

22nd June 2020

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code : 517354

NSE Symbol : HAVELLS

Sub: Proceedings of 37th Annual General Meeting u/r 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 alongwith the Consolidated Scrutinizer's Report and Results of the e-Voting at AGM u/r 44 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 37th Annual General Meeting of the Company held this day through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on 22nd June, 2020 at 10:00 am.

The Remote E-voting on all the Resolutions set out in the Notice of 37th Annual General Meeting was conducted during the period from 19th June, 2020 to 21st June, 2020 and for those who did not cast their vote through remote e-voting, the facility to cast vote through e-voting during the AGM was also made available.

The Agenda wise Results u/r 44 in the prescribed format along with the Consolidated Report of the Scrutinizer are also enclosed.

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: 09AAACH0351E2Z2

PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 22ND JUNE, 2020 AT 10:00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)

Date of the AGM: 22ND JUNE, 2020

Total number of shareholders on Record Date i.e. 15th June, 2020: 1,59,573

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

Promoters and Promoter Group: —

Public: —

No. of Shareholders attended the meeting **through Video Conferencing:**

Promoters and Promoter Group:- 4

Public:- 153

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 U K Sinha – Independent Director, Chairman of Audit Committee, Chairman of Stakeholders Relationship/ Grievance Redressal (SRGR) Committee**
5. **Shri Vellayan Subbiah – Independent Director, Chairman of Nomination and Remuneration Committee**
6. **Smt Pratima Ram – Independent Director, Chairman of Enterprises Risk Management Committee**
7. **Shri Jalaj Ashwin Dani – Independent Director, Chairman of Corporate Social Responsibility Committee**
8. **Shri T V Mohandas Pai – Non-Independent Director**
9. **Shri Puneet Bhatia – Non-Independent Director**
10. **Shri Subhash S Mundra – Independent Director**
11. **Shri B Prasada Rao – Independent Director**
12. **Shri Vivek Mehra – Independent Director**

Shri Rajesh Kumar Gupta, Whole-time Director (Finance) and Group CFO and Shri Siddhartha Pandit: Whole-time Director, were pre-occupied with other commitments and therefore could not participate in the AGM.

Chairman, other Directors and Officers were participating in the Meeting through VC.

Company Secretary welcomed the Shareholders who were participating in the Meeting through VC/ OAVM and briefed them about certain important points regarding video conferencing. Thereafter, he requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders and asked all the fellow colleagues on the Board to introduce themselves to all the shareholders on the occasion of the 37th AGM of the Company. Upon confirmation of quorum by NSDL, the Chairman declared the Meeting open. Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.

For HAVELLS INDIA LIMITED


Company Secretary

The Chairman presented his speech.

Thereafter the Company Secretary requested the Statutory Auditors to read the Auditors' Report.

After the Auditor's Report was read by the Statutory Auditor, the Company Secretary 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 15th June, 2020, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 19th June, 2020 to 21st June, 2020 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 and the e-voting process during AGM 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 through E-voting during the AGM on all the 9 (nine) Resolutions of Ordinary and Special businesses as set out in the Notice of 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 24th June, 2020 and placed on the website of the Company.

As the Meeting was convened through VC/ OAVM, the following Resolutions had already been put to vote through remote e-voting and the requirement to propose and second was not applicable.

1.	Detail of the Agenda:	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2020, 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, 2020 and the Report of Auditors thereon.
	Resolution required:	Ordinary Resolution
2.	Detail of the Agenda:	Confirmation of the payment of Interim Dividend of Rs. 4 per equity share already paid as the Final Dividend for the Financial Year 2019-20.
	Resolution required:	Ordinary Resolution
3.	Detail of the Agenda:	Appointment of a Director in place of Shri T. V. Mohandas Pai (DIN:00042167), 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 Puneet Bhatia (DIN:00143973), who retired by rotation and being eligible, offered himself for re-appointment
	Resolution required:	Ordinary Resolution

For HAVELLS INDIA LIMITED



Company Secretary

HAVELLS INDIA LTD.
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 GSTIN: 09AAACH0351E1Z3

5.	Detail of the Agenda:	Ratification of Cost Auditors' Remuneration
	Resolution required:	Ordinary Resolution
6.	Detail of the Agenda:	Re-appointment of Shri Vellayan Subbiah (DIN:01138759) as an Independent Director for a Second Term.
	Resolution required:	Special Resolution
7.	Detail of the Agenda:	Appointment of Shri B Prasada Rao (DIN:01705080) as an Independent Director
	Resolution required:	Ordinary Resolution
8.	Detail of the Agenda:	Appointment of Shri Subhash S Mundra (DIN:00979731) as an Independent Director
	Resolution required:	Ordinary Resolution
9.	Detail of the Agenda:	Appointment of Shri Vivek Mehra (DIN:00101328) as an Independent Director
	Resolution required:	Ordinary Resolution

The Chairman called the names of Shareholders who had registered themselves as registered speakers to express their views and queries.

Thereafter the Chairman answered the queries of the shareholders and informed that Members who had not cast their vote already through Remote e-voting may cast their vote by going to the e-voting platform.

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.

For HAVELLS INDIA LIMITED

 Company Secretary

HAVELLS INDIA LIMITED

Voting Results

Date of AGM	22 June, 2020
Total Number of Shareholders on Record Date	159573
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	157 4 153

Agenda-wise disclosures

1. Adoption of Audited Financial Statements, the Reports of Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020:

Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	0	100.00	0.00
	Poll	-	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	0	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public – Institutions	E-Voting	-	162,547,869	82.04	162,547,869	0	100.00	0.00
	Poll	-	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	0	0.00	0.00
	Total	198,134,722	162,547,869	82.04	162,547,869	0	100.00	0.00
Public-Non Institutions	E-Voting	-	959,126	1.73	-	0	0.00	0.00
	Poll	-	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	0	0.00	0.00
	Total	55,420,364	959,126	1.73	959,087	39	100.00	0.00
Total		626,013,006	535,964,915	85.62	535,964,876	39	99.99999	0.00001

For HAVELLS INDIA LIMITED

 Company Secretary



2. Confirmation of the payment of Interim Dividend of Rs. 4 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20:

Resolution Required : (Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	0	100.00	0.00
	Poll	-	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	0	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public – Institutions	E-Voting	-	129,908,236	65.57	129,908,236	0	100.00	0.00
	Poll	-	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	0	0.00	0.00
	Total	198,134,722	129,908,236	65.57	129,908,236	0	100.00	0.00
Public-Non Institutions	E-Voting	-	958,847	1.73	958,672	175	99.98	0.02
	Poll	-	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	0	0.00	0.00
	Total	55,420,364	958,847	1.73	958,672	175	99.98	0.02
Total		626,013,006	503,325,003	80.40	503,324,828	175	99.99997	0.00003

For HAVELLS INDIA LIMITED

Company Secretary



3. Appointment of Shri T. V. Mohandas Pai (DIN:00042167), retiring by rotation and being eligible, offering himself for re-appointment:

Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	127,514,337	64.36	125,332,821	2,181,516	98.29	1.71
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	127,514,337	64.36	125,332,821	2,181,516	98.29	1.71
Public-Non Institutions	E-Voting	-	958,847	1.73	949,046	9,801	98.98	1.02
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,847	1.73	949,046	9,801	98.98	1.02
Total		626,013,006	500,931,104	80.02	498,739,787	2,191,317	99.56	0.44

For HAVELLS INDIA LIMITED

Company Secretary



4. Appointment of Shri Puneet Bhatia (DIN:00143973), retiring by rotation and being eligible, offering himself for re-appointment:

Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	127,514,337	64.36	67,532,825	59,981,512	52.96	47.04
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	127,514,337	64.36	67,532,825	59,981,512	52.96	47.04
Public-Non Institutions	E-Voting	-	958,847	1.73	950,423	8,424	99.12	0.88
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,847	1.73	950,423	8,424	99.12	0.88
Total		626,013,006	500,931,104	80.02	440,941,168	59,989,936	88.02	11.98

For HAVELLS INDIA LIMITED

 Company Secretary



5. Ratification of Cost Auditor's Remuneration

Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	129,908,236	65.57	129,908,236	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	129,908,236	65.57	129,908,236	-	100.00	0.00
Public-Non Institutions	E-Voting	-	958,847	1.73	951,013	7,834	99.18	0.82
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,847	1.73	951,013	7,834	99.18	0.82
Total		626,013,006	503,325,003	80.40	503,317,169	7,834	99.998	0.002

For HAVELLS INDIA LIMITED

 Company Secretary



6. Re-appointment of Shri Vellayan Subbiah (DIN:01138759) as an Independent Director of the Company for a Second Term:

Resolution Required : (Ordinary / Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	127,211,049	64.20	120,169,127	7,041,922	94.46	5.54
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	127,211,049	64.20	120,169,127	7,041,922	94.46	5.54
Public-Non Institutions	E-Voting	-	958,846	1.73	951,365	7,481	99.22	0.78
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,846	1.73	951,365	7,481	99.22	0.78
Total		626,013,006	500,627,815	79.97	493,578,412	7,049,403	98.59	1.41

For HAVELLS INDIA LIMITED

Company Secretary



7. Appointment of Shri B Prasada Rao (DIN:01705080) as an Independent Director of the Company:

Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	127,422,213	64.31	126,910,458	511,755	99.60	0.40
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	127,422,213	64.31	126,910,458	511,755	99.60	0.40
Public-Non Institutions	E-Voting	-	958,847	1.73	951,383	7,464	99.22	0.78
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,847	1.73	951,383	7,464	99.22	0.78
Total		626,013,006	500,838,980	80.00	500,319,761	519,219	99.90	0.10

For HAVELLS INDIA LIMITED

Company Secretary



8. Appointment of Shri Subhash S Mundra (DIN:00979731) as an Independent Director of the Company:

Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	127,422,213	64.31	126,462,573	959,640	99.25	0.75
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	127,422,213	64.31	126,462,573	959,640	99.25	0.75
Public-Non Institutions	E-Voting	-	958,847	1.73	950,848	7,999	99.17	0.83
	Poll	-	-	0.00	-	-	#DIV/0!	#DIV/0!
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,847	1.73	950,848	7,999	99.17	0.83
Total		626,013,006	500,838,980	80.00	499,871,341	967,639	99.81	0.19


For HAVELLS INDIA LIMITED

Company Secretary



9. Appointment of Shri Vivek Mehra (DIN:00101328) as an Independent Director of the Company:

Resolution Required : (Ordinary / Special)				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	-	100.00	0.00
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	372,457,920	372,457,920	100.00	372,457,920	-	100.00	0.00
Public – Institutions	E-Voting	-	127,211,049	64.20	120,088,887	7,122,162	94.40	5.60
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	198,134,722	127,211,049	64.20	120,088,887	7,122,162	94.40	5.60
Public-Non Institutions	E-Voting	-	958,847	1.73	949,813	9,034	99.06	0.94
	Poll	-	-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00
	Total	55,420,364	958,847	1.73	949,813	9,034	99.06	0.94
Total		626,013,006	500,627,816	79.97	493,496,620	7,131,196	98.58	1.42

For HAVELLS INDIA LIMITED

 Company Secretary





Balika Sharma And Associates
Company Secretaries

*Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com*

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
Havells India Limited
904, 9th Floor, Surya Kiran Building,
K G Marg, Connaught Place,
New Delhi - 110 001

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 37th Annual General Meeting of Havells India Limited held on Monday, June 22, 2020 at 10.00 a.m. through video conferencing ('VC')/ other audio visual means ('OAVM').

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Havells India Limited pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 37th Annual General Meeting ("AGM") of Havells India Limited on Monday, June 22, 2020 at 10.00 a.m. through VC / OAVM.
2. I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.
3. The notice dated May 12, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are available with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

GST No. : 07AMAPS 9564 K1ZE

Membership No. 4816, C.P. No. 3222





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4. The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.
5. The shareholders of the company holding shares as on the "cut-off" date of 15th June, 2020, were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 9 in the Notice of the 37th AGM of Havells India Limited.
6. The facility provided for Remote E-voting which commenced on Friday, June 19, 2020 at 8:30 a.m. remained open for 3 days and ended on Sunday, June 21st, 2020 at 5:00 p.m. The NSDL Remote E-voting facility was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

7. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
8. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
9. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
10. I now submit the Consolidated Report as under on the Result of the remote e-voting and e-voting in respect of the said resolutions.





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Resolution 1: Ordinary Resolution

1. Details of the voting result in respect of Ordinary Resolution passed for Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2020, 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, 2020 and the Report of Auditors thereon:

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	535,964,915
b)	Total no. of votes with assent for the Resolution	535,964,876
c)	Total no. of votes with dissent for the Resolution	39

% of total votes casted in favour of the Resolution: 99.999%

% of total votes casted against the Resolution: 0.001%

2. Details of the voting result in respect of Ordinary Resolution passed to confirm the payment of Interim Dividend of Rs. 4 per equity share already paid as the Final Dividend for the Financial Year 2019-20:

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	503,325,003
b)	Total no. of votes with assent for the Resolution	503,324,828
c)	Total no. of votes with dissent for the Resolution	175

% of total votes casted in favour of the Resolution: 99.999%

% of total votes casted against the Resolution: 0.001%





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3. Details of the voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri T. V. Mohandas Pai (DIN:00042167), retiring by rotation and being eligible, offering himself for re-appointment.

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	500,931,104
b)	Total no. of votes with assent for the Resolution	498,739,787
c)	Total no. of votes with dissent for the Resolution	2,191,317

% of total votes casted in favour of the Resolution: 99.56%

% of total votes casted against the Resolution: 0.44%

4. Details of the voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri Puneet Bhatia (DIN: 00143973), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	500,931,104
b)	Total no. of votes with assent for the Resolution	440,941,168
c)	Total no. of votes with dissent for the Resolution	59,989,936

% of total votes casted in favour of the Resolution: 88.02%

% of total votes casted against the Resolution: 11.98%





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5. Details of the voting result in respect of Ordinary Resolution passed for Ratification of Cost Auditors' Remuneration

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	503,325,003
b)	Total no. of votes with assent for the Resolution	503,317,169
c)	Total no. of votes with dissent for the Resolution	7,834

% of total votes casted in favour of the Resolution: 99.998%

% of total votes casted against the Resolution: 0.002%

6. Details of the voting result in respect of Special Resolution passed for Re-Appointment of Shri Vellayan Subbiah (DIN: 01138759) as an Independent Director of the Company for a Second Term:

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	500,627,815
b)	Total no. of votes with assent for the Resolution	493,578,412
c)	Total no. of votes with dissent for the Resolution	7,049,403

% of total votes casted in favour of the Resolution: 98.59%

% of total votes casted against the Resolution: 1.41%





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7. Details of the voting result in respect of *Ordinary Resolution* passed for Appointment of Shri B Prasada Rao (DIN: 01705080) as an Independent Director of the Company:

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	500,838,980
b)	Total no. of votes with assent for the Resolution	500,319,761
c)	Total no. of votes with dissent for the Resolution	519,219

% of total votes casted in favour of the Resolution: **99.90%**

% of total votes casted against the Resolution: **0.10%**

8. Details of the voting result in respect of *Ordinary Resolution* passed for Appointment of Shri Subhash S Mundra (DIN: 00979731) as an Independent Director of the Company:

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	500,838,980
b)	Total no. of votes with assent for the Resolution	499,871,341
c)	Total no. of votes with dissent for the Resolution	967,639

% of total votes casted in favour of the Resolution: **99.81%**

% of total votes casted against the Resolution: **0.19%**





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9. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Vivek Mehra (DIN: 00101328) as an Independent Director of the Company

Total No. of Shareholders as on cut-off date: 1,59,573

	Particulars	Total
a)	Total votes Received	500,627,816
b)	Total no. of votes with assent for the Resolution	493,496,620
c)	Total no. of votes with dissent for the Resolution	7,131,196

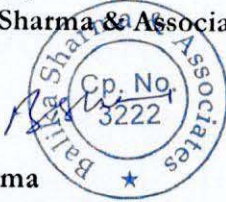
% of total votes casted in favour of the Resolution: **98.58%**

% of total votes casted against the Resolution: **1.42%**

The Registers, all other papers and other relevant records relating to remote e-voting and e-voting through VC/OAVM at AGM shall remain in my custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary/ Director authorized by the Board for safe keeping thereafter.

Thanking you,
Yours faithfully

For Balika Sharma & Associates



Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
Peer Review Certificate No 658/2020
Unique Identification No.S2007DE097200
UDIN: number F004816B000364461
Place: New Delhi
Date: 22.06.2020