



HAVELLS INDIA LIMITED

Regd. Office: 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi - 110 001
Corp. Office: QRG Towers, 2D, Sector – 126, Expressway, Noida (U.P.) – 201 304
Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: investors@havells.com
Website: www.havells.com, CIN: L31900DL1983PLC016304

NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of Havells India Limited will be held on 27th July, 2019, Saturday at 10:00 am at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors thereon.
2. To declare a final dividend of Rs. 4.50/- per equity share of Re. 1/- each for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Shri Anil Rai Gupta (DIN: 00011892), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Rajesh Kumar Gupta (DIN: 00002842), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Ratification of Cost Auditor's Remuneration**
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 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

6. **Re-appointment of Shri Anil Rai Gupta (DIN:00011892) as the Chairman and Managing Director and the CEO 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 in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other

Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for the re-appointment of Shri Anil Rai Gupta (DIN: 00011892) as the Chairman and Managing Director and the CEO of the Company, for a further period of 5 (Five) years from 1st April, 2019 to 31st March, 2024 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 V to the Companies Act, 2013) as enumerated herein below:

1. Period	From 1 st April, 2019 to 31 st March, 2024
2. Remuneration	
Salary	Basic Salary of Rs. 45 lakhs per month which may go upto Rs. 75 lakhs per month over a period of 5 years.
Commission	1.25% 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)	Club Fees : Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
c)	Personal Accident Insurance/ Term Life Insurance Premium not exceeding Rs. 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.
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 Rs. 75,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Shri Sanjay Kumar Gupta, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

7. Re-appointment of Shri Ameet Kumar Gupta (DIN:00002838) as a Whole-time Director 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 in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for the re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838) as a Whole-time Director of the Company, for a further period of 5 (Five) years from 1st January, 2020 to 31st December, 2024 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 V to the Companies Act, 2013) as enumerated herein below:

1. Period	From 1 st January, 2020 to 31 st December, 2024
2. Remuneration	
Salary	Basic Salary of Rs. 17.75 lakhs per month which may go upto Rs. 40 lakhs per month over a period of 5 years.
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)	Club Fees : Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
c)	Personal Accident Insurance/ Term Life Insurance Premium not exceeding Rs. 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.

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 Ameet Kumar Gupta as approved subject to a maximum monthly basic salary of Rs. 40,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Shri Sanjay Kumar Gupta, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

8. Re-appointment of Shri Rajesh Kumar Gupta (DIN:00002842) as the Whole-time Director (Finance) and Group CFO 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 in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for the re-appointment of Shri Rajesh Kumar Gupta (DIN: 00002842) as the Whole-time Director (Finance) and Group CFO of the Company, for a further period of 5 (Five) years from 1st April, 2020 to 31st March, 2025 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 V to the Companies Act, 2013) as enumerated herein below:

1. Period	From 1 st April, 2020 to 31 st March, 2025
2. Remuneration	
Salary	Basic Salary of Rs. 39 lakhs per month which may go upto Rs. 65 lakhs per month over a period of 5 years.
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)	ESOP/ ESPS: 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 Rs. 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 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 Kumar Gupta as approved subject to a maximum monthly basic salary of Rs. 65,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Shri Sanjay Kumar Gupta, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

9. Appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Director 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 Shri Siddhartha Pandit (DIN: 03562264), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at the ensuing Annual General Meeting and who is eligible for appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director, be and is hereby appointed, in accordance with Sections 152 and 160 and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as a Director whose period of office shall be liable to determination by retirement by rotation."

10. Appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director for a period of 3 years

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

"RESOLVED THAT in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for the appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director of the Company, for a period of 3 (Three) years from 29th May, 2019 to 28th May, 2022 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 V to the Companies Act, 2013) as enumerated herein below:

1. Period	From 29 th May, 2019 to 28 th May, 2022		
2. Remuneration	<table> <tr> <td>Total Salary, perquisites and allowances including benefits & incentives towards P.F., NPS, Personal Accident and Term Life Insurance, Mediclaim Coverage, Executive Health check-up, Leave Encashment etc. as per Company's Policy</td><td>Rs. 92 lakhs per annum which may go upto Rs. 138 lakhs per annum over a period of 3 years</td></tr> </table>	Total Salary, perquisites and allowances including benefits & incentives towards P.F., NPS, Personal Accident and Term Life Insurance, Mediclaim Coverage, Executive Health check-up, Leave Encashment etc. as per Company's Policy	Rs. 92 lakhs per annum which may go upto Rs. 138 lakhs per annum over a period of 3 years
Total Salary, perquisites and allowances including benefits & incentives towards P.F., NPS, Personal Accident and Term Life Insurance, Mediclaim Coverage, Executive Health check-up, Leave Encashment etc. as per Company's Policy	Rs. 92 lakhs per annum which may go upto Rs. 138 lakhs per annum over a period of 3 years		
3. ESOP/ ESPS	As per policies and rules of the Company.		

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 of Shri Siddhartha Pandit as approved within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Shri Sanjay Kumar Gupta, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

By Order of the Board
For **Havells India Limited**

Sanjay Kumar Gupta

Company Secretary
Membership No. F3348

Noida, 29th May, 2019

Registered Office:

904, 9th Floor, Surya Kiran

Building K G Marg, Connaught Place,

New Delhi – 110 001

CIN: L31900DL1983PLC016304

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 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.**

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. The Register of Members and Share Transfer Register will remain closed from 20th July, 2019, Saturday to 26th July, 2019, Friday (both days inclusive).
3. 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 hours on 19th July, 2019 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 transmissions, if any, in physical form lodged with the Company as at the end of business hours on 19th July, 2019.
4. 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.
5.
 - (i) Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110 058, 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.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose email id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

Members are requested to update their email Id's with the Company in the enclosed KYC 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 KYC 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. Please refer to the KYC Form being enclosed with this Notice.
 - (v) To ensure all communications/ monetary benefits are received promptly, all shareholders holding shares in physical form are requested to notify to the Company, his/ her PAN/change in their address/bank details /email id/mobile number instantly by filling the KYC Form and by sending at the Corporate Office of the Company at QRG Towers, 2D, Sector-126, Expressway, Noida (U.P.)- 201 304.
6. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
 7. During the year, amount of Un-claimed Dividend for the financial year 2010-11 has been deposited in the Investors Education and Protection Fund. Further, amount of Unclaimed Final Dividend for financial year 2011-12 is due for deposit to the Investors Education and Protection Fund on 22nd August, 2019.

The Company also transmitted 28,758 Equity Shares of the Company into the DEMAT Account of the IEPF Authority held with NSDL (DPID/ Client ID IN300708/10656671) in terms of the provisions of section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2010-11 had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) subsequent financial years.

Concerned Shareholders may still claim the shares or apply for refund to the IEPF Authority by making an application in the prescribed Form.
 8. In case the Dividend has remained unclaimed in respect of financial year 2011-12 to 2017-18 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.
 9. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Corporate 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. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
12. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
13. 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.
14. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, 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 SH.13, which is available on the website of the Company.
15. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website www.havells.com. The Notice of AGM shall also be available on the website of NSDL viz. www.evoting.nsdl.com
16. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any Resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by NSDL.

The facility for voting, either through electronic voting system and/ or ballot/ polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

Members may contact Shri Sanjay Kumar Gupta, Company Secretary, for any grievances connected with electronic means at the Corporate Office of the Company at 'QRG Towers', 2D,

Sector-126, Expressway, Noida (U.P.) – 201 304 , Tel. # 0120-3331000.

17. The remote e-voting period commences on 24th July, 2019, Wednesday (8:30 am) and ends on 26th July, 2019, Friday (5:00 pm).
 - Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th July, 2019, Saturday may opt for remote e-voting and cast their vote electronically.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
 - Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 20th July, 2019 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or investors@havells.com by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
 - Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
 - At the end of remote e-voting period, the facility shall forthwith be blocked.
18. The Board vide its Resolution passed on 29th May, 2019 has appointed Ms. Balika Sharma, Practising Company Secretary (Membership No. F4816, COP No. 3222), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.havells.com and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
19. The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email id is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbalikasharma.h@gmail.com or investors@havells.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at the email address: investors@havells.com.
20. You can update your mobile number and email id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 10:00 am to 01:00 pm any working day till the date of AGM.
23. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.havells.com
24. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing one-way live webcast of the proceedings of the AGM on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed. The Webcast facility will be available from 10:00 a.m. onwards on 27th July, 2019, Saturday.

By Order of the Board
For **Havells India Limited**

Sanjay Kumar Gupta

Company Secretary
Membership No.: F3348

Noida, 29th May, 2019

Registered Office:

904, 9th Floor, Surya Kiran Building

K G Marg, Connaught Place, New Delhi – 110 001

CIN: L31900DL1983PLC016304

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, in its Meeting held on 29th May, 2019 has approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants, (Registration No. 00212), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at a fee of Rs. 9.00 Lakhs subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the Financial Year 2019-20.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The 5 (Five) year term of Shri Anil Rai Gupta (DIN: 00011892), as the Chairman and Managing Director and the CEO of the Company which commenced from 1st April, 2014 expired on 31st March, 2019.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th March, 2019, and subject to the approval of Members of the Company, re-appointed Shri Anil Rai Gupta as the Chairman and Managing Director and the CEO of the Company for a further period of 5 (Five) years w.e.f. 1st April, 2019.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Shri Anil Rai Gupta as the Chairman and Managing Director and the CEO of the Company, to the Members for their approval.

Except Shri Anil Rai Gupta, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6. of this Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the Annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

ITEM NO. 7

The prevailing 5 (Five) year term of Shri Ameet Kumar Gupta (DIN: 00002838), as the Whole-time Director of the Company which commenced from 1st January, 2015 shall expire on 31st December, 2019.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 29th May, 2019, and subject to the approval of Members of the Company, re-appointed Shri Ameet Kumar Gupta as a Whole-time Director of the Company for a further period of 5 (Five) years w.e.f. 1st January, 2020.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Shri Ameet Kumar Gupta as a Whole-time Director, to the Members for their approval.

Except Shri Ameet Kumar Gupta and Shri Surjit Kumar Gupta, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of this Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

ITEM NO. 8

The prevailing 5 year term of Shri Rajesh Kumar Gupta, (DIN: 00002842) as the Whole-time Director (Finance) and Group CFO of the Company which commenced from 1st April, 2015 shall expire on 31st March, 2020.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 29th May, 2019, and subject to the approval of members of the Company, re-appointed Shri Rajesh Kumar Gupta, as the Whole-time Director (Finance) and Group CFO of the Company for a further period of 5 (Five) years w.e.f. 1st April, 2020.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Shri Rajesh Kumar Gupta, as the Whole-time Director (Finance) and Group CFO of the Company, to the Members for their approval.

Except Rajesh Kumar Gupta, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 8 of this Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

ITEM NO. 9 & 10

A diverse skill-set of the Board of Directors have become a necessity in today's dynamic and complex world. A group of individuals with varied skill-sets and experience is critical for providing comprehensive guidance and direction to a Company. A balanced wholesome Board with complementary skill-sets amongst the directors is imperative to make informed business judgement in the current scenario. As the complexities in various statutory compliances have increased manifold requiring specialized knowledge of the related provisions applicable to the organization, it would therefore be apt to have a Board level representative to deal with such compliances.

Accordingly, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 29th May, 2019, and subject to the approval of Members of the Company appointed Shri Siddhartha Pandit (DIN: 03562264) as an Additional Director on the Board of Directors of the Company and also a Whole-time Director for a period of 3 (Three) years with effect from 29th May, 2019.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director, besides other documents.

Mr Pandit holds office upto the Annual General Meeting of the Company. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the appointment of Shri Siddhartha Pandit, as a Director and a Whole-time Director, to the Members for their approval.

Except Shri Siddhartha Pandit, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolutions set out at Item No. 9 & 10 of this Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

By Order of the Board
For **Havells India Limited**

Sanjay Kumar Gupta

Company Secretary
Membership No.: F3348

Noida, 29th May, 2019

Registered Office:
904, 9th Floor, Surya Kiran Building
K G Marg, Connaught Place, New Delhi – 110 001
CIN: L31900DL1983PLC016304

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Name of Director (DIN)	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/ she holds Directorship #	Name of Committees of the Companies of which he/ she holds Membership
Shri Anil Rai Gupta (DIN: 00011892)	20 th April, 1969 (NIL)	BA (Eco), MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA (Not related with any Director of the Company)	His marketing strategies proved to be highly fundamental for transforming Havells from a family brand to a globally recognized electricals and consumer durable company.	<ul style="list-style-type: none"> Havells India Limited QRG Enterprises Limited QRG Medicare Limited QRG Central Hospital & Research Centre Limited QRG Investments and Holdings Limited Havells Global Limited Jana Capital Limited 	Havells India Limited - Stakeholders Relationship/ Grievance Redressal Committee-Member - Share Allotment and Transfer Committee- Member - Executive Committee-Member - Corporate Social Responsibility Committee-Member - Enterprises Risk Management Committee-Member QRG Investments and Holdings Limited - Audit Committee-Chairman - ALCO Committee-Chairman QRG Enterprises Limited - Corporate Social Responsibility Committee-Member - Executive Committee-Member QRG Medicare Limited - Executive Committee-Member
Shri Ameet Kumar Gupta (DIN: 00002838)	16 th January, 1972 (NIL)	BE (Electronics & Communication) DU, MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA (Related with Shri Surjit Kumar Gupta)	Shri Ameet Kumar Gupta has been working with the QRG group for over 2 decades and is actively involved in new business development activities along with Shri Anil Rai Gupta. In addition, he has been accredited with new product introduction and development and also for setting up new plants and manufacturing facilities for the QRG group. His functions include spearheading new projects being under taken by the organisation.	<ul style="list-style-type: none"> Havells India Limited QRG Enterprises Limited QRG Medicare Limited QRG Central Hospital & Research Centre Limited QRG Investments and Holdings Limited Havells Global Limited 	Havells India Limited - Executive Committee-Member QRG Enterprises Limited - Audit Committee-Member - Nomination & Remuneration Committee-Member - Executive Committee-Member - Corporate Social Responsibility Committee-Member QRG Medicare Limited - Audit Committee-Member - Nomination & Remuneration Committee-Member - Executive Committee-Member QRG Investments and Holdings Limited - Audit Committee-Member - ALCO Committee-Member
Shri Rajesh Kumar Gupta (DIN: 00002842)	17 th June, 1957 (8,00,688 Equity Shares of Re.1/- each)	Chartered Accountant (Not related with any Director of the Company)	Highly qualified Chartered Accountant with rich experience in finance and allied fields, Shri Rajesh Kumar Gupta, is the Whole-time Director (Finance) and Group CFO of Havells India Limited. He has been long associated with the QRG group since the beginning of his career and has helped shape up the finance sector and simultaneously played a multi-dimensional role in creating the culture, systems and processes across the organization.	<ul style="list-style-type: none"> Havells India Limited 	Havells India Limited - Share Allotment and Transfer Committee- Member - Executive Committee-Member - Corporate Social Responsibility Committee-Member - Enterprises Risk Management Committee-Member
Shri Siddhartha Pandit (DIN: 03562264)	30 th May, 1968 (2,208 Equity Shares of Re. 1/- each)	BA LLB (Not related with any Director of the Company)	Mr Siddhartha Pandit has been heading the Legal Department of the Company since 2015. LEP (Leadership Excellence Program) from Harvard Business School and BA LLB from Delhi University, Mr. Pandit is an astute legal professional with over 27 years of extensive experience across industries with expertise in Contract Drafting & Negotiations, Litigation Management (Civil & Criminal), Dispute Resolution, Mergers and Aquisitions, Statutory Compliances, Intellectual Property Rights (IPR) etc. He began his career by gaining court experience under Mr. P.P Malhotra (Sr. Advocate) and also worked with Rajinder Narain & Co. Later he moved into Corporate to work with Max India, Samsung, Ciena, Carrier and Tower Vision. In his last assignment, he was associated with Indus Towers as VP - Legal.	<ul style="list-style-type: none"> Havells India Limited 	-

Directorship indicates directorship in Indian Public Companies including Havells India Limited.

Note: For other details, please refer to the Corporate Governance Section of the Annual Report 2018-19.



HAVELLS INDIA LIMITED

Regd. Office: 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110 001

Corp. Office: QRG Towers, 2D, Sector – 126, Expressway, Noida (U.P.) – 201 304

Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: investors@havells.com

Website: www.havells.com, CIN: L31900DL1983PLC016304

Dear Member,

Sub: Updation of KYC Details in the Master Data

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company, through periodic communiques, advises such shareholders to notify to the Company, any change in their address/ bank details /email Id etc. by a written request under the signatures of sole/ first named joint holder along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA to raise standards and provide improved services to the Shareholders.

In this background, we are attaching herewith a KYC Form for all the shareholders holding shares in physical form to get all their details updated in the Master Data.

Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the 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 get your details updated in the master data and submit the attached KYC Form to the Company at its Corporate Office at Havells India Limited, QRG Towers, 2D, Sector – 126, Expressway, Noida (UP) – 201 304, preferably before the dividend for the current Financial Year is paid to you.

Assuring you of our best services.

Thanking you.

Yours faithfully,

For **Havells India Limited**

(Sanjay Kumar Gupta)
Company Secretary

Encl.: KYC Form