



## **NOTICE**

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of **HAVELLS INDIA LIMITED** will be held at FICCI Auditorium, Federation House, Tansen Marg, New Delhi – 110 001 on Friday, 11th July, 2008 at 11:30 A.M. to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2008, the Profit and Loss Account of the Company for the year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To declare dividend for the financial year ended on 31st March, 2008.
3. To appoint a Director in place of Shri Surjit Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Sunil Behari Mathur, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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):

**“RESOLVED THAT** pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s V. P. Bansal & Co., Chartered Accountants, 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**

#### **6. To pass with or without modification, the following resolution as an ORDINARY RESOLUTION TO APPOINT SHRI NITEN MALHAN AS DIRECTOR OF THE COMPANY**

**“RESOLVED THAT** in conformity with the provisions of Section 260 of the Companies Act, 1956, **Shri Niten Malhan**, who was appointed as an Additional Director of the Company and who holds office only upto this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith a deposit of Rs.500/- in terms of Section 257 of the Companies Act, 1956 from a member proposing the candidature of **Shri Niten Malhan** for the office of the Director of the Company be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.”

**For and on behalf of the Board of Directors of  
Havells India Limited**

Noida, May 22, 2008

**(Ritu Mehrotra)**  
Company Secretary

## **HAVELLS INDIA LIMITED**

Corp Office: E-1, Sector - 59, Noida - 201 307 (UP) India, Tel.: +91-120-39882100, 3075777, Web: www.havells.com  
Regd. Office: 1/7, Ram Kishore Road, Civil Lines, Delhi - 110 054

## Notes

1. **ANY 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 Register of Members and Share Transfer Register will remain closed from Saturday, 28th June, 2008 to Saturday July 05, 2008 (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 on 27th June, 2008 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/ Registrar & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company as at the end of business on 27th June, 2008.
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 be made available by the management at the day of the meeting.
  - (i) Members holding shares in physical format are requested to immediately intimate any change in residential address to MCS Limited, W-40, Okhla Industrial Area, Phase – II, New Delhi 110 020, Registrar 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 or Bank A/c details immediately to their respective Depository Participants.
  - (iii) Members who have not opted for ECS facility earlier are requested to fill up the enclosed mandate form and return it to MCS Limited, W-40, Okhla Industrial Area, Phase – II, New Delhi 110 020, 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 detail on the Dividend Warrant to prevent fraudulent encashment of the same.
5. Members/Proxies are requested to fill in and sign the Attendance Slip for attending the meeting.
6. During the year, amount of un-claimed Dividend for the year 1999-2000 has been deposited in the Investors Education and Protection Fund.
7. In case the Dividend still remained unclaimed from the financial years 2000-01 to 2006-07, the shareholders may approach the company with their dividend warrants for revalidation / with the letter of undertaking for issue of revalidated / duplicate dividend warrant respectively. A letter to this effect has already been sent to the concerned shareholders.
8. The annual accounts of the subsidiary companies along with the related detailed information are available at the Corporate Office of the Company.
9. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed is given in the Annexure to the Notice.

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

#### **ITEM NO. 6**

The Board of Directors has co-opted Shri Niten Malhan as an Additional Director of the Company at their Meeting held on November 26, 2007.

Shri Niten Malhan, Additional Director is nominated by M/s Seacrest Investment Ltd. pursuant to the Shareholder and Share Subscription Agreements for issue and allotment of Shares and Warrants of US\$ 110 million. He is not to be considered as an Independent Director.

**Havells India Limited**

Mr. Niten Malhan is Managing Director of Warburg Pincus India Pvt. Ltd. and focuses on company's investment activities in India. Prior to joining Warburg Pincus, he was a Director - Business Development at Stratum Corporation, a Silicon Valley technology start-up and an Engagement Manager with McKinsey & Company across India, South-east Asia, and Boston. Mr. Malhan is a graduate in Computer Science from IIT - Delhi and Masters from IIM - Ahmedabad. His vast business experience includes strategy - organizational, business building and M&A issues across a range of industries. Mr. Malhan is a director on the boards of DB Corp, Punj Lloyd and other reputed companies.

His long standing experience brings a wealth of professional expertise and experience to the Board. In terms of the provisions of Section 260 of the Companies Act, 1956, Shri Niten Malhan will hold office only upto the date of ensuing Annual General meeting. Notice has been received from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Shri Niten Malhan for the office of Director and signifying his intention to move the resolution as set out in Item No. 6 of this notice.

The Directors recommend the resolution for approval of the shareholders.

Except Shri Niten Malhan, who is seeking the appointment, none of the Directors are concerned or interested in the resolution.

**For and on behalf of the board of Directors of  
Havells India Limited**

Noida, May 22, 2008

**(Ritu Mehrotra)**  
Company Secretary

ANNEXURE

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

Name of Director	Date of Birth (No. of Shares held)	Qualifications  (Relationship with other Directors)	Nature of Expertise	Name of the Companies in which he holds Directorship	Committees of Companies of which he holds Membership/ Chairmanship
<b>Shri Niten Malhan</b>	2 <sup>nd</sup> August, 1971  (Nil)	IIT (Computer Science) and IIM (Masters)  (Not related with any director of the Company)	Mr. Niten Malhan is Managing Director Warburg Pincus and focuses on the firm's investment activities in India. Prior to joining Warburg Pincus, he was Director - Business Development at Stratum Corporation, a Silicon Valley technology start-up and an Engagement Manager with McKinsey & Company across India, South east Asia, and Boston. Mr. Malhan has done graduation in computer science from IIT - Masters Delhi and from IIM - Ahmedabad.	<ul style="list-style-type: none"> <li>• Havells India Ltd</li> <li>• Aryan Coal Beneficiations Pvt. Ltd.</li> <li>• Aryan Clean Coal Technologies Pvt. Ltd</li> <li>• Aryan Energy Pvt. Ltd.</li> <li>• Aryan Ispat &amp; Power Pvt. Ltd.</li> <li>• Citrus Hotels Pvt. Ltd.</li> <li>• DB Corp Ltd.</li> <li>• Kartikay Coal Washeries Pvt. Ltd.</li> <li>• Krizm Hotels Pvt. Ltd.</li> <li>• Meringue Hotels Pvt. Ltd.</li> <li>• NM Tyres Pvt. Ltd.</li> <li>• Punj Llyod Ltd.</li> <li>• Spank Hotels Pvt. Ltd.</li> <li>• Spectrum Coal and Power Ltd.</li> <li>• Warburg Pincus India Pvt. Ltd.</li> </ul>	<p><i>Havells India Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> <p><i>Punj Llyod Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> <p><i>DB Corp Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Remuneration Committee (Member)</li> <li>- Shareholders' Investors' Grievance Committee (Member)</li> </ul>
<b>Shri Surjit Gupta</b>	13 <sup>th</sup> January, 1942  (3265080)	F.Sc. from Punjab University Diploma in Mechanical Engineering from State Board of Technical Education, Punjab  [Related with Shri Qimat Rai Gupta and Shri Anil Gupta, Directors of the Company)	He works as technical head of Havells. Under his guidance Havells became a leading group in the electrical industry with an excellent reputation for quality engineering products. He was instrumental in the initial exposure of Havells to international manufacturers and technology. Havells under his leadership has entered into alliances with several foreign manufacturers.	<ul style="list-style-type: none"> <li>• Havells India Ltd.</li> <li>• QRG Enterprises Ltd.</li> <li>• TTL Limited</li> <li>• Standard Electricals Ltd.</li> <li>• Havell's Switchgears Pvt. Ltd.</li> <li>• Havell's Financial Services Ltd.</li> </ul>	<p><i>Havells India Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Remuneration Committee (Member)</li> <li>- Investors' Grievance Committee (Chairman)</li> </ul>
<b>Shri S.B. Mathur</b>	11 <sup>th</sup> October, 1944  (Nil)	Chartered Accountant  (not related with any Director of the Company)	A qualified Chartered Accountant, retired from Life Insurance Corporation of India (LIC) in October 2004 as its Chairman. He held various positions as Senior Divisional Manager of Gwalior Division, Chief of Corporate Planning, General Manager of LIC (international) E.C., Zonal Manager in charge of Western Zone and Executive Director. He has a successful track record of introducing new products in the Insurance Sector in a competitive environment.  He is a member Advisory Board of - Specified Undertaking of the Unit Trust of India(SUUTI)  - National Investment Fund	<ul style="list-style-type: none"> <li>• Havells India Ltd.</li> <li>• ITC Ltd</li> <li>• EID Parry (I) Ltd.</li> <li>• National Collateral Management Services Ltd.</li> <li>• Housing Development Improvement India Ltd.</li> <li>• Indian Railway Catering &amp; Tourism Corporation</li> <li>• Universal Sampo General Insurance Co. Ltd.</li> <li>• Subhiksha Trading Services Ltd.</li> <li>• The National Stock Exchange of India Ltd.</li> <li>• Orbis Financial Corporation Ltd.</li> <li>• DCM Shriram Industries Ltd.</li> <li>• Bank of Rajasthan Ltd.</li> <li>• IL&amp;FS Ltd</li> <li>• Munich Re India Services Pvt. Ltd.</li> <li>• EMD Technologies Pvt. Ltd.</li> </ul>	<p><i>Havells India Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> </ul> <p><i>ITC Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> <p><i>IRCTC</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> </ul> <p><i>AIG Trustee Co. (I) Pvt. Ltd.</i></p> <ul style="list-style-type: none"> <li>-Audit Committee (Member)</li> </ul> <p><i>Universal Sampo General Insurance Co. Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> </ul> <p><i>Subhiksha Trading Services Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> <p><i>Bank of Rajasthan Ltd.</i></p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> </ul>



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 is 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 on the form given overleaf and submit the same to the Company at its Corporate Office at Havells India Limited, E-1, Sector – 59, NOIDA – 201 307, 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 of our best services.

Thanking you,

Yours faithfully,

For **Havells India Limited**

**(Ritu Mehrotra)**  
Company Secretary

**HAVELLS INDIA LIMITED**

Corp Office: E-1, Sector - 59, Noida - 201 307 (UP) India, Tel.: +91-120-39882100, 3075777, Web: www.havells.com  
Regd. Office: 1/7, Ram Kishore Road, Civil Lines, Delhi - 110 054

**Havells India Limited**

To,  
 The Share Department  
 HAVELLS INDIA LIMITED  
 E-1, Sector-59,  
 NOIDA-201 307

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. Regd. Folio No.	
3. Name of the Bank	
4. Branch Name & address	
5. Account Number (As appearing on your Cheque Book)	
6. Ledger Folio Number (as appearing on your cheque book)	
7. Account Type: (Saving Bank a/c, Current A/c or Cash Credit A/c.	
8. 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.....

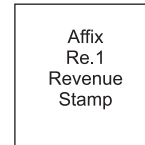


**Havells India Limited**  
**Regd. Office : 1/7, Ram Kishore Road, Civil Lines, Delhi – 110 054**  
**Corp Office: E-1, Sector – 59, Noida (UP) 201 307**

**FORM OF PROXY**

I / We ..... of ..... in the district of .....being member / members of the above-named Company, hereby appoint Mr. / Ms. ....of.....in the district of .....or falling him / her Mr./ Ms..... of ..... in the district of ..... as my / our proxy to vote for me / us on my / our behalf at the 25th Annual General Meeting of the Company to be held on 11th July, 2008 or any adjournment thereof.

Signed this ..... day of ..... 2008



(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 : July 11, 2008  
Time : 11:30 a.m.  
Venue : FICCI Auditorium  
Federation House, Tansen Marg New  
Delhi - 110 001



**Havells India Limited**  
**Regd. Office : 1/7, Ram Kishore Road, Civil Lines, Delhi – 110 054**  
**Corp Office: E-1, Sector – 59, Noida (UP) 201 307**

**ATTENDANCE SLIP FOR 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 of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company at FICCI Auditorium, Federation House, Tansen Marg, New Delhi– 110 001 at 11:30 a.m. on 11th July, 2008.

.....  
Member's / Proxy's name in Block Letter

.....  
Signature of Member / Proxy

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