

30th June 2021

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 38th 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 38th Annual General Meeting of the Company held this day through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on 30th June, 2021 at 10:00 am.

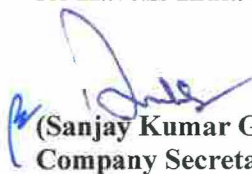
The Remote E-voting on all the Resolutions set out in the Notice of 38th Annual General Meeting was conducted during the period from 27th June, 2021 to 29th June, 2021 and for those who did not cast their vote through remote e-voting, the facility to cast vote through e-voting during the AGM was also 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

PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30TH JUNE, 2021 AT 10:00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)

Date of the AGM: 30TH JUNE, 2021

Total number of shareholders on Cut-off i.e. 23rd June, 2021: 2,20,771

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:- 140

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 U K Sinha – Independent Director, Chairman of Audit Committee, Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
6. **Shri Vivek Mehra – Independent Director, Chairman of Nomination and Remuneration 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 Ashish Bharat Ram – Independent Director**
13. **Smt Namrata Kaul – Independent Director**
14. **Shri Siddhartha Pandit – Wholetime Director**

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 38th 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.



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)

For CARE 360, Call us : for Havells : 08045771313, for Lloyd : 08045775666

CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E2Z2

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 23rd June, 2021, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 27th June, 2021 to 29th June, 2021 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 14 (fourteen) 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 2nd July, 2021 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, 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 31 st March, 2021 and the Report of Auditors thereon.
	Resolution required:	Ordinary Resolution
2.	Detail of the Agenda:	Confirmation of the payment of Interim Dividend of Rs. 3 per equity share of Re. 1/- each already paid as an Interim Dividend for the Financial Year 2020-21.
	Resolution required:	Ordinary Resolution
3.	Detail of the Agenda:	Declaration of a Final Dividend of Rs. 3.50 per equity share of Re. 1/- each for the Financial Year 2020-21
	Resolution required:	Ordinary Resolution
4.	Detail of the Agenda:	Appointment of a Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), retiring by rotation and being eligible, offering himself for re-appointment
	Resolution required:	Ordinary Resolution



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CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E2Z2

5.	Detail of the Agenda:	Appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors of the Company
	Resolution required:	Ordinary Resolution
6.	Detail of the Agenda:	Appointment of a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation and being eligible, offers himself for re-appointment.
	Resolution required:	Special Resolution
7.	Detail of the Agenda:	Ratification of Cost Auditors' Remuneration
	Resolution required:	Ordinary Resolution
8.	Detail of the Agenda:	Appointment of Smt. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company
	Resolution required:	Ordinary Resolution
9.	Detail of the Agenda:	Appointment of Shri Ashish Bharat Ram (DIN: 00671567)) as an Independent Director of the Company
	Resolution required:	Ordinary Resolution
10.	Detail of the Agenda:	Re-appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director of the Company for a Second Term
	Resolution required:	Special Resolution
11.	Detail of the Agenda:	Re-appointment of Shri Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company for a Second Term
	Resolution required:	Special Resolution
12.	Detail of the Agenda:	Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as a Director of the Company
	Resolution required:	Ordinary Resolution
13.	Detail of the Agenda:	Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a Director of the Company
	Resolution required:	Ordinary Resolution
14.	Detail of the Agenda:	Re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director of the Company for another term of 3 years
	Resolution required:	Ordinary Resolution



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CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E222

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.

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HAVELLS INDIA LIMITED
2D, SECTOR-126,
NOIDA-201 304
(U. P.)
QRG TOWERS

HAVELLS INDIA LIMITED

Voting Results

Date of AGM	30 June 2021
Total Number of Shareholders on Cut-off Date	220771
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	144 4 140

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, 2021:

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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00
Public – Institutions	E-Voting	-	17,32,31,840	85.28	17,32,07,634	24,206	99.99	0.01
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		20,31,24,625	17,32,31,840	85.28	17,32,07,634	24,206	99.99
Public-Non Institutions	E-Voting	-	47,20,210	9.31	47,20,105	105	100.00	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		5,07,20,522	47,20,210	9.31	47,20,105	105	100.00
Total		62,63,03,067	55,04,09,970	87.88	55,03,85,659	24,311	100.00	0.00



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

2. Confirmation of the payment of Interim Dividend of Rs. 3 per equity share of Re. 1/- each already paid as an Interim Dividend for the Financial Year 2020-21

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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,36,87,632	85.51	17,34,33,346	2,54,286	99.85	0.15
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,36,87,632	85.51	17,34,33,346	2,54,286	99.85	0.15
Public-Non Institutions	E-Voting	-	47,20,246	9.31	47,20,092	154	100.00	0.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,20,246	9.31	47,20,092	154	100.00	0.00
Total		62,63,03,067	55,08,65,798	87.96	55,06,11,358	2,54,440	99.95	0.05



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

3. Declaration of a Final Dividend of Rs. 3.50 per equity share of Re. 1/- each for the Financial Year 2020-21:

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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,36,87,632	85.51	17,25,50,734	11,36,898	99.35	0.65
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,36,87,632	85.51	17,25,50,734	11,36,898	99.35	0.65
Public-Non Institutions	E-Voting	-	47,10,186	9.29	47,10,077	109	99.998	0.002
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,10,186	9.29	47,10,077	109	99.998	0.002
Total		62,63,03,067	55,08,55,738	87.95	54,97,18,731	11,37,007	99.79	0.21



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

4. Re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838), 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?		Yes, but not for the purpose of section 188 since the Resolution is not under any contract.						
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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,36,87,632	85.51	17,20,66,254	16,21,378	99.07	0.93
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,36,87,632	85.51	17,20,66,254	16,21,378	99.07	0.93
Public-Non Institutions	E-Voting	-	47,09,628	9.29	47,01,403	8,225	99.83	0.17
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,09,628	9.29	47,01,403	8,225	99.83	0.17
Total		62,63,03,067	55,08,55,180	87.95	54,92,25,577	16,29,603	99.70	0.30



For HAVELLS INDIA LIMITED
[Signature]
 Company Secretary

5. Appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,36,66,103	85.50	15,52,64,363	1,84,01,740	89.40	10.60
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,36,66,103	85.50	15,52,64,363	1,84,01,740	89.40	10.60
Public-Non Institutions	E-Voting	-	47,08,209	9.28	46,99,094	9,115	99.81	0.19
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,08,209	9.28	46,99,094	9,115	99.81	0.19
Total		62,63,03,067	55,08,32,232	87.95	53,24,21,377	1,84,10,855	96.66	3.34



For HAVELLS INDIA LIMITED
[Signature]
 Company Secretary

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

Resolution Required : (Ordinary / Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/ resolution?				Yes, but not for the purpose of section 188 since the Resolution is not under any contract.				
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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00
Public – Institutions	E-Voting	-	17,20,71,580	84.71	17,03,92,590	16,78,990	99.02	0.98
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		20,31,24,625	17,20,71,580	84.71	17,03,92,590	16,78,990	99.02
Public-Non Institutions	E-Voting	-	47,08,108	9.28	47,00,546	7,562	99.84	0.16
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		5,07,20,522	47,08,108	9.28	47,00,546	7,562	99.84
Total		62,63,03,067	54,92,37,608	87.70	54,75,51,056	16,86,552	99.69	0.31



For HAVELLS INDIA LIMITED
[Signature]
 Company Secretary

7. Ratification of Cost Auditors' 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,36,87,632	85.51	17,36,87,632	0	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,36,87,632	85.51	17,36,87,632	0	100.00	-
Public-Non Institutions	E-Voting	-	47,08,134	9.28	47,00,719	7,415	99.84	0.16
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,08,134	9.28	47,00,719	7,415	99.84	0.16
Total		62,63,03,067	55,08,53,686	87.95	55,08,46,271	7,415	100.00	0.00



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

8. Appointment of Smt. Namrata Kaul (DIN: 00994532) 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	14,57,88,432	71.77	14,13,16,579	44,71,853	96.93	3.07
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	14,57,88,432	71.77	14,13,16,579	44,71,853	96.93	3.07
Public-Non Institutions	E-Voting	-	47,08,108	9.28	47,00,067	8,041	99.83	0.17
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,08,108	9.28	47,00,067	8,041	99.83	0.17
Total		62,63,03,067	52,29,54,460	83.50	51,84,74,566	44,79,894	99.14	0.86



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

9. Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,20,71,580	84.71	16,96,99,568	23,72,012	98.62	1.38
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,20,71,580	84.71	16,96,99,568	23,72,012	98.62	1.38
Public-Non Institutions	E-Voting	-	47,15,232	9.30	47,07,741	7,491	99.84	0.16
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,15,232	9.30	47,07,741	7,491	99.84	0.16
Total		62,63,03,067	54,92,44,732	87.70	54,68,65,229	23,79,503	99.57	0.43



For HAVELLS INDIA LIMITED
[Signature]
 Company Secretary

10. Re-appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	14,57,88,432	71.77	14,32,22,225	25,66,207	98.24	1.76
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	14,57,88,432	71.77	14,32,22,225	25,66,207	98.24	1.76
Public-Non Institutions	E-Voting	-	47,05,233	9.28	46,97,586	7,647	99.84	0.16
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,05,233	9.28	46,97,586	7,647	99.84	0.16
Total		62,63,03,067	52,29,51,585	83.50	52,03,77,731	25,73,854	99.51	0.49



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

11. Re-appointment of Shri Upendra Kumar Sinha (DIN: 00010336) 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	14,57,88,432	71.77	14,29,67,939	28,20,493	98.07	1.93
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	14,57,88,432	71.77	14,29,67,939	28,20,493	98.07	1.93
Public-Non Institutions	E-Voting	-	47,15,234	0.09	47,06,785	8,449	99.82	0.18
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,15,234	9.30	47,06,785	8,449	99.82	0.18
Total		62,63,03,067	52,29,61,586	83.50	52,01,32,644	28,28,942	99.46	0.54



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

12. Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as a 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,20,71,580	84.71	16,96,99,568	23,72,012	98.62	1.38
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,20,71,580	84.71	16,96,99,568	23,72,012	98.62	1.38
Public-Non Institutions	E-Voting	-	47,15,357	9.30	47,05,640	9,717	99.79	0.21
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,15,357	9.30	47,05,640	9,717	99.79	0.21
Total		62,63,03,067	54,92,44,857	87.70	54,68,63,128	23,81,729	99.57	0.43



For HAVELLS INDIA LIMITED
 Company Secretary

13. Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a 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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,20,71,580	84.71	16,96,99,568	23,72,012	98.62	1.38
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,20,71,580	84.71	16,96,99,568	23,72,012	98.62	1.38
Public-Non Institutions	E-Voting	-	47,15,232	9.30	47,07,741	7,491	99.84	0.16
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,15,232	9.30	47,07,741	7,491	99.84	0.16
Total		62,63,03,067	54,92,44,732	87.70	54,68,65,229	23,79,503	99.57	0.43



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

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

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	-	37,24,57,920	100.00	37,24,57,920	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	37,24,57,920	37,24,57,920	100.00	37,24,57,920	-	100.00	-
Public – Institutions	E-Voting	-	17,36,19,278	85.47	17,02,49,563	33,69,715	98.06	1.94
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,31,24,625	17,36,19,278	85.47	17,02,49,563	33,69,715	98.06	1.94
Public-Non Institutions	E-Voting	-	47,15,232	9.30	47,07,033	8,199	99.83	0.17
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,07,20,522	47,15,232	9.30	47,07,033	8,199	99.83	0.17
Total		62,63,03,067	55,07,92,430	87.94	54,74,14,516	33,77,914	99.39	0.61



For HAVELLS INDIA LIMITED

[Signature]
Company Secretary



Balika Sharma And Associates
Company Secretaries

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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 38th Annual General Meeting of Havells India Limited held on Wednesday, June 30, 2021 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 38th Annual General Meeting ("AGM") of Havells India Limited on Wednesday, June 30, 2021 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 20, 2021, 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 April 8, 2020 April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021.

GST No. : 07AMAPS 9564 K1ZE



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



Balika Sharma And Associates
Company Secretaries

*Address : Flat No. 211 pocket A / 3,
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Pin Code -110085
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E-mail Id: balikasharma@gmail.com*

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 23rd June, 2021, were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 14 in the Notice of the 38th AGM of Havells India Limited.
6. The facility provided for Remote E-voting which commenced on Sunday, June 27, 2021 at 8:30 a.m. remained open for 3 days and ended on Tuesday, June 29th, 2021 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.





Balika Sharma And Associates
Company Secretaries

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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, 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:**

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	550409970
b)	Total no. of votes with assent for the Resolution	550385659
c)	Total no. of votes with dissent for the Resolution	24311

% of total votes casted in favour of the Resolution: 99.995%

% of total votes casted against the Resolution: 0.004%

2. **Details of the voting result in respect of Ordinary Resolution passed to confirm the payment of Interim Dividend of Rs. 3 per equity share of Re. 1/- each already paid as an Interim Dividend for the Financial Year 2020-21:**

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	550865798
b)	Total no. of votes with assent for the Resolution	550611358
c)	Total no. of votes with dissent for the Resolution	254440

% of total votes casted in favour of the Resolution: 99.954%

% of total votes casted against the Resolution: 0.046%

3. **Details of the voting result in respect of Ordinary Resolution passed to declare a Final Dividend of Rs. 3.50 per equity share of Re. 1/- each for the Financial Year 2020-21:**

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	550855738
b)	Total no. of votes with assent for the Resolution	549718731
c)	Total no. of votes with dissent for the Resolution	1137007

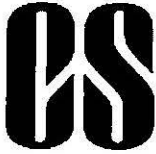
% of total votes casted in favour of the Resolution: 99.794%

% of total votes casted against the Resolution: 0.206%

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Balika Sharma And Associates
Company Secretaries

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4. Details of the voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), retiring by rotation and being eligible, offering himself for re-appointment.

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	550855180
b)	Total no. of votes with assent for the Resolution	549225577
c)	Total no. of votes with dissent for the Resolution	1629603

% of total votes casted in favour of the Resolution: 99.704%

% of total votes casted against the Resolution: 0.296%

5. Details of the voting result in respect of Ordinary Resolution passed for appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors of the Company

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	550832232
b)	Total no. of votes with assent for the Resolution	532421377
c)	Total no. of votes with dissent for the Resolution	18410855

% of total votes casted in favour of the Resolution: 96.658%

% of total votes casted against the Resolution: 3.342%

6. Details of the voting result in respect of Special Resolution passed 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

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	549237608
b)	Total no. of votes with assent for the Resolution	547551056
c)	Total no. of votes with dissent for the Resolution	1686552

% of total votes casted in favour of the Resolution: 99.693%

% of total votes casted against the Resolution: 0.307%

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Membership No. 4816, C.A. No. 3222



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Balika Sharma And Associates
Company Secretaries

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7. 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: 220771

	Particulars	Total
a)	Total votes Received	550853686
b)	Total no. of votes with assent for the Resolution	550846271
c)	Total no. of votes with dissent for the Resolution	7415

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

% of total votes casted against the Resolution: 0.001%

8. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Smt. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company:

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	522954460
b)	Total no. of votes with assent for the Resolution	518474566
c)	Total no. of votes with dissent for the Resolution	4479894

% of total votes casted in favour of the Resolution: 99.143%

% of total votes casted against the Resolution: 0.857%

9. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Ashish Bharat Ram (DIN: 00671567) as an Independent Director of the Company:

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	523019962
b)	Total no. of votes with assent for the Resolution	504548842
c)	Total no. of votes with dissent for the Resolution	18471120

% of total votes casted in favour of the Resolution: 96.468%

% of total votes casted against the Resolution: 3.532%





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10. Details of the voting result in respect of Special Resolution passed for Re-appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director of the Company for a Second Term

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	522951585
b)	Total no. of votes with assent for the Resolution	520377731
c)	Total no. of votes with dissent for the Resolution	2573854

% of total votes casted in favour of the Resolution: 99.508%

% of total votes casted against the Resolution: 0.492%

11. Details of the voting result in respect of Special Resolution passed for Re-appointment of Shri Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company for a Second Term

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	522961586
b)	Total no. of votes with assent for the Resolution	520132644
c)	Total no. of votes with dissent for the Resolution	2828942

% of total votes casted in favour of the Resolution: 99.459%

% of total votes casted against the Resolution: 0.541%

12. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as a Director of the Company

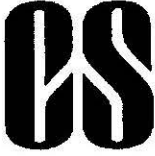
Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	549244857
b)	Total no. of votes with assent for the Resolution	546863128
c)	Total no. of votes with dissent for the Resolution	2381729

% of total votes casted in favour of the Resolution: 99.566%

% of total votes casted against the Resolution: 0.434%





Balika Sharma And Associates
Company Secretaries

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13. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a Director of the Company

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	549244732
b)	Total no. of votes with assent for the Resolution	546865229
c)	Total no. of votes with dissent for the Resolution	2379503

% of total votes casted in favour of the Resolution: 99.567%

% of total votes casted against the Resolution: 0.433%

14. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director of the Company for another term of 3 years

Total No. of Shareholders as on cut-off date: 220771

	Particulars	Total
a)	Total votes Received	550792430
b)	Total no. of votes with assent for the Resolution	547414516
c)	Total no. of votes with dissent for the Resolution	3377914

% of total votes casted in favour of the Resolution: 99.387%

% of total votes casted against the Resolution: 0.613%

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

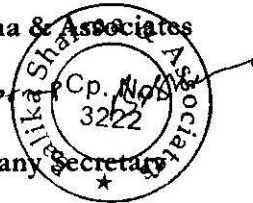
Peer Review Certificate No 658/2020

Unique Identification No. S2007DE097200

UDIN: number F004816C000552211

Place: New Delhi

Date: 30.06.2021



GST No. : 07AMAPS 9564 K1ZE

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