

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



HAVELLS

NOTICE

NOTICE is hereby given that the 35th (Thirty Fifth) Annual General Meeting of Havells India Limited will be held on 20th July, 2018, Friday at 10:00 a.m. at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110 001 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, 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, 2018 and the Report of Auditors thereon.
- To declare a final dividend of ₹ 4/- per equity share of ₹ 1/- each for the financial year ended 31st March, 2018.
- To appoint a Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- Appointment of a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation and being eligible, offers himself for re-appointment**

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

“RESOLVED THAT Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation at this AGM (Annual General Meeting) and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation.”

- Ratification of Cost Auditors’ 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 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, 2019, be paid the remuneration as set out in the Statement annexed to this Notice convening the Meeting.”

- Appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director**

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

“RESOLVED THAT Shri Jalaj Ashwin Dani (DIN: 00019080), 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 meets the criteria of Independence as provided under Section 149(6) of the Act 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 as an

Independent Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 3 (Three) years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2021.”

- Appointment of Shri Upendra Kumar Sinha (DIN: 00010336) as an Independent Director**

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

“RESOLVED THAT Shri Upendra Kumar Sinha (DIN: 00010336), 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 meets the criteria of Independence as provided under Section 149(6) of the Act 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 as an Independent Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 3 (Three) years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2021.”

- Re-appointment of Smt. Pratima Ram (DIN: 03518633) as an Independent Director for a Second Term**

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

“RESOLVED THAT Smt. Pratima Ram (DIN: 03518633), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 for a term of 3 (Three) years upto the forthcoming AGM of 2018 and who meets the criteria of Independence as provided under section 149(6) of the Act and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby re-appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as an Independent Director for a further period of 3 (Three) years from the date of end of her tenure of the First Term upto the date of AGM of the Company to be held in the calendar year 2021.”

- Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as a Director for a Second Term**

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

“RESOLVED THAT Shri T. V. Mohandas Pai (DIN: 00042167), who was appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 for a term of 3 (Three) years and who is eligible for re-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 re-appointed, in accordance with Section 152 and any other applicable provisions of the Companies Act, 2013 and the corresponding rules framed thereunder, as a Director whose period of office shall be liable to determination by retirement by rotation, for a further period of 3 (three) years from the date of end of his tenure of the First Term upto the date of AGM of the Company to be held in the calendar year 2021.”

10. Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a Director for a Second Term

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

“RESOLVED THAT Shri Puneet Bhatia (DIN: 00143973), who was appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 for a term of 3 (Three) years and who is eligible for re-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 re-appointed, in accordance with Section 152 and any other applicable provisions of the Companies Act, 2013 and the corresponding rules framed thereunder, as a Director whose period of office shall be liable to determination by retirement by rotation, for a further period of 3 (Three) years from the date of end of his tenure of the First Term upto the date of AGM of the Company to be held in the calendar year 2021.”

11. Amendment to Main Object Clause of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, Clause III (A) of Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company, be and is hereby amended, by inserting the following new sub-clause 6 after the existing sub-clause 5 as under:

6. *“To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular from the use of oil, gas, coal, water and other source of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual products thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.”*

RESOLVED FURTHER THAT Shri Anil Rai Gupta, Chairman and Managing Director, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, Directors and Shri Sanjay Kumar Gupta, Company

Secretary of the Company be and are hereby severally authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modification as may be required or suggested by the jurisdictional Registrar of Companies or such other Statutory Authority/ties in this regard.

RESOLVED FURTHER THAT Shri Anil Rai Gupta, Chairman and Managing Director, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, Directors and Shri Sanjay Kumar Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient.”

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

Sanjay Kumar Gupta
Company Secretary
(Membership No. F3348)

Noida, 11th May, 2018

Registered Office:

904, 9th Floor, Surya Kiran Building

K G Marg, Connaught Place, New Delhi – 110001

CIN: L31900DL1983PLC016304

NOTES

- 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.**
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.
- The Register of Members and Share Transfer Register will remain closed from 6th July, 2018, Friday to 13th July, 2018, Friday (both days inclusive).
- The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - as Beneficial Owner as at the end of business hours on 5th July, 2018 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
 - 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 hours on 5th July, 2018.
- 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.
- Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, at 44, 2nd Floor, Naraina Community

Centre Phase I, Near PVR Cinema, New Delhi – 110 028, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before book 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 communications 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 for receiving the notices and other documents at their email address. Please refer to the KYC Form being enclosed with this Notice.
 - 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. During the year, amount of Un-claimed Dividend for the financial year 2009-10 has been deposited in the Investors Education and Protection Fund. Further, amount of Unclaimed Final Dividend for financial year 2010-11 is due for deposit to the Investors Education and Protection Fund on 7th September, 2018.
- Further, the Company also transmitted 1,69,690 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 years 2008-09, 2009-10 (Interim) and 2009-10 (Final) 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 of dividend to the IEPF Authority by making an application in the prescribed Form.
7. In case the Dividend has remained unclaimed in respect of financial year 2010-11 to 2016-17 the Shareholders may approach the Company with their dividend warrants for revalidation/ with the Letter of Undertaking (LOU) for issue of revalidated/ duplicate dividend warrants respectively. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.
 8. 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.

9. 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.
10. 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 this Notice.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
12. Corporate Members intending to send their Authorised 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.
13. 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.
14. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2018 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
15. 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 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. No.# 0120-3331000.
16. The remote e-voting period commences on 17th July, 2018, Tuesday (8:30 am) and ends on 19th July, 2018, Thursday (5:00 pm).
- Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 13th July, 2018 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. 13th July, 2018 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.
17. The Board vide its Resolution passed on 11th May, 2018 has appointed Ms. Balika Sharma, Practising Company Secretary (Membership No. F4816, COP No. 3222), as Scrutiniser for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutiniser 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 48 hours from the conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorised by him in writing and the Results shall be declared by the Chairman or any person authorised by him thereafter.

The Results declared along with the Scrutiniser'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 authorised by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

18. 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

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.

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/ JPG 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 contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investors@havells.com.
19. 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.
20. 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

21. 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 a.m. to 01:00 p.m. on any working day till the date of AGM.
22. 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

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

Sanjay Kumar Gupta

Company Secretary
(Membership No. F3348)

Noida, 11th May, 2018

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. 4

Shri Surjit Kumar Gupta was last appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held on 13th July, 2016. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act'), he retires by rotation at this AGM and being eligible, has offered himself for re-appointment. In terms of Section 102 of the Act, the re-appointment of a rotational director at the Annual General Meeting is an Ordinary Business.

However, in view of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, no listed entity can continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect.

Accordingly, the re-appointment of Shri Surjit Kumar Gupta, aged 76 years, is recommended at this AGM 2018 as Special Business by way of Special Resolution instead of Ordinary Business in compliance of Section 102 of the Act read with the amended Regulation 17 (1A) of the SEBI (LODR) Regulations 2015.

Shri Surjit Kumar Gupta is a reputed member of the Promoter Group and is one of the First Directors of the Company. Under his guidance the Company has emerged as the leading organisation in the Electrical Industry with an outstanding prominence for high-quality engineered products. The Board has benefitted from his relevant specialization and expertise.

Details on his attendance of various Board Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 11th May, 2018, has approved the re-appointment of Shri Surjit Kumar Gupta as a Director liable to retire by rotation and recommends the same for the approval by the Shareholders of the Company as a Special Resolution.

Except Shri Surjit Kumar Gupta and Shri Ameet 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. 4. 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. 5

The Board, on the recommendation of the Audit Committee, in its Meeting held on 11th May, 2018 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 2018-19 at a fee of ₹ 8.50 Lakhs p.a. subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2018-19.

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, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial 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 Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Shri Jalaj Ashwin Dani (DIN: 00019080) as an Additional Director with effect from 16th August, 2017 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Jalaj Ashwin Dani will hold office only upto the date of ensuing Annual General Meeting.

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. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Shri Jalaj Ashwin Dani fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Shri Jalaj Ashwin Dani, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 3 (Three) years from the date of this AGM upto the date of AGM to be held in the calendar year 2021.

Copy of the draft letter for appointment of Shri Jalaj Ashwin Dani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 11th May, 2018, has approved the appointment of Shri Jalaj Ashwin Dani as an Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Shri Jalaj Ashwin Dani, no other Director 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 are 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 Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Shri Upendra Kumar Sinha (DIN: 00010336) as an Additional Director with effect from 1st March, 2018 in terms of Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Upendra Kumar Sinha will hold office only upto the date of ensuing Annual General Meeting.

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. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Shri Upendra Kumar Sinha fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Shri Upendra Kumar Sinha, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 3 (Three) years from the date of this AGM upto the date of AGM to be held in the calendar year 2021.

Copy of the draft letter for appointment of Shri Upendra Kumar Sinha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 11th May, 2018, has approved the appointment of Shri Upendra Kumar Sinha as an Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Shri Upendra Kumar Sinha, no other Director 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 are 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

Smt. Pratima Ram (DIN: 03518633) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the Calendar year 2015 to hold office for a period of 3 (Three) years with effect from 13th July, 2015 (the date of AGM 2015).

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Smt. Pratima Ram being eligible and offering herself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 3 (Three) years from the date of end of her tenure of the First Term upto the date of date of AGM to be held in the calendar year 2021.

In the opinion of the Board, Smt. Pratima Ram fulfils the conditions specified in the Act and rules made thereunder for her re-appointment as an Independent Director of the Company and is Independent of the Management.

In the Performance Evaluation conducted for the year 2017-18, the performance of Smt. Pratima Ram was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from her relevant specialisation and expertise. Details on her attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

Copy of the draft letter for re-appointment of Smt. Pratima Ram as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 11th May, 2018, has approved the re-appointment of Smt. Pratima Ram as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Smt. Pratima Ram, no other Director 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

Shri T. V. Mohandas Pai (DIN: 00042167) was appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 to hold office for a period of 3 (Three) years with effect from 13th July, 2015 (the date of AGM 2015).

In the Performance Evaluation conducted for the year 2017-18, the performance of Shri T. V. Mohandas Pai was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as a Director of the Company. The Board has benefitted from his relevant specialisation and expertise. Details on his attendance of various Board Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 11th May, 2018, has approved the re-appointment of Shri T. V. Mohandas Pai as a Director liable to retire by rotation, for a Second Term of 3 (Three) years from the date of end of his tenure of the First Term upto the date of AGM to be held in the calendar year 2021, and recommends the same for the approval by the Shareholders of the Company as a Special Resolution.

Except Shri T. V. Mohandas Pai, no other Director 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. 9 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. 10

Shri Puneet Bhatia (DIN: 00143973) was appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 to hold office for a period of 3 (Three) years with effect from 13th July, 2015 (the date of AGM 2015).

In the Performance Evaluation conducted for the year 2017-18, the performance of Shri Puneet Bhatia was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as a Director of the Company. The Board has benefitted from his relevant specialisation and expertise. Details on his attendance of various Board Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 11th May, 2018, has approved the re-appointment of Shri Puneet Bhatia as a Director liable to retire by rotation, for a Second Term of 3 (Three) years from the date of end of his tenure of the First Term upto the date of AGM to be held in the calendar year 2021, and recommends the same for the approval by the Shareholders of the Company as a Special Resolution.

Except Shri Puneet Bhatia, no other Director 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. 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.

ITEM NO. 11

In order to bring better clarity and objectivity in the stated clauses of its Memorandum of Association (MOA), the Company would like to capture dealing with non-conventional/ alternative energy resources such as solar, wind, hydel and allied forms of generating and dealing with associated activities/ products related thereto in the manner as contained in the proposed Resolution.

The Board of Directors at its Meeting held on 11th May, 2018 decided to alter Main Object clause in the Memorandum of Association to include non-conventional/ alternate energy resources also in it. The Objects Clause of the Memorandum of Association of the Company is accordingly proposed to be enlarged, as set out in the Special Resolution.

By virtue of section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of Members by way of Special Resolution under Postal Ballot is a prerequisite to amend the object clause of the Company. However, pursuant to the newly inserted proviso to section 110(b), effective 9th February, 2018, any item of business required to be transacted by means of postal ballot u/s 110(a), may be transacted at a General Meeting by a company which is required to provide the facility to Members to vote by electronic means under section 108, in the manner provided in that section.

A copy of the existing Memorandum and Articles of Association of the Company together with the proposed amendment as referred to in the Notice is available for inspection at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Accordingly, the Board recommends the alteration of its main object clause set out at Item No. 11 of this Notice of AGM for approval by the Shareholders as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the Resolution set out at Item No. 11 of the Notice.

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

Sanjay Kumar Gupta

Company Secretary
(Membership No. F3348)

Noida, 11th May, 2018

Registered Office:

904, 9th Floor, Surya Kiran Building

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

CIN: L31900DL1983PLC016304

ANNEXURE

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/ Chairmanship
1. Shri Ameet Kumar Gupta (DIN: 00002838)	16 th January, 1972 (15,66,160 Equity Shares of ₹ 1/- each)	BE (Electronics & Communication) DU, MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA (Son of 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 undertaken by the organisation.	1. Havells India Limited 2. QRG Enterprises Limited 3. QRG Investments and Holdings Limited 4. QRG Central Hospital & Research Centre Limited 5. QRG Medicare Limited 6. Havells Global Limited	Havells India Limited - Executive Committee (Member) QRG Enterprises Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Executive Committee (Member) - Corporate Social Responsibility Committee (Member) QRG Investments and Holdings Limited - Audit Committee (Member) - ALCO Committee (Member) QRG Medicare Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Executive Committee (Member)
2. Shri Surjit Kumar Gupta (DIN: 00002810)	13 th January, 1942 (2,86,50,800 Equity Shares of ₹ 1/- each)	One of the First Directors of the Company, Shri Surjit Kumar Gupta has been on the Board of Directors since incorporation on 8th August, 1983. He is an F.Sc. from Punjab University and holds a Diploma in Mechanical Engineering from State Board of Technical Education, Punjab. (Father of Shri Ameet Kumar Gupta)	Shri Surjit Kumar Gupta is an esteemed member of the Promoter Group and is one of the First Directors of the Company. Under his guidance the Company has emerged as a leading organisation in the Electrical Industry with an outstanding prominence for high-quality engineered products. He was the prime motivator for initial exposures of Havells to international manufacturers and technology. Havells has successfully entered into several foreign alliances under his supervision.	1. Havells India Limited 2. QRG Enterprises Limited 3. QRG Investments and Holdings Limited 4. QRG Central Hospital & Research Centre Limited 5. QRG Medicare Limited 6. Havells Global Limited	Havells India Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Share Allotment and Transfer Committee (Chairman) - Stakeholders Relationship/ Grievance Redressal Committee (Member) - Executive Committee (Chairman) QRG Enterprises Limited - Corporate Social Responsibility Committee (Chairman) - Executive Committee (Chairman) QRG Medicare Limited - Executive Committee (Chairman) QRG Investments and Holdings Limited - Audit Committee (Member) - ALCO Committee (Member)
3. Shri Jalaj Ashwin Dani (DIN: 00019080)	20 th October, 1969 (Nil)	Chemical Engineering from USA. Shri Dani also holds Certificate for participation in the Advanced Management Program conducted by INSEAD, Fontainebleau, Paris. (Not related with any Director/ KMP of the Company.)	Shri Jalaj Ashwin Dani has spent over 2 decades in various capacities with Asian Paints, a leading paint company in India with presence in 19 countries across the globe. He was the President of Indian Paints Association (IPA) for 2015-17 and has been chairing the Paints and Coatings Sector Skill Council (PCSC) from its inception 2015. Shri Dani is also actively involved with the CII (Confederation of Indian Industry), YPO (Young President's Organisation), FICCI (Federation of Indian Chambers of Commerce and Industry) and some other Business Councils in various capacities. He is also part of the Pradhan Mantri Kaushalya Vikas Yojana (PMKVY) Steering Committee.	1. Havells India Limited 2. Hitech Corporation Limited 3. Dani Finlease Limited 4. Gujarat Organics Limited 5. Pragati Chemicals Limited 6. Hitech Specialities Solutions Limited	-
4. Shri Upendra Kumar Sinha (DIN: 00010336)	2 nd March, 1952 (Nil)	IAS – 1976 batch. He holds a M.Sc. and LLB degree. (Not related with any Director/ KMP of the Company.)	Shri Upendra Kumar Sinha is the former Chairman, SEBI. Prior to this, Shri Sinha was Chairman and Managing Director of UTI Asset Management Company Ltd. and Chairman of Association of Mutual Funds in India. Shri Sinha has held several responsible positions with distinction in the State and Central Governments. He was Joint Secretary (Banking) and Joint Secretary (Capital Markets), Ministry of Finance, Gol. Shri U K Sinha was the Chairman of the Working Group on Foreign Investment in India formed by the Gol. He was a member of several committees set up by the Government of India including the Committees on Liquidity Management, FIs, Corporate Bond Market and Investor Protection. Shri Sinha is credited with starting the micro pension movement in the country. He was responsible for drafting the SEBI (Amendment) Act, 2002, UTI (Repeal) Act, 2002, the Securities Law Amendment Act, 2004 and the PFRDA Bill 2005.	1. Havells India Limited 2. Vedanta Limited 3. Housing Development Finance Corporation Limited (HDFC)	Vedanta Limited - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Corporate Social Responsibility Committee (Member)

5. Smt. Pratima Ram (DIN: 03518633)	29 th August, 1950 (Nil)	University of Virginia, USA and Bangalore University. (Not related with any Director/ KMP of the Company.)	Smt. Pratima Ram is an experienced banker with 3 decades of service in Corporate, International and Investment Banking. She has worked in India, USA and South Africa. She held the position of Chief General Manager and Country Head of US operations of SBI and prior to this she was the CEO of South African operations of the Bank. At SBI Capital Markets, she led the Corporate Advisory, M&A, and project Appraisal businesses. She is the Advisor to India Infoline Finance Ltd., a Non-Banking Finance Company focused on lending to small businesses, Real Estate and Health care sectors. She has held Board position in SBI California Lloyd, USA and India Infoline Finance Ltd., Mumbai.	1. Havells India Limited 2. Nandan Denim Limited 3. SE Forge Limited 4. Suzlon Energy Limited 5. Deccan Gold Mines Limited 6. Minda Corporation Limited	Havells India Limited - Audit Committee (Member) - ERM Committee (Chairman) Minda Corporation Limited - CSR Committee (Chairman) Nandan Denim Limited - Audit Committee (Member) - Stakeholder Relationship Committee (Member) - Nomination and Remuneration Committee (Member) Deccan Gold Mines Limited - Audit Committee (Chairman) - Stakeholder Relationship Committee (Member) - Nomination and Remuneration Committee (Member)
6. Shri T. V. Mohandas Pai (DIN: 00042167)	5 th November, 1958 (Nil)	FCA, LLB, B.Com (Not related with any Director/ KMP of the Company.)	Shri T. V. Mohandas Pai is a key player in the development of the IT services industry in India and instituted several industry-firsts in the Country. Prior to this, he was a Member of the Board at Infosys Ltd., where he also served as CFO and the lead for HR and Education & Research. He was the first to introduce the broad based employee stock option plan, led the first Indian company to list in the US etc. He co-founded Aarin Capital Partners in early 2012 to fund opportunities in Health Care, Life Sciences, Education and Technology-led businesses. He also co-founded Exfinity Investment Managers in mid-2014 to launch Exfinity Technology Fund I and focused on providing capital and operational support to technology companies with an India base or focus. He is also the Chairman of SEBI Primary Markets Advisory Committee (PMAC). He was a Trustee of the International Financial Reporting Standards ("IFRS") Foundation and a Member of the Dr. Anil Kakodkar Committee on Autonomy for the IITs and the Karnataka Knowledge Commission. He is currently a Member on the Boards of IIT, Hyderabad. Chairperson, FICCI Higher Education Committee. He was a Member of various important national committees like the Kelkar Committee, constituted by the Ministry of Finance, GoI; the Non-Resident Taxation Committee as well as the Chair of the Karnataka ICT Group 2020. He is also a keen philanthropist who helped set up the Akshaya Patra Foundation in Bangalore which today delivers a hot mid-day meal to over 1.4 million school children in 11,000 government schools across 9 states in India along with other likeminded persons. In April 2015, the President of India awarded him the Padma Shri in recognition of his efforts for the betterment of the nation in areas of Trade and Industry.	1. Havells India Limited 2. National Stock Exchange of India Limited	National Stock Exchange of India Limited - Nomination and Remuneration Committee (Member) - Stakeholders Relations Committee (Member) - Corporate Social Responsibility Committee (Member)
7. Shri Puneet Bhatia (DIN: 00143973)	16 th December, 1966 (Nil)	B.Com Honors, SRCC, M.B.A., IIM, Calcutta. (Not related with any Director/ KMP of the Company)	Shri Puneet Bhatia is MD and Country Head – India for TPG Asia. Prior to joining TPG Asia in April 2002, he was Chief Executive, Private Equity Group for GE Capital India, where he was responsible for conceptualizing and creating its direct and strategic private equity investment group. He was also with ICICI Ltd. from 1990 to 1995 in the Project and Corporate Finance group and thereafter worked as Senior Analyst with Crosby Securities from 1995 to 1996 covering the automobiles and consumer Sectors.	1. Havells India Limited 2. Shriram Transport Finance Company Limited 3. Jana Capital Limited 4. Shriram Capital Limited 5. Securevalue India Limited 6. AGS Transact Technologies Limited 7. India Transact Services Limited	Shriram Transport Finance Company Limited - Nomination, Remuneration & Compensation Committee (Member) - Debt Issuance Committee (Member) - Audit Committee (Member) - Business Responsibility Committee (Member) - Securities Issue/Allotment Committee (Member) - CSR Committee (Member) Shriram Capital Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) Securevalue India Limited - Nomination and Remuneration Committee (Member)

*Directorship includes directorship in Indian Public Companies including Havells India Limited.

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

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,

Subject: - 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.

Recently, SEBI vide its Circular dated 20th April, 2018 has 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 (U.P.) – 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**

Company Secretary

Encl. : KYC Form

KYC FORM
(ONLY FOR PHYSICAL SHAREHOLDING)

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

Date: ____/____/____

Folio No: _____

No of Shares: _____

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

A For registering PAN of the registered and/ or joint shareholders (as applicable)

Registered shareholder Joint holder 1 Joint holder 2 Joint holder 3

Please attach self- attested legible copy of PAN card (exempted for Sikkim Shareholders).

B For registering Bank details of the registered shareholder

1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

Aadhar/ Passport/ Utility bill Original cancelled cheque leaf

2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it

Aadhar/ Passport/ Utility bill Original cancelled cheque leaf Bank Passbook/ Bank Statement

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

C For updating the Specimen Signature of the registered and/ or joint shareholders

1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

Affidavit Banker verification Original cancelled cheque leaf

2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it

Affidavit Banker verification Original cancelled cheque leaf Bank Passbook/ Bank Statement

- The format of Banker Verification is available on the website of the Company www.havells.com under shareholder's corner in investors relation section.
- Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

D For Updating the email id for the purpose of receiving all communications in electronic mode

E For Updating the Mobile No

I/We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: _____
Registered holder

Sign: _____
Joint holder 1

Sign: _____
Joint holder 2

Sign: _____
Joint holder 3



HAVELLS INDIA LIMITED

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Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: investors@havells.com
Website: www.havells.com, CIN: L31900DL1983PLC016304



Form No. MGT-11 **Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L31900DL1983PLC016304

Name of the Company : Havells India Limited

Registered office : 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi - 110 001

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No./ Client Id :	
DP ID :	

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him
2. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him
3. Name : _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on the 20th July, 2018 Friday at 10.00 am at Kamani Auditorium, 1, Copernicus Marg, New Delhi- 110 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Ordinary Businesses

1. Adoption of Annual Financial Statements of the Company for the financial year ended 31st March, 2018. (Ordinary Resolution)
2. Declaration of Final Dividend of ₹ 4/- per equity share of ₹ 1/- each for the financial year ended 31st March, 2018. (Ordinary Resolution)
3. Re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838), retiring by rotation and being eligible, offering himself for re-appointment (Ordinary Resolution)

Special Businesses

- 4. Re-appointment of Shri Surjit Kumar Gupta (DIN: 00002810), retiring by rotation and being eligible, offering himself for re-appointment. (Special Resolution)
- 5. Ratification of the Remuneration to Cost Auditors in terms of the Companies Act, 2013. (Ordinary Resolution)
- 6. Appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director for the first term of 3 years. (Ordinary Resolution)
- 7. Appointment of Shri Upendra Kumar Sinha (DIN: 00010336) as an Independent Director for the first term of 3 years. (Ordinary Resolution)
- 8. Re-appointment of Smt. Pratima Ram (Din: 03518633) as Independent Director for a Second Term of 3 years. (Special Resolution)
- 9. Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as Director liable to retire by rotation for a Second Term of 3 years. (Special Resolution)
- 10. Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as Director liable to retire by rotation for a Second Term of 3 years. (Special Resolution)
- 11. Amendment to Main Object Clause of the Memorandum of Association. (Special Resolution)

Signed this ____ day of ____ 2018

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Date : 20th July, 2018
Time : 10:00 am
Venue : Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001



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

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Regd. Folio No.....

No. of Shares held

DP ID No.

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 35th Annual General Meeting of the Company at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001 at 10:00 am on 20th July, 2018 (Friday).

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.

(sticker) EVEN USER – ID PASSWORD



ROUTE MAP TO THE VENUE OF THE 35TH AGM OF HAVELLS INDIA LIMITED



Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001

