	<p>AEGON Religare Life Insurance Company Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) Nomination and Remuneration Committee (Member) Ethics and Compliance Committee (Chairman) Policyholders Protection Committee (Chairman)
Shri Qimat Rai Gupta	24 th January 1937 (95,35,888)	Bachelor of Arts (Related with Shri Anil Rai Gupta)	Shri Qimat Rai Gupta is an industrialist having rich business experience and founder of Havells. He is the Chairman and Managing Director of the Company.	<ul style="list-style-type: none"> Havells India Limited QRG Enterprises Ltd QRG Corporate Services Limited QRG Central Hospital & Research Centre Limited QRG Medicare Ltd 	—



Name of Director	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he holds Directorship	Name of Committees of the Companies of which he holds Directorship/ Chairmanship
Shri Anil Rai Gupta	20 th April 1969 (34,67,948)	BA (Eco), MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA (Related with Shri Qimat Rai Gupta)	New business development by forming new alliances with foreign collaborators and/ or taking over other businesses within India. Supervising marketing and sales functions of Havells India Limited.	<ul style="list-style-type: none"> Havells India Limited QRG Enterprises Ltd QRG Corporate Services Limited QRG Central Hospital & Research Centre Limited QRG Medicare Ltd Sylvania Lighting International B.V. Flowil International Lighting (Holding) B.V. Havell's Netherlands B.V. Havell's Netherlands Holding B.V. Havell's Malta Limited Havell's Holdings Limited (Isle of Man) 	Havells India Limited <ul style="list-style-type: none"> Shareholders' & Investors' Grievance Committee (Member) Finance Committee (Member) QRG Enterprises Limited <ul style="list-style-type: none"> Remuneration Committee (Member)
Shri Rajesh Gupta	17 th June 1957 (2,39,680)	Chartered Accountant (Not related with any Director of the Company)	Shri Rajesh Gupta is a Chartered Accountant having rich experience in finance and allied fields. He is serving the Company for more than 33 years.	<ul style="list-style-type: none"> Havells India Limited Nano Magic World Private Limited 	Havells India Limited <ul style="list-style-type: none"> Shareholders' & Investors' Grievance Committee (Member) Finance Committee (Member)



HAVELLS INDIA LIMITED
Regd.Office : 1, Raj Narain Marg, Civil Lines, Delhi-110 054

Dear Member,

Sub : Electronic Clearing Service (ECS)/ Bank particulars for payment of dividend.

We wish to inform you that from last few years, we have extended ECS facility to our members by which they can receive their dividend directly in their bank account through electronic clearing.

The benefits of ECS are that, it provides protection against fraudulent interception and encashment of dividend warrants or damage of dividend warrants in transit or problem of revalidation/ issuance of duplicate dividend warrants and **there is no extra cost.**

We wish to further inform you that SEBI has also mandated the companies, the use of ECS facility for distributing the dividend and other cash benefits to the investors and only in the absence of availability of ECS facility, the company may use warrants for disbursing dividend and other cash benefits. Further the bank particulars have to be printed on the warrants to obviate any fraudulent encashment and interception in postal transit.

You are, therefore, requested to follow the procedure given below:

i. Physical Shares

In order to avail the ECS facility, we request you to provide us the requisite details in the form given overleaf and submit the same to the Company at its Corporate Office at Havells India Limited, QRG Towers, 2D, Expressway, Sector – 126, NOIDA (UP) – 201 304, before the dividend for the current financial year is paid to you. The information should be accurate and complete in all respects and in order to prevent any incorrect particulars being entered, we request you to enclose photocopy of a Cheque for verifying the accuracy of MICR Code No. and other particulars.

ii. Demat Shares

Please note that as per the Stock Exchange directions, the Company will have to take note of the ECS or Bank Account details furnished only by the Depositories, whenever such information is available. **You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.**

We recommend and request you to avail of the ECS facility and in the alternative provide complete bank particulars for printing on the dividend warrant.

Assuring you of our best services.

Thanking you.

Yours faithfully,
For **Havells India Limited**

Company Secretary



To,
The Share Department
HAVELLS INDIA LIMITED
QRG Towers, 2D
Expressway, Sector – 126
NOIDA (UP) – 201 304

Date : _____

Dear Sir,

Sub : Payment of dividend (Electronic Clearing Service / Bank Particulars)

I wish to participate in the Electronic Clearing Services and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below:

1. Name of the First holder (in Block Letters)	:
2. E mail Id	:
3. Telephone/ Mobile No.	:
4. Regd. Folio No.	:
5. Name of the Bank	:
6. Branch Name & Address	:
7. Account Number (as appearing on your Cheque Book)	:
8. Account Type: (Saving Bank A/c, Current A/c or Cash Credit A/c)	:
9. 9 digit code number of the Bank & Branch appearing on the MICR Cheque issued by the Bank. (Please attach photocopy of the accuracy of the MICR Code Number)	:

* I do not wish to opt for ECS facility and therefore request the following Bank Details to be incorporated on the dividend warrant.

Bank Name	:
Branch Name & Address	:
A/c Type (SB/Current/Cash Credit)	:
A/c Number (as mentioned in Cheque Book)	:

(* Strike out which is not applicable)

I hereby declare that the particulars given above are correct and complete. I undertake to inform of any subsequent changes in the above particulars. If the ECS payment transaction is delayed or not effected for any reasons I would not hold the Company responsible.

Signature of the first named shareholder

Name _____

Address _____

Tel No. _____

NOTE: In case of shares held in demat form, the above particulars for ECS facility /bank particulars have to be provided to your Depository Participant (DP), quoting your Client ID No. to them.



Regd. Folio No. _____

DP. ID. No. _____

No. of Shares held _____

Client ID.No. _____

Havells India Limited

Regd. Office : 1, Raj Narain Marg, Civil Lines, Delhi – 110 054
Corp Office: QRG Towers, 2D, Expressway, Sector 126, Noida (UP) 201 304



HAVELLS

FORM OF PROXY

I / We of in the district of being a member/members of the above-named Company, hereby appoint Mr./Ms of in the district of or failing him/her Mr./Ms of in the district of as my / our proxy to vote for me / us on my / our behalf at the 30th Annual General Meeting of the Company to be held on the 5th July 2013 or any adjournment thereof.

Signed this day of 2013

Affix
Re. 1/-
Revenue
Stamp

(Signature of the Member)

NOTES:

1. Proxy need not be a member.
2. Proxy form duly signed across revenue stamp should reach Company's Registered Office atleast 48 hours before the time of the Meeting.
3. The Company reserves the right to ask for identification of the proxy.
4. Proxy cannot speak at the meeting or vote on a show of hands.

Date: 5th July 2013
Time: 10:00 a.m.
Venue: Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi – 110 003



HAVELLS

Havells India Limited

Regd. Office: 1, Raj Narain Marg, Civil Lines, Delhi – 110 054
Corp Office: QRG Towers, 2D, Expressway, Sector 126, Noida (UP) 201 304

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Regd. Folio No. _____

DP. ID. No. _____

No. of Shares held _____

Client ID.No. _____

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 at 10:00 a.m. on 5th July 2013.

Member's / Proxy's name in Block Letters

Signature of Member / Proxy

Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.



