

6th July, 2022

The National Stock Exchange of India Ltd.
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: General Update on the Resolution Nos. 5 to 10 of the Notice of upcoming Annual General Meeting (AGM) of the Company on 8th July, 2022

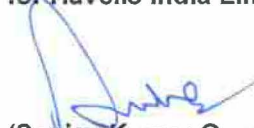
Dear Sir,

In terms of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with corresponding circulars and notifications issued thereunder, please find attached herewith a General Update in response to the clarifications sought by certain shareholders on the Resolution Nos. 5 to 10 of the Notice of upcoming AGM of the Company on 8th July, 2022.

This is for your information and records.

Thanking you.

**Yours faithfully,
for Havells India Limited**



**(Sanjay Kumar Gupta)
Company Secretary**

Encl: As above

Resolutions	Clarifications sought	Comments
5. Re-appointment of Shri Anil Rai Gupta as a Director liable to retire by rotation	Governance Concern: Combined position of Chairman and MD. Concentration of power in the hands of single person	The Board of Havells is constituted with eminent professionals. Further, 50% of the Board is comprised of Independent Directors who are experts with high caliber and experience in their respective fields. The decisions at the board are taken with mutual consultation and consensus. The combined position of chairman and MD is in full compliance of extant laws.
6. Ratification of Remuneration of Cost Auditor.	Cost Audit fee significantly lower than the minimum suggested fee by ICAI. Scope of the turnover subject to Cost Audit not disclosed.	Company has a robust ERP system with high level of digitization in all records including the cost records. Fee for cost audit is appropriate considering the scope of work and effort involved and is consistent with the previous years.
7 Approval of the Havells Employees Stock Purchase Scheme 2022 and its implementation through Trust	Non-compliant with SEBI SBEB Regulation. Exercise price inadequately disclosed. Non-Compliant with Section 53 of the Companies Act, 2013. Governance Concern: Determination of exercise price by NRC	Determination of the exercise price by NRC is in full compliance of the Companies Act. It has already been disclosed that the shares would be transferred to the eligible employees at a price determined by the NRC. Further, the criteria for determination of number of shares to be granted under ESPS 2022 is the annual financial performance of the Company.
8. Authorization for Havells Employees Welfare Trust to Subscribe to Shares for and under the Havells Employees Stock Purchase Scheme 2022.	Non-compliant with SEBI SBEB Regulation. Exercise price inadequately disclosed. Non-Compliant with Section 53 of the Companies Act, 2013. Governance Concern: Determination of exercise price by NRC	
9. Provisioning of money by the Company to the Havells Employees Welfare Trust/ Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2022.	Non-compliant with SEBI SBEB Regulation. Exercise price inadequately disclosed. Non-Compliant with Section 53 of the Companies Act, 2013. Governance Concern: Determination of exercise price by NRC	
10. Amendment to the Part B Havells Employees Stock Purchase Plan 2014 of Havells Employees Long Term Incentive Plan 2014 and related modifications thereto	Stock options are 'pay at risk' options that employees accept at the time of grant, which is protected if they are issued at significant discount to the market price.	The scheme has been functioning as per the terms already approved by the shareholders. The suggested amendment is only procedural in nature.