

27th July, 2019

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

NSE Symbol : HAVELLS

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Scrip Code : 517354

Sub: Proceedings of 36th Annual General Meeting u/r 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

Dear Sir,

Pursuant to captioned regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 36th Annual General Meeting of the Company held this day on 27th July, 2019 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company also provided one-way live webcast of the proceedings of the AGM on the NSDL website to the shareholders of the Company.

The Remote E-voting on all the Resolutions set out in the Notice of 36th Annual General Meeting was conducted during the period from 24th July, 2019 to 26th July, 2019 and for those who did not cast their vote through remote e-voting, the facility to vote at the venue of the AGM was also made available.

The Agenda wise Results (in the prescribed format) u/r 44 along with the Consolidated Report of the Scrutinizer shall be forwarded on or before 29th July, 2019.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
for **Havells India Limited**



(Sanjay Kumar Gupta)
Company Secretary

Encl.: A/a

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA)

Tel: +91-120-3331000, Fax: +91-120-3332000

E-mail: marketing@havells.com, www.havells.com

Registered Office: 904, 9th Floor, Surya Kiran Building,
K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)

Consumer Care No.:

1800 103 1313, 1800 11 0303 (All Connections), 011-4166 0303 (Landline)

CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E1Z3

PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 27TH JULY, 2019 AT 10:00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI – 110 003

Date of the AGM: **27TH JULY 2019**

Total number of shareholders on Record Date i.e. 20th July, 2019: **1,12,021**

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

Promoters and Promoter Group: **4 in person**

Public: **173 in person and 1 in proxy**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:- —

Public:- —

Directors Present:

1. **Shri Anil Rai Gupta: Chairman and Managing Director**
2. **Shri Surjit Kumar Gupta: Non-executive Director**
3. **Shri Ameet Kumar Gupta: Whole-time Director**
4. **Shri Rajesh Kumar Gupta: Whole-time Director (Finance) and Group CFO**
5. **Shri Siddhartha Pandit: Whole-time Director**
6. **Shri U K Sinha – Independent Director**
7. **Shri Surender Kumar Tuteja: Independent Director, Chairman of Audit Committee and Member of Stakeholders Relationship/ Grievance Redressal (SRGR) Committee and Nomination and Remuneration Committee, duly authorised by the Chairman of respective Committees to represent him in this AGM**
8. **Smt Pratima Ram – Independent Director**
9. **Shri Vellayan Subbiah – Independent Director**
10. **Shri Jalaj Ashwin Dani – Independent Director**

Chairman, other Directors and Officers took the chair.

Company Secretary welcomed the Shareholders and requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders, Directors and others at the 36th AGM and introduced the persons sitting at the Dais.

The Chairman explained that Shri Puneet Bhatia, Shri T V Mohandas Pai, Non-executive Non-independent Directors and Dr Adarsh Kishore and Shri V K Chopra, Independent Directors of the Company, were pre-occupied with other commitments and therefore could not attend the AGM.

The quorum being present Chairman declared the Meeting open.

Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.

The Chairman presented his speech.



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Thereafter the Company Secretary read the Auditors' Report.

After the Auditor's Report was read by the Company Secretary, the Chairman informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 20th July, 2019, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 24th July, 2019 to 26th July, 2019 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that Ms Balika Sharma was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM on all the 10 (ten) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Ms Balika Sharma, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting, Voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on or before 29th July, 2019 and placed on the website of the Company.

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

Each of the following 10 (ten) Resolutions were proposed and seconded by Members:-

1.	Detail of the Agenda:	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019 and the Report of Auditors thereon.
	Resolution required:	Ordinary Resolution
2.	Detail of the Agenda:	Declaration of Final Dividend of Rs. 4.50 per equity share for the financial year ended 31 st March, 2019.
	Resolution required:	Ordinary Resolution
3.	Detail of the Agenda:	Appointment of a Director in place of Shri Anil Rai Gupta (DIN:00011892), who retired by rotation and being eligible, offered himself for re-appointment
	Resolution required:	Ordinary Resolution
4.	Detail of the Agenda:	Appointment of a Director in place of Shri Rajesh Kumar Gupta (DIN:00002842), who retired by rotation and being eligible, offered himself for re-appointment
	Resolution required:	Ordinary Resolution



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5.	Detail of the Agenda:	Ratification of Cost Auditors' Remuneration
	Resolution required:	Ordinary Resolution
6.	Detail of the Agenda:	Re-appointment of Shri Anil Rai Gupta (DIN:00011892) as the Chairman and Managing Director and the CEO of the Company.
	Resolution required:	Ordinary Resolution
7.	Detail of the Agenda:	Re-appointment of Shri Ameet Kumar Gupta (DIN:00002838) as a Whole-time Director of the Company.
	Resolution required:	Ordinary Resolution
8.	Detail of the Agenda:	Re-appointment of Shri Rajesh Kumar Gupta (DIN:00002842) as the Whole-time Director (Finance) and Group CFO of the Company
	Resolution required:	Ordinary Resolution
9.	Detail of the Agenda:	Appointment of Shri Siddhartha Pandit (DIN:03562264) as a Director of the Company
	Resolution required:	Ordinary Resolution
10.	Detail of the Agenda:	Appointment of Shri Siddhartha Pandit (DIN:03562264) as a Whole-time Director for a period of 3 years
	Resolution required:	Ordinary Resolution

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

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

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

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



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