



HAVELLS

HAVELLS INDIA LIMITED

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

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

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

Website: www.havells.com, CIN: L31900DL1983PLC016304

NOTICE

NOTICE is hereby given that the 38th (Thirty Eighth) Annual General Meeting of Havells India Limited will be held on 30th June, 2021, Wednesday at 10:00 am through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi – 110 001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021, 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, 2021 and the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 3/- per equity share of ₹ 1/- each already paid during the year as Interim Dividend for the Financial Year 2020-21.
3. To declare a Final Dividend of ₹ 3.50 per equity share of ₹ 1/- each for the Financial Year 2020-21.
4. 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.
5. To appoint a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation and being eligible, offers himself for re-appointment.
6. **To appoint M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors of the Company**

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

“RESOLVED THAT in accordance with the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of 5 (Five) years till the conclusion of the 43rd (Forty Third) Annual General Meeting and to conduct the audit for the financial year 2021-22, at a remuneration of INR 1.40 crores (Rupees One Crore and Forty Lakhs only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix the remuneration for the rest of tenure of the appointment

and also authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s), to give effect to the aforesaid Resolution.”

SPECIAL BUSINESS

7. Ratification of Cost Auditor's Remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 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, 2022, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

8. Appointment of Smt. Namrata Kaul (DIN: 00994532) 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 Smt. Namrata Kaul (DIN: 00994532), 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 the SEBI Listing Regulations 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 first term of 5 (Five) years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in calendar year 2026.”

9. Appointment of Shri Ashish Bharat Ram (DIN: 00671567) 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 Ashish Bharat Ram (DIN: 00671567), 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 the SEBI Listing Regulations 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 first term of 5 (Five) years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in calendar year 2026.”

10. Re-appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) 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 Shri Jalaj Ashwin Dani (DIN: 00019080), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2018 for a term of 3 (Three) years upto the forthcoming AGM of 2021 and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 (‘the Act’) and the SEBI Listing Regulations 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 5 (Five) years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in calendar year 2026.”

11. Re-appointment of Shri Upendra Kumar Sinha (DIN: 00010336) 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 Shri Upendra Kumar Sinha (DIN: 00010336), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2018 for a term of 3 (Three) years upto the forthcoming AGM of 2021 and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 (‘the Act’) and the SEBI Listing Regulations 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 5 (Five) years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in calendar year 2026.”

12. Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as a Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY 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 2018 for a term of 3 (Three) years upto the forthcoming AGM of 2021 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 5 (Five) years upto the conclusion of the Annual General Meeting to be held in calendar year 2026.”

13. Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY 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 2018 for a term of 3 (Three) years upto the forthcoming AGM of 2021 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 5 (Five) years upto the conclusion of the Annual General Meeting to be held in calendar year 2026.”

14. Re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director for another term of 3 years

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

“RESOLVED THAT in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for the re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director of the Company, for another term of 3 (Three) years from 29th May, 2022 to 28th May, 2025 on the terms and conditions including remuneration (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Act) as enumerated herein below:

1. Period	From 29 th May, 2022 to 28 th May, 2025
2. Remuneration	Total Salary, perquisites and allowances including benefits & incentives towards P.F., NPS, Personal Accident and Term Life Insurance, Mediciam Coverage, Executive Health check-up, Leave Encashment etc. as per Company's Policy
3. ESOP/ ESPS	As per policies and rules of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions of Shri Siddhartha Pandit as approved within the limits specified in Schedule V to the Act, without any further reference to the Company in General Meeting.

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

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

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Delhi, May 20, 2021

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

NOTES

1. Amidst the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 followed by Circular No. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. The Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Integrated Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. This AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 2/2021 dated 13th January, 2021.
8. The recorded transcript of the forthcoming AGM on 30th June, 2021 shall also be made available on the website of the Company www.havells.com in the Investor Relations Section, as soon as possible after the Meeting is over.
9. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID investors@havells.com till the date of AGM.
10. The Register of Members and Share Transfer Register will remain closed from 19th June, 2021, Saturday to 23rd June, 2021, Wednesday (both days inclusive).
11. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - (a) as Beneficial Owner as at the end of business hours on 18th June, 2021 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 transmissions, if any, in physical form lodged with the Company as at the end of business hours on 18th June, 2021.
12. Further pursuant to the amendments introduced in the Income-tax Act, 1961 ('the Act') vide Finance Act, 2020, w.e.f. April 1, 2020, dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

A. RESIDENT SHAREHOLDERS:

A.1 No tax will be deducted on payment of dividend to the **RESIDENT INDIVIDUAL SHAREHOLDER** if the total dividend, paid during Financial Year ('FY'), does not exceed INR 5,000/-.

A.2 Tax deductible at source for **RESIDENT SHAREHOLDER (OTHER THAN RESIDENT INDIVIDUAL SHAREHOLDER RECEIVING DIVIDEND NOT EXCEEDING INR 5,000/- DURING FY)**

SI. No.	Particulars	Withholding tax rate	Declaration(s)/ Document(s) Required
1.	Valid PAN updated with the Depository Participant in case shares are held in dematerialized form; or Registrar and Transfer Agent ('RTA') in case shares are held in physical form and no exemption sought by Resident Shareholder	10%	N.A.
2.	No/ Invalid PAN with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form and no exemption sought by Shareholder	20%	N.A.
3.	Availability of lower/ nil tax deduction certificate issued by Income Tax Department under section 197 of the Act	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	<ul style="list-style-type: none"> Copy of PAN card; and Copy of lower tax withholding certificate obtained from Income Tax Department

A.3 **NIL TAX-DEDUCTIBLE AT SOURCE/ NIL WITHHOLDING** on dividend payment to Resident Shareholders if the Shareholders submit documents mentioned in the below table with the Company/ RTA:

SI. No.	Particular	Declaration(s)/ Document(s) Required
1.	An Individual furnishing Form 15G/ 15H	<ul style="list-style-type: none"> Copy of PAN card Declaration in Form No 15G (applicable to an individual who is less than 60 years)/ Form 15H (applicable to an Individual who is 60 years and above), fulfilling prescribed conditions.
2.	Shareholders to whom section 194 of the Act does not apply such as LIC, GIC, etc.	<ul style="list-style-type: none"> Copy of PAN card Self-declaration*, along with adequate documentary evidence (e.g., registration certificate), to the effect that the no tax withholding is required as per provisions of section 194 of the Act.
3.	Shareholder covered u/s 196 of the Act such as Government, RBI, Mutual Funds specified under section 10(23D), corporations established by Central Act and exempt from Income Tax.	<ul style="list-style-type: none"> Copy of PAN card Self-declaration*, along with adequate documentary evidence, substantiating applicability of 196 of the Act.
4.	Category I and II Alternative Investment Fund (AIF)	<ul style="list-style-type: none"> Copy of PAN card Self-declaration* that AIF's income is exempt under Section 10(23FBA) of the Act and they are governed by SEBI Regulations as applicable to Category I or Category II AIFs, along with copy of registration certificate.
5.	Any other entity exempt from withholding tax under the provisions of section 197A of the Act (including those mentioned in Circular No. 18/2017 issued by CBDT)	<ul style="list-style-type: none"> Copy of PAN card Self-declaration* along with adequate documentary evidence, substantiating the nature of the entity. Copy of the lower tax withholding certificate obtained from Income Tax Department (except those covered by Circular 18/2017)

B. NON-RESIDENT SHAREHOLDERS:

Tax deductible at source/ tax withholding for Non-Resident shareholders.

SI. No.	Category	Withholding tax rate	Declaration(s)/ Document(s) Required
1.	Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	<ul style="list-style-type: none"> Copy of PAN card (if available) Self-declaration* along with adequate documentary evidence substantiating the nature of the entity To avail beneficial rate of tax treaty, tax documents as mentioned in SI. No. 3 below would be required to be submitted
2.	Alternative Investment Fund – Category III located in International Financial Services Centre	10% (plus applicable surcharge and cess)#	<ul style="list-style-type: none"> Copy of PAN card (if available) Self-declaration* along with adequate documentary evidence substantiating the nature of the entity

Sl. No.	Category	Withholding tax rate	Declaration(s)/ Document(s) Required
3.	Other Non-Resident shareholders (except those who are tax residents of Notified Jurisdictional Area)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ul style="list-style-type: none"> • Copy of PAN card (if available) • Copy of Tax Residency certificate issued by revenue authority of country of residence of shareholder for the Financial Year 2020-21 (covering the period from April 1, 2020 to March 31, 2021) • Self-declaration* in Form 10F • Self-declaration* for no permanent establishment/ fixed base/ business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead] <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).</p>
4.	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	N. A.
5.	Sovereign Wealth funds and Pension funds notified by Central Government u/s 10(23FE) of the Act	NIL	<ul style="list-style-type: none"> • Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India • Self-declaration* that the conditions specified in section 10(23FE) have been complied with
6.	Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed u/s 10(23FE) of the Act	NIL	<ul style="list-style-type: none"> • Self-declaration* substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act
7.	Availability of Lower/ deduction certificate issued by Income Tax Department u/s 195 or 197 of the Act	NIL tax withholding certificate obtained from Income Tax Department	<ul style="list-style-type: none"> • Copy of the lower tax withholding certificate obtained from Income Tax Department

*Formats for the Self-declarations referred to hereinabove are available at the website of the RTA which can be accessed at <https://linkintime.co.in/client-downloads.html>
#In case PAN is not updated with the Company's RTA or depository or PAN is not available and information sought in the declaration is not provided, higher rate of withholding tax as per section 206AA shall be applied.

Notes:

- (i) Duly completed and signed documents should be provided to the Company/ RTA. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Further, in case, where copy of documents (such as, PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory. For all documents being uploaded by the Member, the Member undertakes to send the original document(s) on the request of the Company.
- (ii) The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate etc. can be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before **Wednesday, 23rd June, 2021** to enable the Company to determine the applicable TDS rate.
Any communication in relation to tax rate determination/ deduction received post **Wednesday, 23rd June, 2021** shall not be considered.
It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
- (iii) Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on the Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.
- (iv) In case of any discrepancy in documents submitted by the shareholder, the company will deduct tax at higher rate as applicable, without any further communication in this regard.
- (v) In case withholding tax is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund. No claim shall lie against Company for any taxes deducted by the Company.
- (vi) The certificate in respect of tax deducted at source, if any, will be available at <https://vendors.havells.com/login/login.aspx>, (post filing of 2nd quarter TDS Return for the Financial Year 2021-22). You can login by entering your folio No. as user Id and your income tax Permanent Account Number (PAN) as password. You will also be able to view the credit of TDS in Form 26AS, which can be downloaded from your e-filing income tax portal at <https://www.incometaxindiaefiling.gov.in/home>
- (vii) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any tax proceedings.
- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
- (ix) In case of any query in the matter please reach out at delhi@linkintime.co.in.

13. i) Members holding shares in physical form are requested to intimate his/ her PAN/ any change in their address/bank details/ email id/ mobile number instantly by filling the KYC Form and by sending it to Link Intime India Private Limited, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110 058, Registrar and Transfer Agent of the Company or at Company's Corporate Office, so that change could be effected in the Register of Members.
- 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) 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. Please refer to the KYC Form being enclosed with this Notice.
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
15. During the year, amount of Un-claimed Final Dividend for the financial year 2012-13 and after the close of financial year, amount of Un-claimed Interim Dividend for the financial year 2013-14 has been deposited in the Investor Education and Protection Fund. Further, amount of Un-claimed Final Dividend for financial year 2013-14 is due for deposit to the Investor Education and Protection Fund on 15th August, 2021.
- The Company also transmitted 28,593 (on account of Un-claimed Dividend for FY 2012-13) and 13,079 [on account of Un-claimed Dividend for FY 2013-14 (Interim)] 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 2012-13 and 2013-14 (Interim) had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) years.
16. Concerned Shareholders may still claim the shares or apply for refund to the IEPF Authority in Web Form No. IEPF-5 available on www.iepf.gov.in
17. In case the Dividend has remained unclaimed in respect of Financial Years 2013-14 (Final) to 2020-21, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.
18. 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.
19. 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.
20. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance and Secretarial Standard on General Meetings, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
21. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified in the Notice is annexed hereto.
22. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 6 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
23. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email at investors@havells.com, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
24. 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.
25. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility for voting by electronic means for all its Members to enable them

to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

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 investors@havells.com, Tel. # 0120-3331000.

26. The remote e-voting period commences on 27th June, 2021, Sunday (8:30 am) and ends on 29th June, 2021, Tuesday (5:00 pm).
- Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd June, 2021, Wednesday 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 e-voting at the Meeting.
 - Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23rd June, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23rd June, 2021 may follow steps mentioned in the

Notice of the AGM under "Access to NSDL e-Voting system".

- 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.
27. The Board vide its Resolution passed on 20th May, 2021 has appointed Ms Balika Sharma, Practicing Company Secretary (Membership No. F4816, COP No. 3222), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.havells.com and on the website of NSDL immediately after the declaration of Results by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th June, 2021, Sunday at 08:30 A.M. and ends on 29th June, 2021, Tuesday at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="671 383 1477 734">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="671 748 1477 831">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="671 844 1477 1167">3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="671 1200 1477 1346">1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <li data-bbox="671 1359 1477 1442">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. <li data-bbox="671 1456 1477 1538">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="671 1552 1477 1715">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-Voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and Joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password OTP 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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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. a .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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - "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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. 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.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to investors@havells.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbalikasharma.h@gmail.com 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 Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address investors@havells.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the Resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to investors@havells.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General Meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in shareholders/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investors@havells.com latest by 27th June, 2021, Sunday. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Delhi, May 20, 2021

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. 6

The Members of the Company at the 33rd Annual General Meeting ('AGM') held on 13th July, 2016 approved the appointment of M/s S. R. Batliboi & Co. LLP ('SRB'), Chartered Accountants (Registration No. 301003E/ E300005) as the Auditors of the Company for a second term of five years from the conclusion of the said AGM. SRB will complete their second term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of SRB for conducting the audit for the financial year 2020-21, is ₹ 1.40 crores (Rupees One Crore Forty Lakhs only) subject to TDS and GST, as applicable apart from out of pocket expenses incurred.

The Board of Directors of the Company upon the recommendation of the Audit Committee recommended for the approval of the Members, the appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 43rd (Forty Third) Annual General Meeting of the Company at a remuneration of ₹ 1.40 crores (Rupees One Crore Forty Lakhs

only) in respect of Statutory Audit to be undertaken for the financial year 2021-22.

The fee has been proposed after considering various parameters like technical knowledge, expertise, industry experience, market standing of the firm and the time and efforts required to be put in by M/s. Price Waterhouse & Co to conduct the statutory audit of the Company. The proposed fees is also in line with the industry benchmarks.

The Company has also received consent and eligibility letter from the proposed auditors to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Price Waterhouse & Co ('the Firm') was constituted on 1st April 1991 having Firm Registration No. 304026E. It was converted into Limited Liability Partnership, i.e., Price Waterhouse & Co Chartered Accountants LLP with effect from 24th July, 2014, thereby having a new Firm Registration No. 304026E/E300009. The registered office of the Firm is at Plot No. Y 14, Block EP, Sector V, Salt Lake, Electronic Complex Bidhan Nagar, Kolkata 700 091. Price Waterhouse & Co Chartered Accountants LLP is a separate, distinct and independent member firm of the PW India Network of Firms which consists of 12 separate, distinct and independent member firms, each of which is incorporated in accordance with the local legal requirements and are registered with the Institute of Chartered Accountants of India ('Price Waterhouse & Affiliates'). Price Waterhouse & Affiliates are cumulatively more than 100 years old in India and have offices in 10 cities in India - Mumbai, Ahmedabad, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, New Delhi and Jamshedpur. The Firm audits various companies listed on stock exchanges in India. The Firm has 75 Partners as on date and many qualified professionals having years of experience in auditing clients across various sectors. The Chartered Accountant profession in India is governed by the Chartered Accountants Act, 1949 ('the Act').

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for appointment of M/s Price Waterhouse & Co as Statutory Auditors of the Company for a period of 5 (Five) years.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

ITEM NO. 7

The Board, on the recommendation of the Audit Committee, in its Meeting held on 20th May, 2021 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 2021-22 at a fee of ₹ 9.00 Lakhs subject to TDS, GST etc., as applicable, apart from out of

pocket expenses, as remuneration for cost audit services for the Financial Year 2021-22.

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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2022.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

ITEM NO. 8

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Smt. Namrata Kaul (DIN: 00994532) as an Additional Director with effect from 20th January, 2021 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Smt. Namrata Kaul 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 she is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations. In the opinion of the Board, Smt. Namrata Kaul fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Smt. Namrata Kaul, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years from the date of this AGM upto the conclusion of the AGM to be held in the calendar year 2026.

Copy of the draft letter for appointment of Smt. Namrata Kaul 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 20th May, 2021 has approved the appointment of Smt. Namrata Kaul as an Independent Director and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

Except Smt. Namrata Kaul, 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 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 Integrated Annual Report of the Company.

ITEM NO. 9

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Shri Ashish Bharat Ram (DIN: 00671567) as an Additional Director with effect from 20th May, 2021 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Ashish Bharat Ram 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 and the SEBI Listing Regulations. In the opinion of the Board, Shri Ashish Bharat Ram 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 Ashish Bharat Ram, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years from the date of this AGM upto the conclusion of the AGM to be held in the calendar year 2026.

Copy of the draft letter for appointment of Shri Ashish Bharat 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 20th May, 2021 has approved the appointment of Shri Ashish Bharat Ram as an Independent Director and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

Except Shri Ashish Bharat 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. 9 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 Integrated Annual Report of the Company.

ITEM NO. 10

Shri Jalaj Ashwin Dani (DIN: 00019080) 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 2018 to hold office for a period of 3 (Three) years with effect from 20th July, 2018 (the date of AGM 2018) upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2021.

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

Shri Jalaj Ashwin Dani being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (Five) years from the date of ensuing AGM upto the conclusion of the AGM to be held in the calendar year 2026. In the opinion of the Board, Shri Jalaj Ashwin Dani fulfils the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

In the Performance Evaluation conducted for the year 2020-21, the performance of Shri Jalaj Ashwin Dani was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialisation and expertise.

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

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th May, 2021, has approved the re-appointment of Shri Jalaj Ashwin Dani as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

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. 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 Integrated Annual Report of the Company.

ITEM NO. 11

Shri Upendra Kumar Sinha (DIN: 00010336) 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 2018 to hold office for a period of 3 (Three) years with effect from 20th July, 2018 (the date of AGM 2018) upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2021.

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

Shri Upendra Kumar Sinha being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (Five) years from the date of ensuing AGM upto the conclusion of the AGM to be held in the calendar year 2026. In the opinion of the Board, Shri Upendra Kumar Sinha fulfils the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

In the Performance Evaluation conducted for the year 2020-21, the performance of Shri Upendra Kumar Sinha was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialisation and expertise.

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

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th May, 2021, has approved the re-appointment of Shri Upendra Kumar Sinha as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

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. 11 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 Integrated Annual Report of the Company.

ITEM NO. 12

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 calendar year 2018 to hold office for a period of 3 (Three) years with effect from 20th July, 2018 (the date of AGM 2018) upto the conclusion of AGM of the Company to be held in the calendar year 2021.

In the Performance Evaluation conducted for the year 2020-21, 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 Integrated Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th May, 2021,

has approved the re-appointment of Shri T. V. Mohandas Pai as a Director liable to retire by rotation, for a further period of 5 (Five) years upto the date of AGM of the Company to be held in the calendar year 2026 and recommends the same for the approval by the Shareholders of the Company.

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. 12 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 Integrated Annual Report of the Company.

ITEM NO. 13

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 calendar year 2018 to hold office for a period of 3 (Three) years with effect from 20th July, 2018 (the date of AGM 2018) upto the conclusion of AGM of the Company to be held in the calendar year 2021.

In the Performance Evaluation conducted for the year 2020-21, 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 Integrated Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th May, 2021, has approved the re-appointment of Shri Puneet Bhatia as a Director liable to retire by rotation, for a further period of 5 (Five) years upto the date of AGM of the Company to be held in the calendar year 2026 and recommends the same for the approval by the Shareholders of the Company.

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. 13 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 Integrated Annual Report of the Company.

ITEM NO. 14

The prevailing 3 (Three) year term of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director of the Company which commenced from 29th May, 2019 shall expire on 28th May, 2022.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th May, 2021 and subject to the approval of members of the Company, re-appointed Shri Siddhartha Pandit, as a Whole-time Director of the Company for a further period of 3 (Three) years w.e.f. 29th May, 2022.

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

Except Shri Siddhartha Pandit, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 14 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 Integrated Annual Report of the Company.

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

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Delhi, May 20, 2021

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
Shri Ameet Kumar Gupta (DIN: 00002838)	16 th January, 1972 (Nil)	BE (Electronics & Communication) DU, MBA (Marketing & Finance) from Wake Forest University, North Carolina, USA (Related with Shri Surjit Kumar Gupta)	Shri Ameet Kumar Gupta has been working with the QRG group for over 2 decades and is actively involved in new business development activities along with Shri Anil Rai Gupta. In addition, he has been accredited with new product introduction and development and also for setting up new plants and manufacturing facilities for the QRG group. His functions include spearheading new projects being undertaken by the organisation.	<ul style="list-style-type: none"> • Havells India Limited • QRG Enterprises Limited • QRG Medicare Limited • QRG Investments and Holdings Limited 	<p>Havells India Limited</p> <ul style="list-style-type: none"> - Stakeholders Relationship/ Grievance Redressal Committee- Member - Executive Committee- Member <p>QRG Enterprises Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - Nomination and Remuneration Committee- Member - Corporate Social Responsibility Committee- Member - Executive Committee- Member <p>QRG Medicare Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - Nomination and Remuneration Committee- Member - Executive Committee- Member <p>QRG Investments and Holdings Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - ALCO Committee- Member
Shri Surjit Kumar Gupta (DIN: 00002810)	13 th January, 1942 (Nil)	F.Sc. from Punjab University and holds a Diploma in Mechanical Engineering from State Board of Technical Education, Punjab. (Related with 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. He has been on the Board of Directors since incorporation on 8 th August, 1983. 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.	<ul style="list-style-type: none"> • Havells India Limited • QRG Enterprises Limited • QRG Investments and Holdings Limited • QRG Medicare Limited 	<p>Havells India Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - Nomination and Remuneration Committee- Member - Executive Committee- Chairman <p>QRG Investments and Holdings Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - ALCO Committee- Member <p>QRG Enterprises Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee- Chairman - Executive Committee- Chairman <p>QRG Medicare Limited</p> <ul style="list-style-type: none"> - Executive Committee- Chairman
Smt. Namrata Kaul (DIN: 00994532)	15 th March, 1964 (Nil)	B. Com (H), LSR, MBA, IIM (Ahmedabad), Chevening scholar, London School of Economics (Not related with any Director/ KMP of the Company)	Smt. Namrata Kaul is a career banker with extensive experience of over 30 years across Treasury, Corporate Banking, Debt Capital markets and Corporate finance in India and UK. As Managing Director at Deutsche Bank AG, Smt. Kaul led the Corporate Bank practice as its India Head. In Deutsche Bank U.K., as part of the Strategic Leadership Team aiming to strengthen cross border networks, she set up an Asia Desk in London. She was a member of the Deutsche Bank Asia Executive Committee, a Member of the Board of Deutsche Bank India and a founding member of the Deutsche Bank Diversity Council. Actively engaged in the Social Development sector, Smt. Kaul is Vice Chair and Director on the Supervisory Board of Care International (Geneva).	<ul style="list-style-type: none"> • Havells India Limited • Bhopal Smart City Development Corporation Limited • Prime Securities Limited • Schneider Electric Infrastructure Limited • Prime Research and Advisory Limited 	<p>Havells India Limited</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee- Member <p>Schneider Electric Infrastructure Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - Risk Management Committee- Member <p>Prime Securities Limited</p> <ul style="list-style-type: none"> - Audit Committee- Member - Stakeholder Relationship- Member - Nomination and Remuneration Committee- Member - Corporate Social Responsibility Committee- Chairman

Name of Director (DIN)	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/ she holds Directorship#	Name of Committees of the Companies of which he/ she holds Membership
Shri Ashish Bharat Ram (DIN: 00671567)	31 st December, 1968 (Nil)	Degree in Economics from Delhi University and an MBA from The Johnson Graduate School of Management, Cornell University (Not related with any Director/ KMP of the Company)	Shri Ashish Bharat Ram took over as MD of SRF Ltd. in January 2007. Prior to joining SRF Ltd. in 1994, he had successful stints at American Express Bank, Toyota Motor Corporation, Japan and DCM Toyota handling a variety of functions that included Sales, Strategy, Marketing, TQM, among others. He has been the Regional Chair for South Asia for the Young Presidents Organization (YPO) and is an active member of the Confederation of Indian Industry (CII).	<ul style="list-style-type: none"> • Havells India Limited • SRF Limited • Transport Corporation of India Limited • Kama Holdings Limited • SRF Holiday Home Limited • Shri Educare Limited 	<ul style="list-style-type: none"> Kama Holding Limited - Stakeholders Relationship Committee- Chairman - Committee of Directors- Financial Resources- Member - Nomination and Remuneration Committee- Member - Risk Management Committee- Chairman SRF Limited - Stakeholders Relationship Committee- Member - Committee of Directors- Financial Resources- Member - Risk Management Committee- Chairman Transport Corporation of India Limited - Compensation/ Nomination and Remuneration Committee - Chairman - Corporate Social Responsibility Committee- Chairman - Corporate & Restructuring Committee- Chairman
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.	<ul style="list-style-type: none"> • Havells India Limited • Housing Development Finance Corporation Limited • Gujrat Organics Limited • Rise Worldwide Limited • Hitech Specialities Solutions Limited 	<ul style="list-style-type: none"> Havells India Limited - Stakeholders Relationship/ Grievance Redressal Committee- Member - Corporate Social Responsibility Committee- Chairman - Enterprises Risk Management Committee- Member Housing Development Finance Corporation Limited - Audit and Governance Committee- Chairman - Stakeholders Relationship Committee- Member - Corporate Social Responsibility Committee- Member - Directors- Member - IT Strategy Committee- Member - Wilful Defaulter Review- Member RISE Worldwide Limited - Audit Committee- Chairman - Corporate Social Responsibility Committee- Chairman - Nomination & Remuneration Committee- Member
Shri Upendra Kumar Sinha (DIN: 00010336)	2 nd March, 1952 (Nil)	IAS-1976 batch. He holds an 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.	<ul style="list-style-type: none"> • Havells India Limited • Vedanta Limited • Housing Development Finance Corporation Limited • Max Healthcare Institute Limited 	<ul style="list-style-type: none"> Havells India Limited - Audit Committee- Chairman - Stakeholder Relationship/ Grievance Redressal Committee- Chairman Vedanta Limited - Audit Committee- Member - Stakeholder Relationship Committee- Chairman - Corporate Social Responsibility Committee- Member - Sustainability Committee- Member - Nomination and Remuneration Committee- Chairman Housing Development Finance Corporation Limited - Nomination and Remuneration Committee- Member Max Healthcare Institute Limited - Audit Committee- Member - Nomination and Remuneration Committee- Member

Name of Director (DIN)	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/ she holds Directorship#	Name of Committees of the Companies of which he/ she holds Membership
Shri T.V. Mohandas Pai (DIN: 00042167)	5 th November, 1958 (Nil)	FCA, LLB, B.Com (Not related with any Director/KMP of the Company)	The fundamental activist in the development of the IT services industry in India, Shri T. V. Mohandas Pai have successfully 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 Human Resources and Education & Research. He co-founded Aarin Capital Partners in early 2012 to fund opportunities in Health Care, Life Sciences, Education and Technology-led businesses. 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. A keen philanthropist, Sh. T.V. Mohandas Pai helped set up the Akshaya Patra Foundation in Bangalore 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.	<ul style="list-style-type: none"> Havells India Limited 	Havells India Limited - Enterprises Risk Management Committee- Member
Shri Puneet Bhatia (DIN: 00143973)	16 th December, 1966 (Nil)	B.Com Honors, SRCC, MBA, IIM-Calcutta. (Not related with any Director/ KMP of the Company)	Shri Puneet Bhatia is the successful Managing Director and Country Head of India for TPG Asia. Prior to joining TPG Asia in April 2002, Shri Puneet Bhatia 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. Before that, he was also associated 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.	<ul style="list-style-type: none"> Havells India Limited Jana Capital Limited Shriram Capital Limited Sai Life Sciences Limited R.R Kabel Limited 	Shriram Capital Limited - Audit Committee- Member - Nomination and Remuneration Committee- Member R.R Kabel Limited - Nomination & Remuneration Committee- Member - Corporate Social Responsibility Committee- Member Sai Life Sciences Limited - Nomination & Remuneration Committee- Member - Corporate Social Responsibility Committee- Member
Shri Siddhartha Pandit (DIN: 03562264)	30 th May, 1968 (4,652 Equity Shares of ₹ 1/- each)	BA, LLB (Not related with any Director/ KMP of the Company)	Shri Siddhartha Pandit has been heading the Legal Department of the Company since 2015. LEP (Leadership Excellence Program) from Harvard Business School and BA LLB from Delhi University, Shri Pandit is an astute legal professional with over 27 years of extensive experience across industries with expertise in Contract Drafting & Negotiations, Litigation Management (Civil & Criminal), Dispute Resolution, Mergers and Acquisitions, Statutory Compliances, Intellectual Property Rights (IPR) etc. He began his career by gaining court experience under Mr. P.P Malhotra (Sr. Advocate) and also worked with Rajinder Narain & Co. Later he moved into Corporate to work with Max India, Samsung, Ciena, Carrier and Tower Vision. In his last assignment, he was associated with Indus Towers as VP - Legal.	<ul style="list-style-type: none"> Havells India Limited 	None

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

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



HAVELLS

HAVELLS INDIA LIMITED

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

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

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

Website: www.havells.com, CIN: L31900DL1983PLC016304

Dear Member,

Sub: Updation of KYC Details in the Master Data

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

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTAs 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 RTA or Company at its Corporate Office at Havells India Limited, QRG Towers, 2D, Sector – 126, Expressway, Noida (U.P.) – 201 304.

Assuring you of our best services.

Thanking you.

Yours faithfully,
For **Havells India Limited**

(Sanjay Kumar Gupta)
Company Secretary

KYC FORM
(Only for physical shareholding)

To,
The Secretarial Department
HAVELLS INDIA LIMITED
QRG Towers, 2D Sector – 126,
Expressway, Noida (U.P.) – 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 investor relations 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



