

7<sup>th</sup> July, 2017

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

NSE Symbol : HAVELLS

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

Scrip Code : 517354

**Sub: Proceedings of 34<sup>th</sup> Annual General Meeting u/r 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015**

Dear Sir,

Pursuant to captioned regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 34<sup>th</sup> Annual General Meeting of the Company held this day on 7<sup>th</sup> July, 2017 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

The Remote E-voting on all the Resolutions set out in the Notice of 34<sup>th</sup> Annual General Meeting was conducted during the period from 4<sup>th</sup> July, 2017 to 6<sup>th</sup> July, 2017 and for those who did not cast their vote through remote e-voting, the facility to vote at the venue of the AGM was made available electronically (E-voting) as well as by way of Physical Ballot process.

The Agenda wise Results (in the prescribed format) u/r 44 along with the Consolidated Report of the Scrutinizer shall be forwarded on or before 9<sup>th</sup> July, 2017.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
for **Havells India Limited**



(Sanjay Kumar Gupta)  
Company Secretary

Encl.: A/a

**HAVELLS INDIA LTD.**

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, (INDIA)  
Tel: +91-120-3331000, Fax: +91-120-3332000  
E-mail: marketing@havells.com, www.havells.com  
Registered Office: 904, 9th Floor, Surya Kiran Building,  
K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)  
Consumer Care No.:  
1800 103 1313, 1800 11 0303 (All Connections), 011-4166 0303 (Landline)  
CIN: L31900DL1983PLC016304

**PROCEEDINGS OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 7<sup>TH</sup> JULY, 2017 AT 10:00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, LODHI ROAD, PRAGATI VIHAR, NEW DELHI – 110 003**

Date of the AGM: 7<sup>TH</sup> JULY 2017

Total number of shareholders on Record Date i.e. 1<sup>st</sup> July, 2017: **78,501**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: **5 in person**

Public: **270 in person and 2 in proxy**

No. of Shareholders attended the meeting through Video Conferencing:

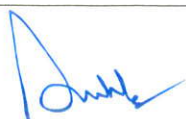
Promoters and Promoter Group:- -

Public:- -

Directors Present:

1. **Shri Anil Rai Gupta: Chairman and Managing Director**
2. **Shri Surjit Kumar Gupta: Non-executive Director**
3. **Shri Ameet Kumar Gupta: Whole-time Director**
4. **Shri Rajesh Kumar Gupta: Whole-time Director (Finance) and Group CFO**
5. **Shri Surender Kumar Tuteja: Independent Director, Chairman of Audit Committee; Chairman of Nomination and Remuneration Committee and Member of Stakeholders Relationship/ Grievance Redressal (SRGR) Committee, duly authorised by the Chairman of SRGR Committee to represent him in this AGM**
6. **Smt Pratima Ram – Independent Director**
7. **Shri Vijay Kumar Chopra – Independent Director**

Chairman, other Directors and Officers took the chair.
Company Secretary welcomed the Shareholders and requested the Chairman, Shri Anil Rai Gupta to chair the meeting.
Chairman welcomed all the Shareholders, Directors and others at the 34 <sup>th</sup> AGM and introduced the persons sitting at the Dais.  The Chairman explained that Shri Puneet Bhatia, Shri T V Mohandas Pai, Non-executive Non-independent Directors and Dr Adarsh Kishore and Shri Vellayan Subbiah, Independent Directors of the Company, were pre-occupied with other commitments and therefore could not attend the AGM.  The quorum being present Chairman declared the Meeting open.  Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.
The Chairman presented his speech.
Thereafter the Company Secretary read the Auditors' Report.



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After the Auditor's Report was read by the Company Secretary, the Chairman informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 1<sup>st</sup> July, 2017, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 4<sup>th</sup> July, 2017 to 6<sup>th</sup> July, 2017 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that Ms Balika Sharma was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.


Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM either by Physical Ballot or E-voting, on all the 8 (eight) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Ms Balika Sharma, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting, Voting by Ballot and E-voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on or before 9<sup>th</sup> July, 2017 and placed on the website of the Company.

The Chairman then explained the objective and implications of the Resolutions before putting them to vote at the Meeting.

Each of the following 8 (eight) Resolutions were proposed and seconded by Members:-

1.	<b>Detail of the Agenda:</b>	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017 and the Report of Auditors thereon.
	<b>Resolution required:</b>	Ordinary Resolution
2.	<b>Detail of the Agenda:</b>	Declaration of Final Dividend of Rs. 3.50 per equity share for the financial year ended 31 <sup>st</sup> March, 2017.
	<b>Resolution required:</b>	Ordinary Resolution
3.	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Rajesh Kumar Gupta (DIN 00002842), who retired by rotation and being eligible, offered himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution
4.	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri T V Mohandas Pai (DIN 00042167), who retired by rotation and being eligible, offered himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution



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5.	<b>Detail of the Agenda:</b>	Ratification of Appointment of Auditors and authorisation of Board of Directors/ Audit Committee of the Company to fix their remuneration
	<b>Resolution required:</b>	Ordinary Resolution
6.	<b>Detail of the Agenda:</b>	Ratification of Cost Auditors' Remuneration
	<b>Resolution required:</b>	Ordinary Resolution
7.	<b>Detail of the Agenda:</b>	Appointment of Shri Vellayan Subbiah (DIN: 01138759) as an Independent Director.
	<b>Resolution required:</b>	Ordinary Resolution
8.	<b>Detail of the Agenda:</b>	Revision in the terms of remuneration of Shri Rajesh Kumar Gupta (DIN: 00002842), Whole-time Director (Finance) and Group CFO of the Company
	<b>Resolution required:</b>	Ordinary Resolution

Before ordering the Poll, the Chairman invited the Shareholders for their queries and observations.

Thereafter the Chairman ordered the Poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard or electronically.

The Chairman thanked the shareholders and others for attending the Meeting.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

